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

OMB No. 1545-0052

2012

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.

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation LOU ALICE SULLENGER TR U/W F/B/O FIRST BAPTIST CHURCH, ARLINGTON KY		A Employer identification number 91-1916739
Number and street (or P.O. box number if mail is not delivered to street address) 2583 ST RT 1772	Room/suite	B Telephone number (502) 588-8623
City or town, state, and ZIP code CLINTON, KY 42031		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 747,885.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		22,659.	22,659.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		18,985.			
b Gross sales price for all assets on line 6a 114,084.					
7 Capital gain net income (from Part IV, line 2)			18,985.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		41,644.	41,644.		
13 Compensation of officers, directors, trustees, etc.		2,033.	0.		2,033.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,150.	0.		1,150.
c Other professional fees STMT 3		3,680.	3,680.		0.
17 Interest					
18 Taxes STMT 4		206.	206.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		7,069.	3,886.		3,183.
25 Contributions, gifts, grants paid		31,626.			31,626.
26 Total expenses and disbursements. Add lines 24 and 25		38,695.	3,886.		34,809.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,949.			
b Net investment income (if negative, enter -0-)			37,758.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		6,440.	20,680.	20,680.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5	130,785.	105,570.	112,384.	
	b	Investments - corporate stock STMT 6	276,171.	246,956.	335,449.	
	c	Investments - corporate bonds STMT 7	40,855.	31,226.	32,653.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8	183,816.	236,584.	246,719.		
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	638,067.	641,016.	747,885.		
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	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	499,417.	499,417.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	138,650.	141,599.			
30	Total net assets or fund balances	638,067.	641,016.			
31	Total liabilities and net assets/fund balances	638,067.	641,016.			

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	638,067.
2	Enter amount from Part I, line 27a	2	2,949.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	641,016.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	641,016.

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 HILLIARD LYONS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 113,311.		95,099.	18,212.
b 773.			773.
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			18,212.
b			773.
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	18,985.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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	35,227.	703,946.	.050042
2010	30,971.	673,464.	.045988
2009	37,873.	622,199.	.060870
2008	41,253.	766,821.	.053797
2007	41,699.	888,589.	.046927

2 Total of line 1, column (d)	2	.257624
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	.051525
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	726,457.
5 Multiply line 4 by line 3	5	37,431.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	378.
7 Add lines 5 and 6	7	37,809.
8 Enter qualifying distributions from Part XII, line 4	8	34,809.

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 ☐ 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	755.
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	755.
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	755.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,255.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,255.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	500.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 500. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SUE WILSON Telephone no. ► 5025881294 Located at ► 2583 ST RT 1772, CLINTON, KY ZIP+4 ► 42031			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	2b
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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
SUE WILSON 2583 STATE ROUTE 1772 CLINTON, KY 42031	TRUSTEE 0.50	2,033.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	719,537.
b Average of monthly cash balances	1b	17,983.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	737,520.
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	737,520.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,063.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	726,457.
6 Minimum investment return. Enter 5% of line 5	6	36,323.

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	36,323.
2a Tax on investment income for 2012 from Part VI, line 5	2a	755.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	755.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	35,568.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	35,568.
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	35,568.

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	34,809.
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	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,809.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,809.

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.

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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				35,568.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			31,626.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 34,809.				
a Applied to 2011, but not more than line 2a			31,626.	
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				3,183.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				32,385.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
FIRST BAPTIST CHURCH OF ARLINGTON 129 STATE ROUTE 80 W ARLINGTON, KY 42021	N/A	CHURCH	GENERAL CHURCH USE	31,626.
Total			3a	31,626.
b Approved for future payment				
NONE				
Total			3b	0.

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
		(a) Business code	(b) Amount	(c) Exclu- sion 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						
4 Dividends and interest from securities				14	22,659.	
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	18,985.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		41,644.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	41,644.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HILLIARD LYONS TRUST COMPANY	23,432.	773.	22,659.
TOTAL TO FM 990-PF, PART I, LN 4	23,432.	773.	22,659.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE - DMLO	1,150.	0.		1,150.
TO FORM 990-PF, PG 1, LN 16B	1,150.	0.		1,150.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HILLIARD LYONS INVESTMENT FEES	3,680.	3,680.		0.
TO FORM 990-PF, PG 1, LN 16C	3,680.	3,680.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	206.	206.		0.
TO FORM 990-PF, PG 1, LN 18	206.	206.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY & GOVERNMENT AGENCIES - SEE ATTACHED	X		80,570.	84,847.
STATE AND MUNICIPAL OBLIGATIONS- SEE ATTACHED		X	25,000.	27,537.
TOTAL U.S. GOVERNMENT OBLIGATIONS			80,570.	84,847.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			25,000.	27,537.
TOTAL TO FORM 990-PF, PART II, LINE 10A			105,570.	112,384.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHED	246,956.	335,449.
TOTAL TO FORM 990-PF, PART II, LINE 10B	246,956.	335,449.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE ATTACHED	31,226.	32,653.
TOTAL TO FORM 990-PF, PART II, LINE 10C	31,226.	32,653.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SEE ATTACHED	COST	64,500.	71,516.
EXCHANGE TRADED FUNDS - SEE ATTACHED	COST	93,270.	92,877.
MARKETABLE LIMITED PARTNERSHIP- SEE ATTACHED	COST	18,814.	20,279.
BOND FUNDS - SEE ATTACHED	COST	60,000.	62,047.
TOTAL TO FORM 990-PF, PART II, LINE 13		236,584.	246,719.

HILLIARD LYONS TRUST COMPANY LLC

LOU ALICE SULLENGER IRRV TOW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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CASH & EQUIVALENTS CASH

INCOME CASH 41,137.14 41,137.14 0.00

PRINCIPAL CASH

-41,137.14 -41,137.14 0.00

TOTAL CASH

\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 0.00%

CASH EQUIVALENTS

GOLDMAN FINANCIAL SQ FED FUND 520 20,680.19 20,680.19 20,680.19 0.00 1.00 0.01%

TOTAL CASH EQUIVALENTS

\$20,680.19 \$20,680.19 \$0.00 \$0.00 \$0.00 0.01%

TOTAL CASH & EQUIVALENTS

\$20,680.19 \$20,680.19 \$0.00 \$0.00 \$0.00 0.01%

HILLIARD LYONS TRUST COMPANY LLC

LOU ALICE SULLENGER IRRV TUV AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS						
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD

FIXED INCOME TREASURY AND FEDERAL AGENCIES

FEDERAL HOME LN BKS CONS BDS 3.875% DTD 05/15/2003 DUE 06/14/2013	10,000	10,169.50 101.70	9,925.20 99.25	244.30	387.00 18.29	3.81%
FEDERAL HOME LOAN BKS CONS BDS 5.125% DTD 09/07/2006 DUE 08/14/2013	30,000	30,926.10 103.09	30,085.59 100.29	840.51	1,537.00 585.10	4.97%
FEDERAL HOME LOAN BKS CONS BDS 5.50% DTD 06/22/2007 DUE 08/13/2014	25,000	27,151.50 108.61	25,564.03 102.26	1,587.47	1,375.00 527.08	5.06%
FEDERAL HOME LOAN BKS CONS BDS 3.00% DTD 09/20/2010 DUE 03/18/2020 NON-CALLABLE	15,000	16,600.05 110.67	14,995.20 99.97	1,604.85	450.00 128.75	2.71%

TOTAL TREASURY AND FEDERAL AGENCIES

	\$ 84,847.15	\$ 80,570.02	\$ 4,277.13	\$ 3,749.00	\$ 1,259.22	4.10%
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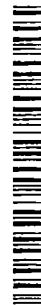
STATE AND MUNICIPAL

KENTUCKY ASSET LIABILITY COM FDG NTS 2010 F TAXABLE 4.104% DTD 08/26/2010 DUE 04/01/2019 CALLABLE	25,000	27,536.75 110.15	25,000.00 100.00	2,536.75	1,026.00 256.50	3.73%
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TOTAL STATE AND MUNICIPAL

		\$ 27,536.75	\$ 25,000.00	\$ 2,536.75	\$ 1,026.00	3.73%
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NONGOVERNMENT OBLIGATIONS



HILLIARD LYONS TRUST COMPANY^{LLC}

LOU ALICE SULLENGER TRUST W/ AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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BERKSHIRE HATHAWAY INC DEL SR NT 3.75% DTD 08/15/2011 DUE 08/15/2021 NON-CALLABLE	10,000	11,015.60 110.16	10,520.30 105.20	495.30	375.00 141.66	3.40%
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GENERAL ELEC CO NT 5.00% DTD 01/28/2003 DUE 02/01/2013	10,000	10,038.10 100.38	10,117.00 101.17	-78.90	500.00 208.33	4.98%
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JPMORGAN CHASE & CO SR NT 4.95% DTD 03/25/2010 DUE 03/25/2020 NON-CALLABLE	10,000	11,599.00 115.99	10,588.20 105.88	1,010.80	495.00 132.00	4.27%
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TOTAL NON-GOVERNMENT OBLIGATIONS

		\$32,652.70	\$31,225.50	\$1,427.20	\$1,370.00	4.20%
					\$481.99	

FIXED INCOME MUTUAL FUNDS TAXABLE BOND FUNDS

NATIXIS LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y #1456	3,269.896	41,266.09 12.62	40,000.00 12.23	1,266.09	2,099.00	5.09%
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WELLS FARGO ADVANTAGE FUNDS INTERNATIONAL BOND CLASS I #4705	887.311	10,363.79 11.68	10,000.00 11.27	363.79	212.00	2.05%
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TOTAL TAXABLE BOND FUNDS

		\$51,629.88	\$50,000.00	\$1,629.88	\$2,311.00	4.48%
					\$0.00	

CORP & GOVT DAILY ACCRUAL FUNDS

PIMCO EMERGING LOCAL BOND FUND CLASS P #1930	948.767	10,417.46 10.98	10,000.00 10.54	417.46	475.00	4.57%
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HILLIARD LYONS TRUST COMPANY_{LLC}

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
TOTAL CORP & GOVT DAILY ACCRUAL FUNDS						
		\$ 10,417.46	\$ 10,000.00	\$ 417.46	\$ 475.00	4.57%
					\$ 0.00	
TOTAL FIXED INCOME MUTUAL FUNDS						
		\$ 62,047.34	\$ 60,000.00	\$ 2,047.34	\$ 2,786.00	4.49%
					\$ 0.00	
TOTAL FIXED INCOME						
		\$ 207,083.94	\$ 196,795.52	\$ 10,288.42	\$ 8,931.00	4.31%
					\$ 1,997.71	

EQUITIES COMMON STOCK INDUSTRIALS

GENERAL ELEC CO COM	700	14,693.00	26,910.50	-12,217.50	532.00	3.62%
		20.99	38.44		133.00	
TOTAL INDUSTRIALS						
		\$ 14,693.00	\$ 26,910.50	\$ 12,217.50	\$ 532.00	3.62%
					\$ 138.00	

CONSUMER DISCRETIONARY

COMCAST CORP CL A	325	12,142.00	6,634.32	5,507.68	211.00	1.74%
		37.36	20.41		52.81	
DISNEY WALT CO COM						
	350	17,426.50	8,954.83	8,471.67	262.00	1.51%
		49.79	25.59			



HILLIARD LYONS TRUST COMPANY LLC

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12-12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
HOME DEPOT INC COM	325	20,101.25 61.85	11,171.96 34.38	8,929.29	377.00	1.88%
MATTEL INC COM	400	14,648.00 36.62	8,672.00 21.68	5,976.00	496.00	3.39%
OMNICOM GROUP INC COM	175	8,743.00 49.96	5,268.41 30.11	3,474.59	210.00	2.40%
STAPLES INC COM	425	4,845.00 11.40	6,659.71 15.67	-1,814.71	187.00	3.86%
TJX COS INC NEW COM	250	10,612.50 42.45	3,430.63 13.72	7,181.87	115.00	1.08%
TOTAL CONSUMER DISCRETIONARY						
		\$ 85,518.25	\$ 50,791.86	\$ 37,726.39	\$ 1,858.00	2.10%
					\$ 57.81	

CONSUMER STAPLES

CVS CAREMARK CORP COM	200	9,670.00 48.35	5,455.75 27.28	4,214.25	180.00	1.86%
KRAFT FOODS GROUP INC COM	83	3,774.01 45.47	2,647.01 31.89	1,127.00	166.00 41.50	4.40%
PEPSICO INC COM	150	10,264.50 68.43	4,227.61 28.18	6,036.89	322.00 80.62	3.14%

HILLIARD LYONS TRUST COMPANY^{LIC}

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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PROCTER & GAMBLE CO COM	150	10,183.50 67.89	2,322.11 15.48	7,861.39	337.00	3.31%
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WAL MART STORES INC COM	200	13,646.00 68.23	10,297.92 51.49	3,348.08	318.00	2.33%
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TOTAL CONSUMER STAPLES		\$ 47,538.01	\$ 24,950.40	\$ 22,587.61	\$ 1,323.00	2.78%
					\$ 125.12	

ENERGY

CHEVRON CORP NEW COM	100	10,814.00 108.14	6,816.36 68.16	3,997.64	360.00	3.33%
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EXXON MOBIL CORP COM	200	17,310.00 86.55	3,275.00 16.38	14,035.00	456.00	2.63%
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TOTAL ENERGY		\$ 28,124.00	\$ 10,091.36	\$ 18,032.64	\$ 816.00	2.90%
					\$ 0.00	

FINANCIALS

BERKSHIRE HATHAWAY INC DEL CL B NEW	165	14,800.50 89.70	11,159.11 67.63	3,641.39		
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JPMORGAN CHASE & CO COM	400	17,587.64 43.97	16,099.23 40.25	1,488.41	480.00	2.73%
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NORTHERN TR CORP COM	200	10,032.00 50.16	9,983.83 49.92	48.17	240.00	2.39%
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HILLIARD LYONS TRUST COMPANY LLC

LOU ALICE SULLENGER IRRV TOW AGI

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
PROGRESSIVE CORP OH COM	325	6,857.50 21.10	7,510.75 23.11	-653.25	132.00	1.93%
US BANCORP DEL COM NEW	375	11,977.50 31.94	13,020.00 34.72	-1,042.50	292.00 73.12	2.44%
WELLS FARGO & CO NEW COM	275	9,399.50 34.18	7,767.34 28.25	1,632.16	242.00	2.57%
TOTAL FINANCIALS:		\$ 70,654.84	\$ 65,540.26	\$ 5,114.58	\$ 1,386.00 \$ 73.12	1.96%

HEALTH CARE

ALLERGAN INC COM	75	6,879.75 91.73	3,257.96 43.44	3,621.79	15.00	0.22%
JOHNSON & JOHNSON COM	250	17,525.00 70.10	6,440.63 25.76	11,084.37	610.00	3.48%
PFIZER INC COM	490	12,288.86 25.08	8,398.06 17.14	3,890.80	470.00	3.83%

TOTAL HEALTH CARE

		\$ 36,693.61	\$ 18,098.65	\$ 18,594.96	\$ 1,095.00 \$ 0.00	2.99%
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INFORMATION TECHNOLOGY

TE CONNECTIVITY LTD REG SHS	250	9,280.00 37.12	8,060.49 32.24	1,219.51	210.00	2.26%
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HILLIARD LYONS TRUST COMPANY LLC

LOU ALICE SULLENGER IRRV TUW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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AUTOMATIC DATA PROCESSING INC COM	125	7,116.25 56.93	4,533.98 36.27	2,582.27	217.00 54.37	3.06%
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CISCO SYS INC COM	725	14,245.82 19.65	14,947.24 20.62	-701.42	406.00	2.85%
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DELL INC COM	450	4,563.00 10.14	9,393.75 20.88	-4,830.75	144.00 36.00	3.16%
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MICROSOFT CORP COM	525	14,022.59 26.71	13,639.50 25.98	383.09	483.00	3.44%
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TOTAL INFORMATION TECHNOLOGY

		\$49,227.65	\$50,574.96	\$1,347.30	\$1,460.00	2.97%
					\$9D.37	

TOTAL COMMON STOCK

		\$335,449.17	\$245,955.99	\$88,493.18	\$8,470.00	2.53%
					\$071.42	

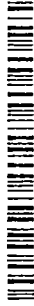
EQUITY MUTUAL FUNDS SMALL CAP EQUITY FUNDS

ROYCE TOTAL RETURN FUND #267	475.286	6,478.15 13.63	5,000.00 10.52	1,478.15	102.00 10.31	1.58%
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TOTAL SMALL CAP EQUITY FUNDS

		\$6,478.15	\$5,000.00	\$1,478.15	\$102.00	1.58%
					\$10.31	

INTERNATIONAL EQUITY FUNDS



HILLIARD LYONS TRUST COMPANY LLC

LOU ALICE SULLENGER IRRV TOW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
ARTISAN INTERNATIONAL FUND #661	445.128	10,945.70 24.59	9,500.00 21.34	1,445.70		
DODGE & COX INTERNATIONAL STOCK FUND #1048	278.13	9,634.42 34.64	9,500.00 34.16	134.42	207.00	2.16%
T ROWE PRICE EMERGING MARKETS STOCK FUND #111	619.419	21,097.41 34.06	18,500.00 29.87	2,597.41	99.00	0.47%
TOTAL INTERNATIONAL EQUITY FUNDS		\$41,677.53	\$37,500.00	\$4,177.53	\$306.00	8.74%

BALANCED EQUITY FUNDS

GOLDMAN SACHS SATELLITE STRATEGIES PORTFOLIO - IS	2,845.308	23,359.98 8.21	22,000.00 7.73	1,359.98	1,052.00 487.12	4.51%
TOTAL BALANCED EQUITY FUNDS		\$23,359.98	\$22,000.00	\$1,359.98	\$1,052.00	4.51%

TOTAL EQUITY MUTUAL FUNDS

		\$71,515.66	\$64,500.00	\$7,015.66	\$1,460.00	2.04%
					\$497.43	

EQUITY EXCHANGE TRADED FUNDS

VANGUARD TAX-MANAGED INTL FD MSCI EAFE ETF	1,525	53,725.75 35.23	65,515.62 42.96	-11,789.87	2,104.00	3.92%
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HILLIARD LYONS TRUST COMPANY_{LLC}

LOU ALICE SULLENGER IRRV TUW AGT

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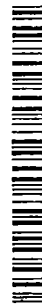
12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
VANGUARD INTL EQUITY INDEX FDS	200	8,906.00	7,500.48	1,405.52	195.00	2.19%
MSCI EMERGING MKTS ETF		44.53	37.50			
VANGUARD INDEX FDS REIT ETF	75	4,935.00	3,883.12	1,051.88	175.00	3.56%
		65.80	51.78			
VANGUARD INDEX FDS VANGUARD MID-CAP ETF	150	12,366.00	6,028.48	6,337.52	173.00	1.40%
		82.44	40.19			
VANGUARD INDEX FDS VANGUARD SMALL-CAP ETF	160	12,944.00	10,342.40	2,601.60	237.00	1.84%
		80.90	64.64			
TOTAL EQUITY EXCHANGE TRADED FUNDS		\$ 92,875.75	\$ 93,270.10	\$ -392.35	\$ 2,884.00	3.11%
					\$ 0.00	

MARKETABLE LIMITED PARTNERSHIPS

POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN INT	730	20,279.40	18,814.13	1,465.27		
		27.78	25.77			
TOTAL MARKETABLE LIMITED PARTNERSHIPS		\$ 20,279.40	\$ 18,814.13	\$ 1,465.27	\$ 0.00	0.00%
					\$ 0.00	
TOTAL EQUITIES		\$ 520,420.98	\$ 423,540.22	\$ 96,880.76	\$ 12,814.00	2.45%
					\$ 968.85	



HILLIARD LYONS TRUST COMPANY_{LLC}

LOU ALICE SULLENGER TRR V TOW AGT

ACCOUNT NUMBER:
STATEMENT PERIOD:

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME	CUR. YIELD
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TOTAL MARKET VALUE		\$ 747,885.11	\$ 641,015.93	\$ 106,869.18	\$ 21,746.00	2.91%
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TOTAL MARKET VALUE PLUS ACCRUED INCOME		\$ 750,851.76			\$ 2,966.62	
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RECEIPTS

	DATE	INCOME CASH	PRINCIPAL CASH
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INTEREST INCOME

FEDERAL HOME LN BKS CONS BDS
3.875% DTD 05/15/2003 DUE 06/14/2013

INT TO 12/14/12 ON 10,000	12/14/12	193.75	
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GOLDMAN FINANCIAL SQ FED FUND 520

INT TO 11/30/12	12/03/12	0.08	
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TOTAL INTEREST INCOME		\$ 193.83	\$ 0.00
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