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

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.

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421

Number and street (or P.O. box number if mail is not delivered to street address)

Regions Bank Trust Dept.  
P O BOX 2886

Room/suite

City or town, state, and ZIP code

MOBILE, AL 36652-2886

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

H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	(Part I, column (d) must be on cash basis.)
	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 712,580.	J Accounting method:	<input checked="" type="checkbox"/> Cash	Accrual
		<input type="checkbox"/> Other (specify) _____	

A Employer identification number

62-6361089

B Telephone number (see instructions)

251-690-1024

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►   
2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	276,863			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	40,546	41,207		
13 Compensation of officers, directors, trustees, etc	7,538	7,538		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	STMT. 2	1,050	250	
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT. 3	1,870	143	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	STMT. 4		168	
24 Total operating and administrative expenses.				
Add lines 13 through 23	10,458	8,099	NONE	800
25 Contributions, gifts, grants paid	35,000			35,000
26 Total expenses and disbursements Add lines 24 and 25	45,458	8,099	NONE	35,800
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-4,912			
b Net investment income (if negative, enter -0-)		33,108		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

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<b>Part II Balance Sheets</b>		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 . . . . .	1,191	1,373	1,373
	2 Savings and temporary cash investments . . . . .	21,620	39,047	39,047
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►	NONE		
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .	STMT 5	60,715	52,377
	b Investments - corporate stock (attach schedule) . . . . .	STMT 6	371,207	348,870
	c Investments - corporate bonds (attach schedule) . . . . .	STMT 7	205,005	215,386
	11 Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	STMT 10		
	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) . . . . .		659,738	654,955
				712,580
	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 . . . . .	659,738	654,955	
	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) . . . . .	659,738	654,955	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	659,738	654,955	

**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	659,738
2 Enter amount from Part I, line 27a . . . . .	2	-4,912
3 Other increases not included in line 2 (itemize) ► INFLATION INDEX BOND ADJ	3	130
4 Add lines 1, 2, and 3 . . . . .	4	654,956
5 Decreases not included in line 2 (itemize) ► ROUNDING ADJUSTMENT	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	654,955

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>		<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
a 277,140.		255,410.		21,730.	
<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))	
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
a				21,730.	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>		21,730.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>	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	35,492.	710,949.	0.049922
2010	36,600.	693,970.	0.052740
2009	42,091.	641,258.	0.065638
2008	45,000.	766,168.	0.058734
2007			
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.227034
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			<b>3</b> 0.056759
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 692,805.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 39,323.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 331.
<b>7 Add lines 5 and 6</b>			<b>7</b> 39,654.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 35,800.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	662.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). . . . .			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . . .	2		
3	Add lines 1 and 2 . . . . .	3		662.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . . .	4		NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5		662.
6	<b>Credits/Payments:</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	1,226.	
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		1,226.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . . ► 9	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . . ► 10	10		564.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 564. Refunded ► 11			

**Part VII-A Statements Regarding Activities**

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? . . . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	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>			
1c	Did the foundation file Form 1120-POL for this year? . . . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
	(1) On the foundation. ► \$ _____ (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? . . . . .	X	
	<i>If "Yes," attach a detailed description of the activities.</i>		
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> . . . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	X	
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
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? <i>If "No," attach explanation.</i> . . . . .	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> . . . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	X	

**Part VII-A Statements Regarding Activities (continued)**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .

11	X
----	---

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .

12	X
----	---

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .

13	X
----	---

Website address ► N/A

14 The books are in care of ► REGIONS BANK TRUST DEPARTMENT Telephone no. ► (251) 690-1024

Located at ► 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL

ZIP+4 ► 36602

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

and enter the amount of tax-exempt interest received or accrued during the year. . . . .

15	
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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)? . . . . .

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? . . . . .

1b	X
----	---

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.) . . . . .

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.) . . . . .

2b	X
----	---

3b	
----	--

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .

4a	X
----	---

4b	X
----	---

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to:

(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)?

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? 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?

5b

6b

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
SEE STATEMENT 11		7,538	-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
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				<b>NONE</b>

**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

## 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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
All other program-related investments See instructions.		
<b>3</b>	<b>NONE</b>	
<b>Total.</b> Add lines 1 through 3 ►		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	703,355.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	703,355.
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	703,355.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,550.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	692,805.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	34,640.

**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	34,640.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	662.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	662.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,978.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	33,978.
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	33,978.

**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	35,800.
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	35,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	35,800.

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.

Form 990-PF (2012)

## 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 . . . . .				33,978.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years: 20 10,20 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	7,107.			
c From 2009 . . . . .	10,260.			
d From 2010 . . . . .	2,245.			
e From 2011 . . . . .	1,161.			
f Total of lines 3a through e . . . . .	20,773.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 35,800.			NONE	
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 . . . . .			33,978.	
e Remaining amount distributed out of corpus . . . . .	1,822.			
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 . . . . .	22,595			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	22,595			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	7,107.			
b Excess from 2009 . . . . .	10,260.			
c Excess from 2010 . . . . .	2,245.			
d Excess from 2011 . . . . .	1,161.			
e Excess from 2012 . . . . .	1,822.			

Form 990-PF (2012)

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

NOT APPLICABLE

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

**SEE STATEMENT 14**

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

SEE ATTACHED STATEMENT FOR LINE 2

**c Any submission deadlines:**

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
WESTERN KENTUCKY UNIVERSITY 1906 COLLEGE HEIGHTS BLVD. BOWLING GREEN KY 42101	NONE	PUBLIC	EDUCATIONAL	15,000.
UNIVERSITY OF KENTUCKY 10 FUNKHOUSER BUILDING LEXINGTON KY 40506	NONE	PUBLIC	EDUCATIONAL	12,500.
NORTHERN KENTUCKY UNIVERSITY NUNN DRIVE HIGHLAND HEIGHTS KY 41099	NONE	PUBLIC	EDUCATIONAL	5,000.
FRANKLIN TECHNICAL COLLEGE 175 DAVIS DR FRANKLIN KY 42134	NONE	PUBLIC	EDUCATIONAL	2,500.
<b>Total</b>			► 3a	35,000.
<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</b>	<b>Program service revenue:</b>					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>			14	18,796.	
<b>5</b>	<b>Net rental income or (loss) from real estate:</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			18	21,750.	
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue:</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal. Add columns (b), (d), and (e)</b>				40,546.	
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>			13		40,546.
(See worksheet in line 13 instructions to verify calculations.)						

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

**NOT APPLICABLE**

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

	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 . . . . .	X	
(2) Other assets . . . . .	X	
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization . . . . .	X	
(2) Purchases of assets from a noncharitable exempt organization . . . . .	X	
(3) Rental of facilities, equipment, or other assets . . . . .	X	
(4) Reimbursement arrangements . . . . .	X	
(5) Loans or loan guarantees . . . . .	X	
(6) Performance of services or membership or fundraising solicitations . . . . .	X	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .		
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

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 taxpayer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Signature of officer or trustee**

105/10/2013

## Dat

## ► TRUST OFFICER

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

PAYER'S NAME, TRUSTEE		Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<b>Paid Preparer Use Only</b>	Firm's name ►			Firm's EIN ►		
	Firm's address ►			Phone no.		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	18,796.	19,477.
TOTAL	18,796.	19,477.

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STATEMENT 1

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	1,050.	250.	800.	
TOTALS	1,050.	250.	NONE	800.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	1,850.	
FEDERAL ESTIMATES - PRINCIPAL	20.	
FOREIGN TAXES ON QUALIFIED FOR		119.
FOREIGN TAXES ON NONQUALIFIED		24.
TOTALS	1,870.	143.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MBS INVESTMENT EXPENSES		168.
TOTALS		168.

## FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CITIGROUP 2.25% 12/10/12	6,124.		
JOHN DEERE 2.875% 6/19/12	6,203.		
FED NAT MTG ASSOC. 5 1/2 3/15/16	4,430.		4,577.
TVA 6.79% 5/23/12	6,745.		
US TREASURY 6.25% 8/15/23	5,993.		
US TREASURY N/B .75% 8/15/13	4,008.		
US TREASURY 2.625% 11/15/20	5,808.		
US TREASURY .75% 5/31/12	15,063.		
US INFL INDEX .625% 7/15/21	6,341.		
FHLM 2.875% 2/9/15	6,471.		
US TREAS 1.375% 11/30/15	6,411.		
	18,555.		6,322.
			18,529.
TOTALS	60,715.	50,279.	52,377.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
IVY INTERNATIONAL CORE E-I	36,893.	16,820.	19,755.
THORNBURG INTL VALUE FD CL I	38,002.	16,420.	20,063.
THE ARBITRAGE CL R	21,450.	18,612.	18,351.
ARTISIAN FDS INC SM CAP VAL FD	12,761.	9,481.	11,451.
IVY WORLD WIDE FUND- I	22,300.		
IVY ASSET STRATEGY FUND- I	16,633.	15,113.	19,569.
SENTINEL SMALL COMPANY I	10,602.		
THORNBURG INV INCOME BUILDER-A	34,596.	15,380.	19,031.
DGHM ALL CAP VALUE FD CL A	68,170.	40,773.	55,019.
LATEEF FD CL - I	88,000.	47,144.	51,065.
WASATCH 1ST SOURCE LONG/SHORT	21,800.	18,339.	19,363.
ALLIANCE BERNSTEIN SM CAP GRWT		11,309.	10,972.
BLACKROCK EQUITY DIV CL I		60,315.	60,896.
JP MORGAN LG CAP GRWTH		60,315.	59,643.
VIRTUS EMERGING MKTS OPP-I		18,849.	20,222.
<b>TOTALS</b>	<b>371,207.</b>	<b>348,870.</b>	<b>385,400.</b>

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIMCO ALL ASSET FD INSL CO	28,926.	28,926.	32,924.
FNMAP #254693	7,451.	4,950.	5,232.
FNMAP #255319	4,288.	3,025.	3,158.
FNMAP #745640	14,302.	9,524.	9,922.
FNMAP #8888202	2,223.	1,319.	1,350.
AT&T 5.6% 5/15/18	2,048.	2,048.	2,413.
CVS 6.125% 9/15/39	2,033.	2,033.	
CATERPILLAR 7.9% 12/15/18	2,282.	2,282.	2,713.
COMCAST CORP 5.7% 7/01/19	2,022.	2,022.	2,437.
CREDIT SUISSE 5.5% 5/01/14	4,255.	4,255.	4,256.
GOLDMAN SACHS 6% 5/01/14	2,043.	2,043.	2,129.
HESS CORP 8.125% 2/15/19	2,385.	2,385.	2,632.
J P MORGAN CHASE 6.3% 4/23/19	2,010.	2,010.	2,468.
MERRILL LYNCH 6.875% 4/25/18	1,993.	1,993.	2,411.
MORGAN STANLEY 5.625% 9/23/19	2,007.	2,007.	2,262.
ORACLE 5.75% 4/15/18	2,133.	2,133.	2,434.
PETROBRAS 5.75% 1/20/20	4,132.	4,132.	4,553.
TALISMAN ENERGY 7.75% 6/01/19	2,349.	2,349.	2,578.
TARGET 5.375% 5/01/17	1,998.	1,998.	2,354.
TIME WARNER CBL 6.75% 7/01/18	2,190.	2,190.	2,498.
WAUCHOVIA 5.75% 6/15/17	1,874.	1,874.	2,369.
BARCLAYS BANK PLC DTD 3.9%	2,004.	2,004.	2,121.
CSX CORP 6.25%	2,241.	2,241.	2,240.
CA INC 5.375%	2,056.	2,056.	2,278.
CITIGROUP INC 6%	2,182.	2,182.	2,096.
DIRECTV 3.55%	2,072.	2,072.	2,104.
GOLDMAN SACHS GROUP 7.5%	2,196.	2,196.	2,517.
HEWLETT-PACKARD CO 2.2%	1,998.	1,998.	2,003.
KRAFT FOODS 4.125%	2,002.	2,002.	

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH & CO 6.11%	1,879.	1,879.	2,183.
PRUDENTIAL FINANCIAL 4.5%	1,988.	1,988.	2,233.
TEMPLETON GLOBAL BOND FUND ADV	19,504.	19,504.	24,554.
FNMA AH6827	3,479.	2,393.	2,440.
FNMA AL0393	2,023.	1,552.	1,607.
FNMA 735580	3,524.	2,296.	2,324.
FNMA AE3066	3,107.	2,059.	2,107.
AFLAC 8.5% 5/15/2019	2,475.	2,475.	2,724.
AMERICAN EXP 2.75% 9/15/15	2,040.	2,040.	2,097.
ANHEUSER-BUSCH 2.875% 2/15/16	2,011.	2,011.	2,118.
DUKE ENERGY 2.15% 11/15/16	2,002.	2,002.	2,068.
GE CAP 5.3% 2/11/21	2,020.	2,020.	2,322.
GE CAP 5.875% 1/14/38	2,068.	2,068.	2,413.
INTEL CORP 3.3% 10/1/21	1,993.	1,993.	2,121.
MORGAN STANLEY 4.2% 11/20/14	2,092.	2,092.	2,087.
ONTARIO (PROVINCE OF) 1.375%	4,001.	4,001.	4,043.
PFIZER INC 6.2% 3/15/19	2,245.	2,245.	2,528.
SUNTRUST 3.5% 1/20/17	1,998.	1,998.	2,148.
TELEFONICA EMIS 5.462% 2/16/21	2,031.	2,001.	2,046.
TEVA PHARMA 1.7% 11/10/14	2,001.	1,995.	2,178.
TOYOTA MOTOR 3.4% 9/15/21	1,995.	1,990.	2,610.
VERIZON COMM	15,000.	15,000.	15,171.
LOOMIS SAYLES BOND FD INST CL	9,844.	9,844.	9,645.
THE OSTERWEIS STRAT INC FD			
FHLM 4.5% 8/1/40			1,553.
FHLM 5% 12/1/36			1,594.
FHLM 4% 11/1/40			1,702.
FNMA 4% 6/1/39			1,270.
FNMA 3% 5/1/27			1,870.
			1,888.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BHP BILLITON FIN 1%	3,996.	4,030.	
CHEVRON CORP 1.104%	2,006.	2,014.	
CISCO SYSTEMS 5.5%	2,294.	2,286.	
INTL BUS MACHINES 1.95%	4,142.	4,157.	
MONDELEZ INTL 4.125%	2,002.	2,179.	
ROYAL BK OF CAN 1.2%	3,000.	3,007.	
WALMART 6.2%	2,683.	2,718.	
FNMA 4.5% 6/1/40	1,614.	1,642.	
<b>TOTALS</b>	<b>205,005.</b>	<b>215,386.</b>	<b>234,383.</b>

FORM 990PF, PART II - OTHER INVESTMENTS

COST/

FMV

C OR F

## DESCRIPTION

PIMCO ALL ASSET FD INSL C  
 THORNBURG INV INCOME BUILDER-A C  
 PROF MANAGED STR I C  
 TEMPLETON GLOBAL BD FD CL A F  
 AMERICAN FUNDS EUROPACIFIC F  
 THE ARBITRAGE FD C  
 ARTISAN FDS INC SMALL CAP C  
 DALTON GREINER ALL CAP C  
 HUSSMAN INV TRUST C  
 IVY ASSET STRATEGY FD C  
 SENTINEL SMALL COMPANY C  
 ROOSEVELT MULTICAP C  
 VICTORY DIVERSIFIED STOCK FD C  
 THORNBURG INTL VALUE FD C

TOTALS

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STATEMENT 10

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421

62-6361089

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

6070 CAROTHERS PKWY  
FRANKLIN, TN 37067

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

7,538.

OFFICER NAME:

DAVID FOWLER

ADDRESS:

203 SOUTH MAIN STREET  
FRANKLIN, KY 42135

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DON HALCOMB

ADDRESS:

203 SOUTH MAIN STREET  
FRANKLIN, KY 42135

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DICK SWITZER

ADDRESS:

203 SOUTH MAIN STREET  
FRANKLIN, KY 42135

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 11

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421

62-6361089

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

DAVID JERNIGAN

ADDRESS:

203 SOUTH MAIN STREET  
FRANKLIN, KY 42135

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JAMIE BLEWETT

ADDRESS:

203 SOUTH MAIN STREET  
FRANKLIN, KY 42135

TITLE:

SCHOLARSHIP COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JIM DAVIS

ADDRESS:

203 SOUTH MAIN STREET  
FRANKLIN, KY 42135

TITLE:

SCHOLARSHIP COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

7,538.

=====

STATEMENT 12

## AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	697,441.		
FEBRUARY	715,862.		
MARCH	718,604.		
APRIL	717,185.		
MAY	679,537.		
JUNE	694,724.		
JULY	701,550.		
AUGUST	693,673.		
SEPTEMBER	705,598.		
OCTOBER	700,033.		
NOVEMBER	703,481.		
DECEMBER	712,574.		
<b>TOTAL</b>	<b>8,440,262.</b>		
<b>AVERAGE FMV</b>	<b>703,355.</b>		

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421  
FORM 990PF, PART XV - LINES 2a - 2d

62-6361089

=====

RECIPIENT NAME:

FRANKLIN SIMPSON HIGH SCHOOL

ADDRESS:

400 SOUTH COLLEGE ST.

FRANKLIN, KY 42134

RECIPIENT'S PHONE NUMBER: 270-586-3273

FORM, INFORMATION AND MATERIALS:

AVAILABLE FROM FRANKLIN SIMPSON HIGH SCHOOL GUIDANCE COUNSELOR'S OFFICE.

SUBMISSION DEADLINES:

VARIES

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT A

STATEMENT 14

Attachment A

**PROVISIONS OF WILL**

Graduates of F-S High School

Equal scholarships to boy and girls (if possible)

Need based

No regard for race, color, religious beliefs

Awards paid directly to educational institution

Selection Committee: FRC President, Senior Member of Board of FRC, and  
Superintendent of Schools**RECOMMENDED GUIDELINES 2009-2010**

1. Scholarships shall be based on financial need.
2. Relatives of Rotarians shall not receive any special consideration, and shall be considered in the same light as other applicants. Qualified applicants shall be considered solely on need, not notwithstanding any relationship to Rotarians.
3. Should be full-time students at any college, junior college, university or technical/vocational school.
4. Applications shall be accompanied with the previous year's income tax return of the applicant's parents or guardians; tax documents shall be submitted in a sealed envelope
5. Applicants should be interviewed. If there are more applicants than a workable number that can be interviewed, they should be eliminated to a workable number by assessing the application forms.
6. Selections should be completed before April 15 if possible.
7. Numbers and amounts of scholarships will be recommended by the Paul Allen Scholarship Committee; however, the Selection Committee may make adjustments as needed. For the academic year 2009-2010 we are recommending that \_\_\_ scholarships be awarded for the freshman class.

b. O VEN -

# Attachment A

8. Awards may be used for whatever expenses that may be covered by payments to the institution (tuition, room, board, books, fees, etc.).
9. Students who have received scholarships wishing to reapply for scholarship awards following their freshman year (and succeeding years) should submit a letter by March 15 to the Scholarship Committee requesting continuation of their scholarship for the following academic year. Additionally, they should include a transcript from the institution verifying that satisfactory progress is being made toward their goal.
10. Scholarships may be awarded to an individual student for only four academic years. These four years must occur within a five-year span from the date of high school graduation.
11. Whenever a high school senior recipient is unable to attend college the summer or fall semester following high school graduation or does not qualify for the scholarship then that scholarship may be awarded to an alternate. Moneys not allocated should remain in the earned income fund and be utilized the following year or in subsequent years.
12. Trust year to run July 1 to June 30. <sup>2</sup>
13. The Paul Allen Scholarship Committee realizes that circumstances will arise for which no guidelines exist. The Selection Committee should make decisions on immediate problems. Long-term problems should be referred to the Scholarship Committee.
14. Applicants/recipients shall disclose all other grants and scholarships whenever received shall be considered in determining financial need. In order to receive a Paul Allen Scholarship, additional awards and scholarships shall not exceed \$1,000 per year. One-fourth of a non-renewable one-time award shall not exceed \$1,000.

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

62-6361089

RECIPIENT NAME:  
WESTERN KENTUCKY UNIVERSITY  
ADDRESS:  
1906 COLLEGE HEIGHTS BLVD.  
BOWLING GREEN, KY 42101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATIONAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 17,500.

RECIPIENT NAME:  
UNIVERSITY OF KENTUCKY  
ADDRESS:  
10 FUNKHOUSER BUILDING  
LEXINGTON, KY 40506  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATIONAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 12,500.

RECIPIENT NAME:  
NORTHERN KENTUCKY UNIVERSITY  
ADDRESS:  
NUNN DRIVE  
HIGHLAND HEIGHTS, KY 41099  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATIONAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID: 35,000.

STATEMENT 16