efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491126001453

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
DELMAS CLARDY MEMORIAL UNITRUST FBO KY

A Employer identification number
61-6188401

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 5228 - TRUST TAX DEPT

B Telephone number (see instructions)
(270) 689-2551

City or town, state, and ZIP code
MARTINSVILLE, VA 241155228

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,384,839

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

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))*

Section	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,513	8,513		
	4	Dividends and interest from securities	56,794	56,794		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	98,376			
	b	Gross sales price for all assets on line 6a 1,580,516				
	7	Capital gain net income (from Part IV, line 2)		98,376		
	8	Net short-term capital gain			0	
	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)	2,364	2,364		
	12	**Total.** Add lines 1 through 11	166,047	166,047		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	29,031	29,031		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	1,158	1,158		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	1	1		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,190	30,190	0	0
	25	Contributions, gifts, grants paid	116,383			116,383
	26	**Total expenses and disbursements.** Add lines 24 and 25	146,573	30,190	0	116,383
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	19,474			
	b	**Net investment income** (if negative, enter -0-)		135,857		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	4,410	62	62
2	Savings and temporary cash investments	26,957	21,326	21,326
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶		0	0
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	174,719	323,818	351,558
b	Investments—corporate stock (attach schedule)	1,779,888	1,079,522	1,154,801
c	Investments—corporate bonds (attach schedule)	277,978	622,873	631,086
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		235,421	226,006
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)	2,263,952	2,283,022	2,384,839
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)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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.			
27	Capital stock, trust principal, or current funds	2,263,952	2,283,022	
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 page 17 of the instructions)	2,263,952	2,283,022	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,263,952	2,283,022	

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	2,263,952
2	Enter amount from Part I, line 27a	2	19,474
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,283,426
5	Decreases not included in line 2 (itemize) ▶	5	404
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,283,022

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
a	See Additional Data Table			
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	98,376
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 page 18 of 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	107,453	2,353,494	0 045657
2010	73,132	2,273,620	0 032165
2009	61,595	2,057,586	0 029936
2008	77,064	2,227,469	0 034597
2007			

2	**Total** of line 1, column (d).	2	0 142355
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 035589
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,325,560
5	Multiply line 4 by line 3.	5	82,764
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,359
7	Add lines 5 and 6.	7	84,123
8	Enter qualifying distributions from Part XII, line 4.	8	116,383

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,359
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	0
3	Add lines 1 and 2			3	1,359
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,359
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,292		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,292
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	67
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(270) 689-2551

Located at ▶230 FREDERICA ST OWENSBORO KY ZIP +4 ▶423013003

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
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		No

See 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

			Yes	No
	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 page 20 of the 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		No
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 ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **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		No
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		No

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**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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
BRANCH BANKING AND TRUST COMPANY 230 FREDERICA ST OWENSBORO,KY 423013003	TRUSTEE 1	29,031		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶	0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,332,972
b	Average of monthly cash balances	1b	28,003
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,360,975
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,360,975
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,415
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,325,560
6	**Minimum investment return.** Enter 5% of line 5	6	116,278

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	116,278
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,359		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,359
3	Distributable amount before adjustments Subtract line 2c from line 1	3	114,919
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	114,919
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	114,919

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	116,383
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	116,383
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	1,359
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,024

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				114,919
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			116,383	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 116,383				
a Applied to 2011, but not more than line 2a			116,383	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				114,919
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number 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*				
KENTUCKY WESLEYAN COLLEGE ATTN CONTROLLER 3000 FREDERICA STREET OWENSBORO,KY 42301	NONE	EXEMPT	TO PROVIDE SCHOLARSHIPS	116,383
Total . . . . ▶ **3a**				116,383
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,513	
4 Dividends and interest from securities			14	56,794	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	98,376	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a LITIGATION PROCEED			14	7	
b FEDERAL TAX REFUND			01	2,357	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				166,047	

13 Total. Add line 12, columns (b), (d), and (e) **13** 166,047

(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)

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-01 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 AMGEN INCORPORATED		2011-05-18	2012-03-14
60 AON CORPORATION COMMON		2011-02-18	2012-03-14
8 APPLE COMPUTER CORPORATION COMMON		2010-11-19	2012-03-14
60 ARCHER DANIELS MIDLAND COMPANY		2011-09-23	2012-03-14
3435 052 ARTISAN MID CAP VALUE #1464 CLD TO NEW I		2010-11-19	2012-03-14
55 247 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2011-09-23	2012-03-14
1526 005 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2009-11-18	2012-03-14
420 BANK OF AMER CORP COMMON		2010-06-28	2012-03-14
140 CENOVUS ENERGY INC		2010-11-19	2012-03-14
100 CENOVUS ENERGY INC		2011-02-18	2012-03-14
320 CISCO SYSTEMS		2010-11-19	2012-03-14
390 CISCO SYSTEMS			2012-03-14
3444 13 COHEN & STEERS INTERNATIONAL REALTY FUND INC CL I FUND # 1396		2010-11-19	2012-03-14
270 COMCAST CORP NEW CL A		2009-09-09	2012-03-14
100 CORNING INCORPORATED		2010-11-19	2012-03-14
10 CORNING INCORPORATED		2011-09-23	2012-03-14
90 DISNEY WALT COMPANY		2003-01-29	2012-03-14
50 DOW CHEMICAL COMPANY		2011-09-23	2012-03-14
694 085 EAGLE SMALL CAP GROWTH FUND INST CL FUND		2010-11-19	2012-03-14
80 EXPRESS SCRIPTS COMMON		2011-09-23	2012-03-14
20 FEDEX CORPORATION		2010-11-19	2012-03-14
530 GENERAL ELECTRIC COMPANY			2012-03-14
3097 765 GOLDMAN SACHS GROWTH OPPORTUNITY FD		2010-11-24	2012-03-14
30 HONEYWELL INTERNATIONAL INC		2011-09-23	2012-03-14
130 J P MORGAN CHASE & CO		2005-04-29	2012-03-14
60 KOHLS CORP COMMON		2011-09-23	2012-03-14
90 KRAFT FOODS INC-A COMMON		2009-09-09	2012-03-14
170 LOWES COMPANIES INCORPORATED		2010-11-19	2012-03-14
60 LOWES COMPANIES INCORPORATED		2011-02-18	2012-03-14
70 MEDTRONIC INC		2009-06-11	2012-03-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
90 MERCK & CO INC			2012-03-14
110 METLIFE COMMON		2010-03-02	2012-03-14
140 MICROSOFT CORPORATION			2012-03-14
80 MORGAN STANLEY DEAN WITTER DIS CO		2010-04-14	2012-03-14
422 428 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-02-18	2012-03-14
30 QUALCOMM INC COMMON		2011-09-23	2012-03-14
120 ST JUDE MEDICAL INC COMMON		2011-09-23	2012-03-14
50 SCHLUMBERGER LTD		2008-02-04	2012-03-14
210 SOUTHWEST AIRLINES		2011-02-18	2012-03-14
350 SOUTHWEST AIRLINES		2010-11-19	2012-03-14
90 STAPLES INC COMMON		2010-11-19	2012-03-14
2826 157 STERLING CAPITAL SMALL VALUE FUND INST C		2010-11-19	2012-03-14
20 SUNCOR ENERGY, INC		2011-03-25	2012-03-14
210 SUNCOR ENERGY, INC		2009-09-09	2012-03-14
30 TARGET CORP COM		2011-02-18	2012-03-14
20 TARGET CORP COM		2010-06-28	2012-03-14
170 TEXAS INSTRUMENTS INCORPORATED		2010-11-19	2012-03-14
30 WAL MART STORES INCORPORATED		2010-07-15	2012-03-14
230 WELLS FARGO & CO NEW		2009-09-09	2012-03-14
60 WELLS FARGO & CO NEW		2011-05-18	2012-03-14
200 WEYERHAEUSER COMPANY		2011-05-18	2012-03-14
310 TE CONNECTIVITY LTD		2010-04-14	2012-03-14
20 TE CONNECTIVITY LTD		2011-03-25	2012-03-14
140 TYCO INTERNATIONAL LTD		2010-04-14	2012-03-14
98 ACCO BRANDS CORP COMMON		2012-03-14	2012-05-23
90 AT&T INC		2002-11-26	2012-05-23
30 ABBOTT LABORATORIES		1993-08-16	2012-05-23
80 AMERICAN EXPRESS COMPANY		2010-11-19	2012-05-23
30 AMGEN INCORPORATED		2011-05-18	2012-05-23
70 ARCHER DANIELS MIDLAND COMPANY		2011-09-23	2012-05-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
80 256 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2011-09-23	2012-05-23
60 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2009-06-11	2012-05-23
70 CVS CORP COMMON		2011-09-23	2012-05-23
50 CARNIVAL CORP PAIRED CTF 1 COM		2011-05-18	2012-05-23
80 CISCO SYSTEMS		2011-05-18	2012-05-23
455 388 COHEN & STEERS INTERNATIONAL REALTY FUND INC CL I FUND # 1396		2010-11-19	2012-05-23
110 COMCAST CORP NEW CL A		2009-09-09	2012-05-23
110 DISNEY WALT COMPANY		2003-01-29	2012-05-23
90 DOW CHEMICAL COMPANY		2011-09-23	2012-05-23
40 EXPRESS SCRIPTS HOLDING CO COMMON		2011-09-23	2012-05-23
40 EXXON MOBIL CORPORATION		2010-01-06	2012-05-23
20 FEDEX CORPORATION		2010-11-19	2012-05-23
10 FEDEX CORPORATION		2011-09-23	2012-05-23
180 GENERAL ELECTRIC COMPANY		2010-11-19	2012-05-23
1509 906 GOLDMAN SACHS GROWTH OPPORTUNITY FD			2012-05-23
4 GOOGLE INC CL A		2010-11-19	2012-05-23
80 HONEYWELL INTERNATIONAL INC		2011-09-23	2012-05-23
15 INTERNATIONAL BUSINESS MACHINES CORP		2010-11-19	2012-05-23
60 J P MORGAN CHASE & CO			2012-05-23
50 JOHNSON & JOHNSON		1996-09-10	2012-05-23
70 KOHLS CORP COMMON		2011-09-23	2012-05-23
40 KRAFT FOODS INC-A COMMON		2009-09-09	2012-05-23
80 MEDTRONIC INC		2009-06-11	2012-05-23
260 NATURAL RESOURCE PARTNERS LP		2012-03-14	2012-05-23
180 ORACLE SYSTEM CORPORATION		2009-06-11	2012-05-23
1137 215 PIMCO TOTAL RETURN FUND 35		2011-09-23	2012-05-23
60 PEPSICO INCORPORATED		1991-11-25	2012-05-23
30 PHILLIPS 66 COMMON		2009-09-09	2012-05-23
80 ST JUDE MEDICAL INC COMMON		2011-09-23	2012-05-23
190 SOUTHWEST AIRLINES		2010-11-19	2012-05-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
60 STAPLES INC COMMON		2011-03-25	2012-05-23
160 STAPLES INC COMMON		2010-11-19	2012-05-23
270 436 STERLING CAPITAL SMALL VALUE FUND INST C		2011-09-23	2012-05-23
260 326 STERLING CAPITAL SMALL VALUE FUND INST C			2012-05-23
1779 093 STERLING CAPITAL TOTAL RETURN BOND FUND			2012-05-23
1214 387 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FU		2009-11-18	2012-05-23
50 TARGET CORP COM		2011-02-18	2012-05-23
50 TEXAS INSTRUMENTS INCORPORATED		2011-03-25	2012-05-23
30 TEXAS INSTRUMENTS INCORPORATED		2010-11-19	2012-05-23
30 VERIFONE HOLDINGS INC COMMON		2012-03-14	2012-05-23
50 WAL MART STORES INCORPORATED		2010-07-15	2012-05-23
30 WAL MART STORES INCORPORATED		2011-03-25	2012-05-23
80 WEYERHAEUSER COMPANY		2011-05-18	2012-05-23
40 AON PLC		2011-02-18	2012-05-23
40 TYCO INTERNATIONAL LTD		2011-09-23	2012-05-23
321 KINDER MORGAN MANAGEMENT LLC		2012-03-14	2012-05-24
96 ACCO BRANDS CORP COMMON		2012-03-14	2012-06-18
30000 FED HOME LOAN MORT CORP DTD 7/16/02 5 12		2005-10-24	2012-07-15
98 AT&T INC		2002-11-26	2012-08-28
20 ALLERGAN INC		2012-05-23	2012-08-28
30 AMERICAN EXPRESS COMPANY		2010-11-19	2012-08-28
8 APPLE COMPUTER CORPORATION COMMON		2010-11-19	2012-08-28
155 936 ARTISAN MID CAP VALUE #1464 CLD TO NEW I		2010-11-19	2012-08-28
154 906 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2011-09-23	2012-08-28
40 CVS CORP COMMON		2011-09-23	2012-08-28
30 COACH INC		2012-05-23	2012-08-28
50 COGNIZANT TECHNOLOGY SOLUTIONS CORP			2012-08-28
60 COMCAST CORP NEW CL A		2009-09-09	2012-08-28
120 CORNING INCORPORATED		2011-09-23	2012-08-28
120 CORNING INCORPORATED		2010-11-19	2012-08-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20 DIAGEO PLC SPONSORED ADR		2012-05-23	2012-08-28
66 DISNEY WALT COMPANY		2003-01-29	2012-08-28
20 EOG RESOURCES INC		2012-03-14	2012-08-28
178 49 EAGLE SMALL CAP GROWTH FUND INST CL FUND		2010-11-19	2012-08-28
20 EDWARDS LIFESCIENCES CORP COMMON		2012-05-23	2012-08-28
100 GENERAL ELECTRIC COMPANY		2011-09-23	2012-08-28
30 HEWLETT PACKARD COMPANY		2011-03-25	2012-08-28
40 HEWLETT PACKARD COMPANY		2010-11-19	2012-08-28
60 INTEL CORPORATION		2006-06-19	2012-08-28
70 INTERNATIONAL PAPER COMPANY		2010-11-19	2012-08-28
40 J P MORGAN CHASE & CO		2011-02-18	2012-08-28
60 J P MORGAN CHASE & CO		2006-04-17	2012-08-28
40 ESTEE LAUDER COMMON		2012-05-23	2012-08-28
30 LOCKHEED MARTIN CORP		2010-03-02	2012-08-28
50 MEAD JOHNSON NUTRITION COMPANY COMMON		2012-03-14	2012-08-28
50 MEDTRONIC INC		2009-06-11	2012-08-28
90 MERCK & CO INC		2008-08-05	2012-08-28
120 METLIFE COMMON		2010-03-02	2012-08-28
180 MORGAN STANLEY DEAN WITTER DIS CO		2010-04-14	2012-08-28
50 NETAPP INC		2012-05-23	2012-08-28
20 NETFLIX INC COMMON		2012-03-14	2012-08-28
30 ORACLE SYSTEM CORPORATION		2011-09-23	2012-08-28
20 ORACLE SYSTEM CORPORATION		2009-06-11	2012-08-28
50 ROCKWELL INTERNATIONAL CORP NEW			2012-08-28
20 SALESFORCE COM INC COMMON		2012-03-14	2012-08-28
180 SOUTHWEST AIRLINES		2011-02-18	2012-08-28
30 SOUTHWEST AIRLINES		2010-11-19	2012-08-28
120 STAPLES INC COMMON			2012-08-28
40 STARWOOD HOTELS & RESORTS		2012-03-14	2012-08-28
50 SUNCOR ENERGY, INC		2011-03-25	2012-08-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
60 TEXAS INSTRUMENTS INCORPORATED		2011-09-23	2012-08-28
30 THERMO ELECTRON COMMON		2011-02-18	2012-08-28
60 THOMSON REUTERS CORP COMMON		2012-03-14	2012-08-28
50 TRACTOR SUPPLY COMPANY COMMON		2012-03-14	2012-08-28
100 WEYERHAEUSER COMPANY		2011-05-18	2012-08-28
50 YUM! BRANDS, INC COMMON		2012-05-23	2012-08-28
71 KINDER MORGAN MANAGEMENT LLC		2012-03-14	2012-08-29
40000 GOLDMAN SACHS GROUP INC DTD 08/27/2002		2007-02-01	2012-09-01
667 KRAFT FOODS GROUP INC COMMON		2009-09-09	2012-10-19
100 ABB LTD SPONSORED ADR		2009-01-02	2012-11-05
70 AGCO CORPORATION COMMON		2012-03-14	2012-11-05
865 211 AQR MANAGED FUTURES STRATEGY FUND INST C		2010-11-19	2012-11-05
25 AFFILIATED MANAGERS GROUP INC		2012-03-14	2012-11-05
620 ALCOA INC			2012-11-05
240 ALCOA INC		2010-11-19	2012-11-05
90 AMERICAN INTERNATIONAL GROUP INC COMMON		2012-08-28	2012-11-05
510 ANHEUSER-BUSCH INBEV NV SPN ADR		2012-08-28	2012-11-05
983 194 ARTISAN MID CAP VALUE #1464 CLD TO NEW I			2012-11-05
90 BAKER HUGHES INCORPORATED		2011-09-23	2012-11-05
15 BIOGEN IDEC INC COMMON		2012-03-14	2012-11-05
40 BOEING COMPANY		2012-05-23	2012-11-05
20 BORGWARNER AUTOMOTIVE INC COMMON		2012-05-23	2012-11-05
230 BRISTOL MYERS SQUIBB COMPANY		2012-08-28	2012-11-05
80 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2012-03-14	2012-11-05
50 CVS CORP COMMON		2011-09-23	2012-11-05
50 CENOVUS ENERGY INC		2011-05-18	2012-11-05
20 CITRIX SYSTEMS		2012-08-28	2012-11-05
180 COCA COLA COMPANY		2011-09-23	2012-11-05
932 451 COHEN & STEERS INTERNATIONAL REALTY FUND INC CL I FUND # 1396			2012-11-05
60 CONOCOPHILLIPS COM		2009-09-09	2012-11-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 CROWN CASTLE INTL CORP COMMON		2012-05-23	2012-11-05
110 DARLING INTERNATIONAL INC COMMON		2012-03-14	2012-11-05
30 DIAGEO PLC SPONSORED ADR		2012-05-23	2012-11-05
120 DISCOVERY COMMUNICATIONS A COMMON		2012-08-28	2012-11-05
190 EMC CORPORATION COMMON			2012-11-05
828 685 EAGLE SMALL CAP GROWTH FUND INST CL FUND			2012-11-05
50 EDWARDS LIFESCIENCES CORP COMMON		2012-05-23	2012-11-05
60 EXPRESS SCRIPTS HOLDING CO COMMON		2011-09-23	2012-11-05
40 EXXON MOBIL CORPORATION		2010-01-06	2012-11-05
100 FACEBOOK INC-A COMMON		2012-05-23	2012-11-05
80 FAMILY DOLLAR STORES INCORPORATED			2012-11-05
40 FEDEX CORPORATION		2011-09-23	2012-11-05
65 FLOWSERVE CORP COM		2012-03-14	2012-11-05
1413 689 GOLDMAN SACHS GROWTH OPPORTUNITY FD			2012-11-05
90 HONEYWELL INTERNATIONAL INC		2011-09-23	2012-11-05
30 ILLINOIS TOOL WORKS		2012-03-14	2012-11-05
90 ILLUMINA INC			2012-11-05
20 INTERNATIONAL BUSINESS MACHINES CORP		2010-11-19	2012-11-05
60 JOHNSON & JOHNSON		1996-09-10	2012-11-05
50 JOY GLOBAL INC COMMON		2012-03-14	2012-11-05
130 KINDER MORGAN INC COMMON		2012-08-28	2012-11-05
70 LAS VEGAS SANDS CORP		2012-03-14	2012-11-05
90 LINKEDIN CORP COMMON		2012-08-28	2012-11-05
2046 476 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-11-19	2012-11-05
110 MONDELEZ INTERNATIONAL INC COMMON		2009-09-09	2012-11-05
20 NATIONAL-OILWELL INC		2012-03-14	2012-11-05
90 NEWFIELD EXPL CO COM		2012-03-14	2012-11-05
20 NIKE INCORPORATED CLASS B		2012-05-23	2012-11-05
120 OGE ENERGY CORP COMMON		2012-05-23	2012-11-05
20 O'REILLY AUTOMOTIVE INC COMMON		2012-08-28	2012-11-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 OMNICOM GROUP INCORPORATED		2012-05-23	2012-11-05
70 ORACLE SYSTEM CORPORATION		2011-09-23	2012-11-05
759 328 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-02-18	2012-11-05
3119 507 PIMCO TOTAL RETURN FUND 35		2011-09-23	2012-11-05
120 PFIZER INCORPORATED		2011-09-23	2012-11-05
80 PHILIP MORRIS INTERNATIONAL		2012-03-14	2012-11-05
20 POLARIS INDUSTRIES INC		2012-03-14	2012-11-05
20 PRAXAIR,INC		2012-03-14	2012-11-05
30 PRECISION CASTPARTS CORP		2012-03-14	2012-11-05
40 PROCTOR AND GAMBLE COMPANY		2011-02-18	2012-11-05
50 PROCTOR AND GAMBLE COMPANY		2010-11-19	2012-11-05
80 RANGE RESOURCES CORP COMMON		2012-05-23	2012-11-05
90 SAFEWAY INC		2012-03-14	2012-11-05
80 SANDISK CORP		2012-03-14	2012-11-05
130 AMEX FINANCIAL SELECT SPDR		2011-09-23	2012-11-05
90 UTILITIES SELECT SECTOR SPDR FUND		2010-03-02	2012-11-05
15 SHERWIN WILLIAMS		2012-08-28	2012-11-05
30 STARWOOD HOTELS & RESORTS		2012-05-23	2012-11-05
7952 4 STERLING CAPITAL CORPORATE FUND NAME&CUSIP CHGE TO 85917K710		2011-09-23	2012-11-05
4574 162 STERLING CAPITAL TOTAL RETURN BOND FUND			2012-11-05
5479 5 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUND			2012-11-05
110 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2012-03-14	2012-11-05
30 TERADATA CORP COMMON		2012-08-28	2012-11-05
50 THERMO ELECTRON COMMON		2011-02-18	2012-11-05
120 THOR INDS INC COMMON		2012-03-14	2012-11-05
20 TRACTOR SUPPLY COMPANY COMMON		2012-05-23	2012-11-05
180 TRINITY INDS INC		2012-03-14	2012-11-05
180 TYSON FOODS, INC COMMON			2012-11-05
40 UNDER ARMOUR INC COMMON		2012-05-23	2012-11-05
30 UNITED HEALTH GROUP INC		2012-05-23	2012-11-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
15 V F CORP COMMON		2012-05-23	2012-11-05
140 VERIZON COMMUNICATIONS INC		2012-05-23	2012-11-05
60 VERTEX PHARMACEUTICALS INC		2012-08-28	2012-11-05
230 WASTE MANAGEMENT INC NEW		2012-05-23	2012-11-05
60 COVIDIEN PLC			2012-11-05
50 ASML HOLDING NV		2012-05-23	2012-11-05
805 KINDER MORGAN MANAGEMENT LLC		2012-03-14	2012-12-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,538		6,695	843
2,933		3,141	-208
4,704		2,452	2,252
1,910		1,522	388
74,300		68,186	6,114
1,088		904	184
30,062		26,476	3,586
3,696		6,493	-2,797
5,238		4,054	1,184
3,742		3,646	96
6,475		6,278	197
7,891		6,561	1,330
35,819		39,608	-3,789
8,051		4,547	3,504
1,390		1,780	-390
139		124	15
3,879		1,479	2,400
1,724		1,192	532
30,345		24,550	5,795
4,376		3,110	1,266
1,845		1,744	101
10,512		2,924	7,588
79,086		73,262	5,824
1,819		1,278	541
5,670		4,560	1,110
3,073		2,758	315
3,434		2,404	1,030
5,171		3,738	1,433
1,825		1,562	263
2,715		2,376	339

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,441		3,263	178
4,121		4,042	79
4,587		3,766	821
1,500		2,496	-996
14,088		14,574	-486
1,961		1,507	454
5,079		4,586	493
3,695		3,898	-203
1,705		2,633	-928
2,842		4,743	-1,901
1,430		1,907	-477
35,723		34,225	1,498
663		903	-240
6,966		6,847	119
1,755		1,558	197
1,170		1,006	164
5,478		5,421	57
1,826		1,501	325
7,653		6,387	1,266
1,996		1,724	272
4,392		4,398	-6
11,076		8,979	2,097
715		687	28
7,413		5,590	1,823
919		1,109	-190
2,990		2,542	448
1,837		352	1,485
4,399		3,401	998
2,043		1,826	217
2,219		1,776	443

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,477		1,314	163
4,737		3,551	1,186
3,113		2,391	722
1,573		1,996	-423
1,322		1,314	8
4,244		5,237	-993
3,139		1,852	1,287
4,837		1,807	3,030
2,684		2,145	539
2,045		1,555	490
3,237		2,795	442
1,733		1,744	-11
866		675	191
3,386		2,916	470
37,008		36,686	322
2,406		2,369	37
4,511		3,409	1,102
2,914		2,178	736
2,015		2,391	-376
3,153		1,252	1,901
3,376		3,218	158
1,532		1,069	463
2,910		2,715	195
6,147		6,698	-551
4,748		3,801	947
12,771		12,350	421
4,055		550	3,505
931		633	298
3,069		3,058	11
1,536		2,575	-1,039

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
811		1,207	-396
2,164		3,390	-1,226
3,086		2,918	168
2,970		3,356	-386
19,499		19,360	139
13,188		12,860	328
2,813		2,597	216
1,439		1,745	-306
863		957	-94
1,371		1,517	-146
3,207		2,501	706
1,924		1,571	353
1,547		1,759	-212
1,845		2,094	-249
2,140		1,720	420
22		25	-3
9		11	-2
30,000		30,690	-690
3,604		2,768	836
1,696		1,773	-77
1,727		1,275	452
5,392		2,452	2,940
3,251		3,095	156
2,988		2,536	452
1,822		1,366	456
1,699		2,017	-318
3,223		3,317	-94
2,038		1,010	1,028
1,396		1,492	-96
1,396		2,136	-740

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,171		1,859	312
3,265		1,084	2,181
2,175		2,324	-149
7,479		6,313	1,166
2,005		1,671	334
2,080		1,518	562
508		1,274	-766
677		1,677	-1,000
1,493		1,104	389
2,397		1,742	655
1,489		1,915	-426
2,233		2,534	-301
2,401		2,160	241
2,764		2,385	379
3,662		4,017	-355
2,023		1,697	326
3,861		3,128	733
4,133		4,410	-277
2,623		5,616	-2,993
1,732		1,606	126
1,264		2,078	-814
952		869	83
634		422	212
3,601		3,995	-394
2,915		3,013	-98
1,613		2,257	-644
269		407	-138
1,284		2,055	-771
2,191		2,261	-70
1,593		2,257	-664

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,764		1,622	142
1,687		1,735	-48
1,752		1,729	23
4,808		4,386	422
2,463		2,199	264
3,197		3,488	-291
52		53	-1
40,000		40,624	-624
31		19	12
1,814		1,507	307
3,198		3,544	-346
8,168		8,799	-631
3,208		2,797	411
5,319		10,705	-5,386
2,059		3,192	-1,133
2,941		3,100	-159
41,909		42,754	-845
20,942		19,438	1,504
3,778		4,478	-700
2,086		1,818	268
2,813		2,810	3
1,337		1,501	-164
7,599		7,621	-22
1,858		1,956	-98
2,335		1,708	627
1,726		1,739	-13
1,248		1,547	-299
6,627		6,062	565
10,462		10,629	-167
3,451		2,131	1,320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,364		5,864	1,500
1,744		1,936	-192
3,426		2,788	638
7,102		6,439	663
4,702		4,955	-253
35,277		33,315	1,962
4,414		4,177	237
3,761		2,333	1,428
3,604		2,795	809
2,114		3,181	-1,067
5,217		5,068	149
3,705		2,700	1,005
8,973		7,635	1,338
36,035		34,614	1,421
5,643		3,835	1,808
1,867		1,711	156
4,301		4,060	241
3,875		2,904	971
4,238		1,502	2,736
3,181		3,970	-789
4,403		4,568	-165
3,106		3,889	-783
9,401		9,616	-215
22,675		21,815	860
2,886		1,907	979
1,434		1,617	-183
2,397		3,227	-830
1,901		2,133	-232
6,878		6,357	521
1,775		1,741	34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,411		2,470	-59
2,173		2,027	146
25,817		26,197	-380
36,155		33,878	2,277
2,954		2,101	853
6,892		6,813	79
1,723		1,351	372
2,177		2,219	-42
5,235		5,253	-18
2,736		2,575	161
3,419		3,190	229
5,293		5,028	265
1,503		1,971	-468
3,516		3,967	-451
2,069		1,522	547
3,205		2,676	529
2,153		2,132	21
1,584		1,561	23
85,965		79,524	6,441
51,093		50,453	640
59,288		58,386	902
1,734		1,647	87
1,897		2,296	-399
3,091		2,892	199
4,805		4,003	802
1,892		1,930	-38
5,642		6,131	-489
3,065		3,487	-422
2,108		1,866	242
1,653		1,646	7

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,378		2,059	319
6,170		5,753	417
2,774		3,218	-444
7,405		7,564	-159
3,343		3,203	140
2,826		2,290	536
60		60	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			843
			-208
			2,252
			388
			6,114
			184
			3,586
			-2,797
			1,184
			96
			197
			1,330
			-3,789
			3,504
			-390
			15
			2,400
			532
			5,795
			1,266
			101
			7,588
			5,824
			541
			1,110
			315
			1,030
			1,433
			263
			339

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			178
			79
			821
			-996
			-486
			454
			493
			-203
			-928
			-1,901
			-477
			1,498
			-240
			119
			197
			164
			57
			325
			1,266
			272
			-6
			2,097
			28
			1,823
			-190
			448
			1,485
			998
			217
			443

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			163
			1,186
			722
			-423
			8
			-993
			1,287
			3,030
			539
			490
			442
			-11
			191
			470
			322
			37
			1,102
			736
			-376
			1,901
			158
			463
			195
			-551
			947
			421
			3,505
			298
			11
			-1,039

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-396
			-1,226
			168
			-386
			139
			328
			216
			-306
			-94
			-146
			706
			353
			-212
			-249
			420
			-3
			-2
			-690
			836
			-77
			452
			2,940
			156
			452
			456
			-318
			-94
			1,028
			-96
			-740

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			312
			2,181
			-149
			1,166
			334
			562
			-766
			-1,000
			389
			655
			-426
			-301
			241
			379
			-355
			326
			733
			-277
			-2,993
			126
			-814
			83
			212
			-394
			-98
			-644
			-138
			-771
			-70
			-664

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			142
			-48
			23
			422
			264
			-291
			-1
			-624
			12
			307
			-346
			-631
			411
			-5,386
			-1,133
			-159
			-845
			1,504
			-700
			268
			3
			-164
			-22
			-98
			627
			-13
			-299
			565
			-167
			1,320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			1,500
			-192
			638
			663
			-253
			1,962
			237
			1,428
			809
			-1,067
			149
			1,005
			1,338
			1,421
			1,808
			156
			241
			971
			2,736
			-789
			-165
			-783
			-215
			860
			979
			-183
			-830
			-232
			521
			34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-59
			146
			-380
			2,277
			853
			79
			372
			-42
			-18
			161
			229
			265
			-468
			-451
			547
			529
			21
			23
			6,441
			640
			902
			87
			-399
			199
			802
			-38
			-489
			-422
			242
			7

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			319
			417
			-444
			-159
			140
			536

TY 2012 Other Decreases Schedule

Name: DELMAS CLARDY MEMORIAL UNITRUST FBO KY

EIN: 61-6188401

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	404

TY 2012 Other Expenses Schedule

Name: DELMAS CLARDY MEMORIAL UNITRUST FBO KY

EIN: 61-6188401

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	1	1		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491126001453

TY 2012 Other Income Schedule

Name: DELMAS CLARDY MEMORIAL UNITRUST FBO KY

EIN: 61-6188401

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income

TY 2012 Taxes Schedule

Name: DELMAS CLARDY MEMORIAL UNITRUST FBO KY

EIN: 61-6188401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	74	74		0
FOREIGN TAXES ON QUALIFIED FOR	834	834		0
FOREIGN TAXES ON NONQUALIFIED	250	250		0