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

2012

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

For calendar year 2012 or tax year beginning

MAR 1, 2012

, and ending

FEB 28, 2013

Name of foundation

KATHRYN J HODGES CHARITABLE TRUST
HILLIARD LYONS TRUST COMPANY LLC

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

P. O. BOX 32760

Room/suite

City or town, state, and ZIP code

LOUISVILLE, KY 40232

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 1,030,514. (Part I, column (d) must be on cash basis.)

A Employer identification number

31-6553137

B Telephone number

(800) 444-1854

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))

		(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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	21,833.	21,833.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	23,021.			
b	Gross sales price for all assets on line 6a	49,038.			
7	Capital gain net income (from Part IV, line 2)		23,021.		
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	1,833.	0.		STATEMENT 2
12	Total. Add lines 1 through 11	46,687.	44,854.		
13	Compensation of officers, directors, trustees, etc	8,497.	8,497.	RECEIVED	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,500.	0.		STMT 3
c	Other professional fees				
17	Interest				
18	Taxes	3,566.	83.		STMT 4
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	13,563.	8,580.		1,500.
25	Contributions, gifts, grants paid	47,163.			47,163.
26	Total expenses and disbursements. Add lines 24 and 25	60,726.	8,580.		48,663.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<14,039.			
b	Net investment income (if negative, enter -0-)		36,274.		
c	Adjusted net income (if negative, enter -0-)			N/A	

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

SCANNED JUL 16 2013

Operating and Administrative Expenses

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KATHRYN J HODGES CHARITABLE TRUST
HILLIARD LYONS TRUST COMPANY LLC

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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
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		44,222.	25,361.
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			
b	Investments - corporate stock	STMT 5	553,394.	540,878.
c	Investments - corporate bonds			842,586.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 6	129,653.	146,991.
14	Land, buildings, and equipment basis ►			162,567.
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		727,269.	713,230.
				1,030,514.
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.
	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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		727,269.	713,230.
30	Total net assets or fund balances		727,269.	713,230.
31	Total liabilities and net assets/fund balances		727,269.	713,230.

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	727,269.
2	Enter amount from Part I, line 27a	2	<14,039.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	713,230.
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	713,230.

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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.)
1a 200 SHS BROWN FOREMAN CORP			P	07/23/09	05/14/12
b 0.333 SHS KRAFT FOODS GROUP			P	09/22/10	10/23/12
c 150 SHS WATERS CORP COM			P	02/21/02	04/09/12
d 300 SHS TYCO INTERNATIONAL LTD			P	12/08/10	08/17/12
e CAPITAL GAINS DIVIDENDS					
(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 17,186.		8,716.			8,470.
b 15.		11.			4.
c 13,508.		5,094.			8,414.
d 17,154.		12,196.			4,958.
e 1,175.					1,175.
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					8,470.
b					4.
c					8,414.
d					4,958.
e					1,175.
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	23,021.
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			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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.

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HILLIARD LYONS TRUST COMPANY LLC

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

1,250.

6a

6b

6c

6d

1,250.

7

8

9

10

11

1,250.

525.

0.

525. Refunded ►

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

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a

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.

1b

c Did the foundation file Form 1120-POL for this year?

1c

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3

If "Yes," attach a detailed description of the activities

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

4a

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b

b If "Yes," has it filed a tax return on Form 990-T for this year?

5

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

7

• By language in the governing instrument, or

8a

• 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?

8b

7 Did the foundation have at least \$5,000 in assets at any time during the year?

9

If "Yes," complete Part II, col. (c), and Part XV.

10

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)

10

of each state as required by General Instruction G? If "No," attach explanation

9

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

10

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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12-05-12

10070709 757979 2695-112

2012.04000 KATHRYN J HODGES CHARITABLE 2695-111

KATHRYN J HODGES CHARITABLE TRUST
HILLIARD LYONS TRUST COMPANY LLC

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► HILLIARD LYONS TRUST COMPANY LLC	Telephone no. ► (502) 588-8400
	Located at ► P. O. BOX 32760, LOUISVILLE, KENTUCKY	ZIP+4 ► 40232
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 ►	Yes X No

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
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	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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HILLIARD LYONS TRUST COMPANY LLC

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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?

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

N/A

7b

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

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
HILLIARD LYONS TRUST COMPANY LLC P. O. BOX 32760 LOUISVILLE, KY 40232	TRUSTEE 0.50	8,497.	0.	0.
STEPHEN H PROVOST, III P. O. BOX 32760 LOUISVILLE, KY 40232	MEMBER-SELECTION COMMITTEE 0.00	0.	0.	0.
ROBERT C CARR P. O. BOX 32760 LOUISVILLE, KY 40232	MEMBER-SELECTION COMMITTEE 0.00	0.	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		
3		
Total. Add lines 1 through 3		0.

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	909,496.
b Average of monthly cash balances	1b	51,255.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	960,751.
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	960,751.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,411.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	946,340.
6 Minimum investment return. Enter 5% of line 5	6	47,317.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	47,317.
2a Tax on investment income for 2012 from Part VI, line 5	2a	725.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	725.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	46,592.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	46,592.
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	46,592.

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	48,663.
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	48,663.
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	48,663.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				46,592.
2 Undistributed income, if any, as of the end of 2012			41,053.	
a Enter amount for 2011 only				
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: ► \$ 48,663.			41,053.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount	0.			7,610.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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		0.		38,982.
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 XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)**N/A**

1 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)

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

Part XV **Supplementary Information (Complete this part only if the 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).)

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

STEPHEN H. PROVOST, III
P.O. BOX 98, EVANSVILLE, IN 47701

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

LETTER; PROOF OF TAX EXEMPT STATUS

c Any submission deadlines:

NOVEMBER 30

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

PREFERENCE SHALL BE GIVEN TO THOSE CHARITABLE ORGANIZATIONS IN EVANSVILLE, INDIANA AREA, OR INSTITUTIONS THAT SERVE NEEDS OF RESIDENTS OF EVANSVILLE.

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				
CUMBERLAND PET CONNECTION CHARITY 304 EAST MAIN STREET TOLEDO, IL 62468-1340	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HOLY SPIRIT CATHOLIC CHURCH 1800 SOUTH LODGE AVENUE EVANSVILLE, IN 47714	N/A	CHURCH	GENERAL FUND	5,000.
LIFE CENTER OF CUMBERLAND COUNTY 507 E MAIN STREET TOLEDO, IL 62468	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
OZANAM FAMILY CENTER SHELTER CORP 1100 READ STREET #2 EVANSVILLE, IN 47710-2100	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
TOLEDO AREA EMERGENCY AMBULANCE SERVICE INC PO BOX 516 TOLEDO, IL 62468	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 47,163.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

	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					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>TRANSFER FROM HL -</u>					
b <u>REIMBURSEMENT OF 4942</u>					
c <u>TAX</u>					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.			46,687.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	46,687.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

KATHRYN J HODGES CHARITABLE TRUST
HILLIARD LYONS TRUST COMPANY LLC

31-6553137

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

24.163.

223631
05-01-12



HILLIARD LYONS

KATHRYNE HODGES CHARITABLE TRUST

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 02/28/13

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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EQUITIES
COMM
INC

GENERAL ELEC CO COM	1,000	23,220.00	18,639.00	4,581.00	760.00	3.27%
		23.22	18.64		190.00	
TOTAL INDUSTRIALS		\$ 23,220.00	\$ 18,639.00	\$ 4,581.00	\$ 760.00	\$ 3,27%

CONSUMER DISCRETIONARY

COMCAST CORP CL A	900	35,811.00 39.79	16,770.00 18.63	19,041.00	702.00	1.96%
DISNEY WALT CO COM	825	45,036.75 54.50	18,836.91 22.92	26,199.84	618.00	1.37%

HARLEY DAVIDSON INC COM	400	21,052.00	5,327.49	15,724.51	336.00	1.60%
		52.63	13.32		84.00	

HOME DEPOT INC COM 825 56,512.50 28,421.25 28,091.25 1,287.00 2.28%

MATTEL INC COM	900	36,675.00 40.75	25,956.00 28.84	10,719.00	1,296.00 324.00	3.53%
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HILLIARD LYONS

KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 02/28/13

PORTFOLIO INVESTMENTS				
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS
STAPLES INC COM	850	11,194.50	13,501.48	-2,306.98
		13.17	15.88	
TOTAL CONSUMER DISCRETIONARY		\$ 229,293.75	\$ 126,319.33	\$ 35,253.00
				22.9%
				\$ 108.00

CONSUMER STAPLES

CVS CAREMARK CORP COM	700	35,784.00	18,725.00	17,059.00	630.00	1.76%
		51.12	26.75			
KRAFT FOODS GROUP INC COM	208	10,083.84	6,568.32	3,515.52	416.00	4.13%
		48.48	31.58			
MONDELEZ INTL INC CL A	625	17,275.00	12,170.56	5,104.44	325.00	1.88%
		27.64	19.47			
PEPSICO INC COM	450	34,096.50	24,048.00	10,048.50	967.00	2.84%
		75.77	53.44		241.87	
PROCTER & GAMBLE CO COM	500	38,090.00	19,713.30	18,376.70	1,124.00	2.95%
		76.18	39.43			
WAL MART STORES INC COM	300	21,234.00	16,133.97	5,100.03	564.00	2.66%
		70.78	53.78			
TOTAL CONSUMER STAPLES		\$ 158,563.34	\$ 97,359.75	\$ 59,204.19	\$ 4,026.00	2.57%
ENERGY						

HILLIARD LYONS

KATHRYN J HODGES CHARITABLE TRUST

**ACCOUNT NUMBER:
STATEMENT PERIOD:**

12/01/12 - 02/28/13

EXXON MOBIL CORP COM 675 60,446.25 15,289.16 45,157.09 1,539.00 2.55%
89.55 22.65 384.75

FINANCIALS

BERKSHIRE HATHAWAY INC DEL CL B NEW 375 38,310.00 27,150.00 11,160.00

NORTHERN TR CORP COM	300	15,957.00	14,832.99	1,124.01	360.00	2.26%
JPMORGAN CHASE & CO COM	750	36,690.00	26,790.00	9,900.00	900.00	2.45%

PROGRESSIVE CORP OH COM	900	21,924.00	20,943.00	981.00	255.00	1.17%
		24.36	23.27			
JS BANCORP DEL COM NEW	1,100	37,378.00	24,515.89	12,862.11	858.00	2.30%
		33.98	22.29			

WELLS FARGO & CO NEW COM 800 28,064.00 21,030.40 7,033.60 800.00 200.00

TOTAL FINANCIALS **178,323.10** **\$135,262.28** **3,173.00** **78%**
 \$130,607.72 **\$200.00**

HEALTH CARE



KATHRYN J HODGES CHARITABLE TUA

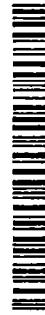
ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 02/28/13

PORTFOLIO INVESTMENTS						
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCURED INCOME	CUR. YIELD
ALLERGAN INC COM	275	29,815.50 108.42	12,566.82 45.70	17,248.68	55.00	0.18%
JOHNSON & JOHNSON COM	600	45,666.00 76.11	23,029.00 38.38	22,637.00	1,464.00	3.21%
Pfizer Inc COM	1,000	27,370.00 27.37	18,060.74 18.06	9,309.26	960.00	3.51%
TOTAL HEALTH CARE					2,325.00	2.5%

INFORMATION TECHNOLOGY

TE CONNECTIVITY LTD REG SHS	400	16,052.00 40.13	14,387.96 35.97	1,664.04	336.00	2.09%
CISCO SYS INC COM	1,300	27,111.50 20.86	32,860.00 25.28	-5,748.50	728.00	2.69%
DELL INC COM	1,500	20,925.00 13.95	22,144.90 14.76	-1,219.90	480.00	2.29%
MICROSOFT CORP COM	1,000	27,800.00 27.80	24,960.00 24.96	2,840.00	920.00	3.31%
TOTAL INFORMATION TECHNOLOGY					2,351.00	2.5%





KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 02/28/13

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	MARKET VALUE/ FACE VALUE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCURED INCOME	CUR. YIELD
TOTAL COMMON STOCK	\$842,586.34	\$540,811.14	\$30,708.26	\$19,659.00	2.3%
				\$2,358.37	

EQUITY MUTUAL FUNDS SMALL CAP EQUITY FUNDS

ROYCE TOTAL RETURN FUND #267	1,988.636	29,093.74	28,000.00	1,093.74	427.00	1.47%
		14.63	14.08			
TOTAL SMALL CAP EQUITY FUNDS		\$29,093.74	\$28,000.00	\$1,093.74	\$427.00	1.47%

MID CAP EQUITY FUNDS

GOLDMAN SACHS MID CAP VALUE FUND INST #864	566.253	24,139.37	19,653.25	4,486.12	277.00	1.15%
		42.63	34.71			
TOTAL MID CAP EQUITY FUNDS		\$24,139.37	\$19,653.25	\$4,486.12	\$277.00	1.15%

INTERNATIONAL EQUITY FUNDS

OAKMARK INTERNATIONAL FUND #109	4,933.842	109,333.94	99,338.00	9,995.94	2,165.00	1.98%
		22.16	20.13			
TOTAL INTERNATIONAL EQUITY FUNDS		\$109,333.94	\$99,338.00	\$9,995.94	\$2,165.00	1.98%

HILLIARD LYONS

KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:
STATEMENT PERIOD:

12/01/12 - 02/28/13

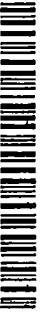
PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCRUED INCOME
TOTAL EQUITY MUTUAL FUNDS					
TOTAL EQUITIES					
TOTAL MARKET VALUE					
TOTAL MARKET VALUE PLUS ACCRUED INCOME					

RECEP'TS	DATE	INCOME CASH	PRINCIPAL CASH
	12/03/12	0.09	
	12/03/12	0.19	
	01/02/13	0.11	

INTEREST INCOME

GOLDMAN FINANCIAL SQ FED FUND 520
INT TO 11/30/12
INT TO 11/30/12
INT TO 12/31/12

PAGE 8 OF 17



000185611

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HILLIARD LYONS	21,833.	0.	21,833.
HILLIARD LYONS	1,175.	1,175.	0.
TOTAL TO FM 990-PF, PART I, LN 4	23,008.	1,175.	21,833.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TRANSFER FROM HL - REIMBURSEMENT OF 4942 TAX	1,833.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,833.	0.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,500.	0.		1,500.
TO FORM 990-PF, PG 1, LN 16B	1,500.	0.		1,500.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 ESTIMATED TAX PAYMENTS	1,250.	0.		0.
FOREIGN TAX WITHHELD	83.	83.		0.
2011 TAX PAYMENTS	400.	0.		0.
FORM 4720 TAX PAYMENT	1,833.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,566.	83.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HILLIARD LYONS - SEE ATTACHED	540,878.	842,586.
TOTAL TO FORM 990-PF, PART II, LINE 10B	540,878.	842,586.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLIARD LYONS - MUTUAL FUNDS - SEE ATTACHED	FMV	146,991.	162,567.
TOTAL TO FORM 990-PF, PART II, LINE 13		146,991.	162,567.