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Check if Schedule O contains a response to any question in this Part III ☒

KHIC'S PURPOSE IS TO PLAN, PROMOTE, INITIATE, AND COORDINATE COMMUNITY, ECONOMIC, AND SOCIAL DEVELOPMENT EFFORTS. KHIC HAS USED A VENTURE CAPITAL APPROACH YIELDING NOTABLE POSITIVE RESULTS. IT HAS A STRONG BASE OF CAPITAL WITH A PORTFOLIO THAT ALLOWS IT TO BE SELF-SUSTAINING, A DEDICATED AND EXPERIENCED STAFF, A COMMITTED AND SUPPORTIVE BOARD OF DIRECTORS, AND A CLEAR DEFINITION OF ITS MISSION AND METHOD. KHIC'S STRATEGY IS TO DEVELOP AN ENVIRONMENT WHERE ENTREPRENEURSHIP WILL THRIVE. IT DOES SO BY PROVIDING BOTH FINANCIAL SUPPORT AND MANAGEMENT ASSISTANCE TO NEW AND EXISTING BUSINESSES. IT ALSO SEEKS TO INTRODUCE AND DEVELOP ENTREPRENEURIAL TALENT BOTH FROM WITHIN THE REGION AND FROM AREAS OUTSIDE THE REGION.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O















4a	(Code)	(Expenses \$ 3,725,691	including grants of \$ 2,500)	(Revenue \$ 3,981,783)
	<p>KENTUCKY HIGHLANDS INVESTMENT CORPORATION (KHIC), LONDON, KENTUCKY WAS FOUNDED IN 1968 AS JOB START CORPORATION AS A PART OF THE WAR ON POVERTY. KHIC STARTED WITH A NINE-COUNTY SERVICE AREA AND HAS EXPANDED TO TWENTY-TWO COUNTIES. THESE COUNTIES HAVE CHRONICALLY HIGH RATES OF UNEMPLOYMENT AND POVERTY. THIS HILLY, RURAL AREA HAS ONLY FOUR POPULATION CENTERS WITH MORE THAN 5,000 RESIDENTS. BUT WITH TECHNOLOGY, GOOD HIGHWAYS, LOYAL EMPLOYEES AND LOWER COST OF LIVING IT IS AN INCREASINGLY ATTRACTIVE AREA FOR NEW BUSINESSES. IT HAS CREATED MORE THAN 17,000 JOBS BY INVESTING IN MORE THAN 500 BUSINESSES INCLUDING 183 FARM-RELATED RECIPIENTS WITH 10,500 JOBS IN ITS CURRENT PORTFOLIO OF INVESTMENTS. KHIC HAS BEEN A VIBRANT CATALYST FOR CHANGE IN ITS TARGET AREA. ITS INVESTMENT PORTFOLIO PRODUCES ANNUAL SALES REVENUES OF MORE THAN \$1 BILLION AND ANNUAL WAGES OF MORE THAN \$135 MILLION. HOWEVER, KHIC'S PRIMARY CONCERN FOR THE AREA IS POVERTY. THE POVERTY RATE IN THE TARGETED INVESTMENT AREA AVERAGED 28.1 PERCENT IN 2008 AND MEDIAN HOUSEHOLD INCOME WAS ONLY \$27,680. UNEMPLOYMENT IS CONSISTENTLY HIGHER IN THE AREA BY SEVERAL PERCENTAGE POINTS THAN FOR THE STATE OR THE NATION. IN 2003, KHIC EXPANDED ITS SERVICE AREA TO INCLUDE AN ADDITIONAL TEN CONTIGUOUS COUNTIES ALL EVIDENCING EXTREME POVERTY, LOW-EDUCATIONAL ATTAINMENT, AND HIGH UNEMPLOYMENT AS WELL AS OTHER ASPECTS OF PERSISTENT ECONOMIC DISTRESS. SINCE ITS FOUNDING, KHIC HAS BEEN INVOLVED IN A VARIETY OF BUSINESS LENDING RELATED TO REAL ESTATE DEVELOPMENT, INCLUDING LENDING FOR COMMUNITY FACILITIES, MANUFACTURING AND INDUSTRIAL PLANT DEVELOPMENT, AND OFFICE SPACE. KHIC HAS DEVELOPED CLOSE TO \$10 MILLION IN INDUSTRIAL REAL ESTATE PROJECTS DIRECTLY AND HAS PROVIDED APPROXIMATELY \$75 MILLION IN FINANCING TO COMPANIES FOR INDUSTRIAL AND COMMERCIAL REAL ESTATE DEVELOPMENT. AS LEAD AGENCY FOR THE KENTUCKY HIGHLANDS EMPOWERMENT ZONE (KHEZ), KHIC HAS SUCCESSFULLY MANAGED MILLIONS OF DOLLARS OF FEDERAL, STATE AND LOCAL RESOURCES, LEVERAGING MORE THAN \$130 MILLION OF PRIVATE RESOURCES ON BEHALF OF THE COMMUNITIES THROUGHOUT THE EMPOWERMENT ZONE AND RESULTING IN MORE THAN 3,600 NEW JOBS FROM KHEZ INVESTMENTS. AS A RESULT OF KHIC'S BUSINESS INVESTMENTS IN THE EMPOWERMENT ZONE, THREE COUNTIES IN THE ZONE HAVE EXPERIENCED A 31.1% DECREASE IN THE POVERTY RATE, COMPARED TO A DROP OF 16.8% IN KENTUCKY AND A 5.3% DECLINE NATIONALLY.</p>			

[illegible][illegible]

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	Yes	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 		No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 		No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8829?		No
7d	If "Yes," indicate the number of Forms 8829 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	16	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	16	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	►KY
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	►BRENDA MCDANIEL PO BOX 1738 LONDON, KY (606) 864-5175

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ROBERT DRUIN DIRECTOR	1 00	X						3,500	0	0
(2) ROBERT FENTRESS DIRECTOR	1 00	X						3,850	0	0
(3) RICHARD FOLEY DIRECTOR	1 00	X						3,500	0	0
(4) OSCAR GAYLE HOUSE DIRECTOR	1 00	X						3,500	0	0
(5) JENNIFER JONES DIRECTOR	1 00	X						3,500	0	0
(6) ELDRED MUSGROVE DIRECTOR	1 00	X						3,850	0	0
(7) WILLIAM SINGLETON DIRECTOR	10 00	X						12,000	0	0
(8) WILLIAM SMITH DIRECTOR	1 00	X						3,850	0	0
(9) JANE CARTER DIRECTOR	1 00	X						3,850	0	0
(10) SERENA STRATTON DIRECTOR	1 00	X						3,850	0	0
(11) LONNIE RILEY DIRECTOR	1 00	X						3,500	0	0
(12) GREENE KEITH DIRECTOR	1 00	X						3,850	0	0
(13) BILL BERTRAM DIRECTOR	1 00	X						3,850	0	0
(14) KENNETH CATRON DIRECTOR	1 00	X						3,850	0	0
(15) MARY PURKEY DIRECTOR	1 00	X						2,800	0	0
(16) CLARENCE BO GREEN DIRECTOR	1 00	X						2,800	0	0
(17) JERRY RICKETT PRESIDENT	40 00			X				451,448	0	54,409

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) L RAY MONCRIEF VICE PRESIDENT & COO	40 00			X				441,566	0	64,721
(19) BRENDA MCDANIEL VICE PRESIDENT & CFO	40 00			X				295,088	0	55,826
(20) ELMER PARLIER VICE PRESIDENT-INVESTMENTS	40 00			X				70,156	0	14,252
(21) RUBY ADAMS SECRETARY	40 00			X				39,228	0	0
(22) MARK BOLINGER VICE PRESIDENT OF BUSINESS	40 00			X				158,470	0	37,849
(23) EDGARD DAVIS BUSINESS DEVELOPMENT SPECIALIST	40 00					X		112,298	0	28,957
(24) MICHAEL HAYES SPECIAL PROJECTS COORDINAT	40 00					X		141,443	0	37,665
(25) MELISSA CONN INVESTMENT ANALYST	40 00					X		128,397	0	28,278
(26) CINDY BOWLES CONTROLLER	40 00					X		126,626	0	30,315
(27) STEPHEN TAYLOR DEVELOPMENT DIRECTOR	40 00					X		115,589	0	33,726
1b Sub-Total							▼			
c Total from continuation sheets to Part VII, Section A							▼			
d Total (add lines 1b and 1c)							▼	2,146,209		0 385,998

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

9

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year		
(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization		0

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	3,278,266			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	314,430			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		3,592,696			
Program Service Revenue			Business Code				
	2a	INTEREST INCOME FROM PROGRAM INVE	523000	2,103,075	2,103,075		
	b	MANAGEMENT FEES (NET OF INDIRECT	541610	852,940	852,940		
	c	INTEREST FROM WORKING CAPITAL FIN	523000	500,284	500,284		
	d	RENTAL INCOME	531120	110,283	110,283		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		3,566,582			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		565,589	487,046	78,543	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)				
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
	Miscellaneous Revenue		Business Code				
	11a	BAD DEBT RECOVERY	900099	2,096	2,096		
	b	RETURN CHECK FEES	900099	280	280		
	c						
d	All other revenue		34,776	34,776			
e	Total. Add lines 11a-11d		37,152				
12	Total revenue. See Instructions		7,653,022	3,981,783	0	78,543	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	2,500	2,500		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,467,254	1,165,000	302,254	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	969,515	769,795	199,720	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	251,820	199,945	51,875	
9	Other employee benefits	292,248	232,045	60,203	
10	Payroll taxes	143,079	113,605	29,474	
11	Fees for services (non-employees)				
a	Management				
b	Legal	49,129		49,129	
c	Accounting	66,703		66,703	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	112,584	88,941	23,643	
12	Advertising and promotion	55,880	44,145	11,735	
13	Office expenses	110,404	87,661	22,743	
14	Information technology	27,805	22,077	5,728	
15	Royalties				
16	Occupancy	146,122	116,021	30,101	
17	Travel	105,902	84,086	21,816	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	52,334	41,553	10,781	
20	Interest	430,905	430,905		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	120,185	120,185		
23	Insurance	44,031	34,961	9,070	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	BAD DEBT EXPENSE	105,322	105,322		
b	MISCELLANEOUS FEES AND	60,154	47,762	12,392	
c	DUES AND SUBSCRIPTIONS	9,305	7,388	1,917	
d	MISCELLANEOUS EXPENSE	205	163	42	
e	All other expenses	14,648	11,631	3,017	
25	Total functional expenses. Add lines 1 through 24e	4,638,034	3,725,691	912,343	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

☐

				(A)		(B)	
				Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing		5	1		
	2	Savings and temporary cash investments		11,185,386	2	12,989,983	
	3	Pledges and grants receivable, net		528,061	3	162,779	
	4	Accounts receivable, net		3,009,546	4	3,802,008	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6		
	7	Notes and loans receivable, net			7		
	8	Inventories for sale or use			8		
	9	Prepaid expenses and deferred charges			9		
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	3,121,776			
	b	Less accumulated depreciation	10b	488,733	3,581,448	10c	2,633,043
	11	Investments—publicly traded securities			11		
	12	Investments—other securities See Part IV, line 11			12		
	13	Investments—program-related See Part IV, line 11		57,652,946	13	59,580,952	
	14	Intangible assets			14		
	15	Other assets See Part IV, line 11		5,922	15	17,177	
16	Total assets. Add lines 1 through 15 (must equal line 34)		75,963,314	16	79,185,942		
Liabilities	17	Accounts payable and accrued expenses		1,209,421	17	1,053,154	
	18	Grants payable			18		
	19	Deferred revenue			19	66,812	
	20	Tax-exempt bond liabilities			20		
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22		
	23	Secured mortgages and notes payable to unrelated third parties		17,544,499	23	18,906,997	
	24	Unsecured notes and loans payable to unrelated third parties			24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			25		
	26	Total liabilities. Add lines 17 through 25		18,753,920	26	20,026,963	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			27		
	28	Temporarily restricted net assets			28		
	29	Permanently restricted net assets			29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds		57,209,394	30	59,158,979	
	31	Paid-in or capital surplus, or land, building or equipment fund		0	31	0	
	32	Retained earnings, endowment, accumulated income, or other funds		0	32	0	
	33	Total net assets or fund balances		57,209,394	33	59,158,979	
	34	Total liabilities and net assets/fund balances		75,963,314	34	79,185,942	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,653,022
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,638,034
3	Revenue less expenses Subtract line 2 from line 1	3	3,014,988
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	57,209,394
5	Net unrealized gains (losses) on investments	5	-1,065,403
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	59,158,979

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
KENTUCKY HIGHLANDS INVESTMENT CORP

Employer identification number
61-0673339

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶_____

4

Number of states where property subject to conservation easement is located ▶_____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶_____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

1b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

2b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
1b Contributions					
1c Net investment earnings, gains, and losses					
1d Grants or scholarships					
1e Other expenditures for facilities and programs					
1f Administrative expenses					
1g End of year balance					

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	542,627			542,627
1b Buildings	2,357,063		328,456	2,028,607
1c Leasehold improvements				
1d Equipment	222,086		160,277	61,809
1e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,633,043

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
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Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
KENTUCKY HIGHLANDS INVESTMENT CORP

Employer identification number
61-0673339

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div> <div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div> <div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	Yes
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	Yes
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	Yes
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)JERRY RICKETT PRESIDENT	(i)	269,535	178,637	3,276	32,974	21,435	505,857	0
	(ii)	0	0	0	0	0	0	0
(2)L RAY MONCRIEF VICE PRESIDENT & COO	(i)	269,035	164,411	8,120	32,974	31,747	506,287	0
	(ii)	0	0	0	0	0	0	0
(3)BRENDA MCDANIEL VICE PRESIDENT & CFO	(i)	192,015	101,115	1,958	32,974	22,852	350,914	0
	(ii)	0	0	0	0	0	0	0
(4)MARK BOLINGER VICE PRESIDENT OF BUSINESS	(i)	118,083	40,041	346	18,604	19,245	196,319	0
	(ii)	0	0	0	0	0	0	0
(5)MICHAEL HAYES SPECIAL PROJECTS COORDINAT	(i)	106,000	34,586	857	15,931	21,734	179,108	0
	(ii)	0	0	0	0	0	0	0
(6)MELISSA CONN INVESTMENT ANALYST	(i)	90,550	37,594	253	13,883	14,395	156,675	0
	(ii)	0	0	0	0	0	0	0
(7)CINDY BOWLES CONTROLLER	(i)	88,375	37,548	703	13,605	16,710	156,941	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	COUNTRY CLUB DUES ARE PROVIDED TO ONE OFFICER. THE BENEFIT IS INCLUDED IN TAXABLE COMPENSATION ON FORM W-2.
	PART I, LINE 6	ON SEPTEMBER 13, 1989, THE ORGANIZATION RECEIVED A FAVORABLE IRS DETERMINATION REGARDING ITS INCENTIVE COMPENSATION PLAN. THE PLAN PROVIDES FOR TWO BONUS POOLS. ALL EMPLOYEES ARE ELIGIBLE TO BE CHOSEN FOR PARTICIPATION. THE FIRST POOL IS BASED ON THE LESSER OF 20% OF SALARIES OF EMPLOYEES CHOSEN FOR PARTICIPATION OR PROGRAM SERVICE INTEREST INCOME (NET OF EXPENSE) AND PROGRAM SERVICE RENTAL INCOME. THE SECOND POOL IS BASED ON 20% OF REALIZED GAINS ON THE SALE OF PROGRAM SERVICE INVESTMENTS. THE TOTAL BONUS POOL IS ALLOCATED TO THE FOLLOWING GROUPS: GROUP I - EXECUTIVE OFFICERS; GROUP II - SENIOR INVESTMENT OFFICERS SELECTED FOR PARTICIPATION BY THE CEO; GROUP III - INVESTMENT ANALYSTS SELECTED FOR PARTICIPATION BY THE CEO; GROUP IV - ADMINISTRATIVE SUPPORT PERSONNEL SELECTED FOR PARTICIPATION BY THE CEO.
	PART I, LINE 7	THE ORGANIZATION PAID BONUSES EQUAL TO ONE MONTH'S BASE COMPENSATION TO ALL EMPLOYEES. THE BONUSES WERE DETERMINED BY THE BOARD OF DIRECTORS.

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
KENTUCKY HIGHLANDS INVESTMENT CORP**Employer identification number**

61-0673339

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS PRIOR TO FILING ANY COMMENTS/QUESTIONS ARE ADDRESSED AND THE RETURN IS FILED AFTER RESOLUTION
	FORM 990, PART VI, SECTION B, LINE 12C	ANY CONFLICTS OF INTEREST ARE DISCLOSED AT BOARD OF DIRECTORS MEETINGS AND RECORDED IN THE MINUTES, TO BE FOLLOWED UP BY THE BOARD CHAIRMAN AND/OR PRESIDENT
	FORM 990, PART VI, SECTION B, LINE 15	A COMPENSATION COMMITTEE CONSISTING OF BOARD MEMBERS IS APPOINTED BY THE BOARD CHAIRMAN THE COMMITTEE REVIEWS AND SETS POLICY REGARDING COMPENSATION IN ADDITION, THE ORGANIZATION PARTICIPATES IN AN ANNUAL COMPDATA SURVEY AND THE SALARIES OF ALL EMPLOYEES REVIEWED FOR COMPARABILITY USING INFORMATION PROVIDED BY COMPDATA AND OTHER SOURCES ADDITIONALLY, THE COMPENSATION COMMITTEE REVIEWS THE PERFORMANCE OF THE PRESIDENT AND CEO IN RELATION TO THE STRATEGIC PLAN AND GOALS OF THE ORGANIZATION WHICH IS APPROVED ANNUALLY BY THE BOARD OF DIRECTORS THE COMPARABLE SALARIES RELATE TO VENTURE FUND MANAGERS, CFO'S, ETC ON SEPTEMBER 13, 1989, THE IRS ISSUED A FAVORABLE DETERMINATION OF THE TOTAL COMPENSATION ARRANGEMENT (INCLUDING INCENTIVE COMPENSATION)
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST
	FORM 990, PART XI, LINE 2C	THERE WAS NO CHANGE IN THE PROCESS FROM PRIOR YEARS

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
KENTUCKY HIGHLANDS INVESTMENT CORP

Employer identification number
61-0673339

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) KENTUCKY HIGHLANDS COMMUNITY DEVELOPMENT CORPORATION PO BOX 1738 LONDON, KY 407431738 61-1253192	TO PROMOTE THE TAX-EXEMPT MISSION OF KENTUCKY HIGHLANDS INVESTMENT CORP	KY	501(C)(3)	11, TYPE I		Yes	
(2) CENTRAL APPALACHIAN RURAL INVESTMENT CORPORATION PO BOX 1738 LONDON, KY 407431738 20-4870639	TO PROMOTE THE TAX-EXEMPT MISSION OF KENTUCKY HIGHLANDS INVESTMENT CORP	KY	501(C)(3)	11, TYPE I	N/A		No
(3) APPALACHIAN FUND MANAGEMENT INC PO BOX 1738 LONDON, KY 407431738 61-1399975	TO PROMOTE THE TAX-EXEMPT MISSION OF KENTUCKY HIGHLANDS INVESTMENT CORP	KY	501(C)(3)	11, TYPE I	N/A		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) SOUTHERN APPALACHIAN FUND LP PO BOX 1738 LONDON, KY 407431738 61-1419569	NEW MARKETS VENTURE CAPITAL INVESTMENTS	DE	APPALACHIAN FUND MANAGEMENT COMPANY INC	RELATED	-58,694	414,592		No		Yes		13 500 %
(2) MERITUS VENTURES LP PO BOX 1738 LONDON, KY 407431738 20-4862339	VENTURE CAPITAL - RBIC	DE	CENTRAL APPALACHIAN RURAL INVESTMENT CORPORATION	RELATED	-202,600	612,429		No		Yes		13 990 %
(3) ROCKCASTLE COUNTY HOSPITAL CDE LLC PO BOX 1738 LONDON, KY 407431738 27-1476172	NEW MARKETS VENTURE CAPITAL INVESTMENTS	KY		RELATED	5	640		No		Yes		0 010 %
(4) ROCKCASTLE WELLNESS LLC PO BOX 1738 LONDON, KY 407431738 45-1535860	NEW MARKETS VENTURE CAPITAL INVESTMENTS	KY		RELATED	1,998	200,169		No		Yes		4 540 %
(5) WAZOO INVESTMENTS CDE LLC PO BOX 1738 LONDON, KY 407431738 27-2675635	NEW MARKETS VENTURE CAPITAL INVESTMENTS	KY		RELATED		15		No		Yes		0 010 %
(6) CUMBERLAND WELLNESS CDE LLC PO BOX 1738 LONDON, KY 407431738 26-0436981	NEW MARKETS VENTURE CAPITAL INVESTMENTS	KY		RELATED	11	1,601		No		Yes		0 010 %

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) KENTUCKY HIGHLANDS DEVELOPMENT CORPORATION PO BOX 1738 LONDON, KY 40743 61-0988883	ECONOMIC DEVELOPMENT/HOLDING COMPANY	KY		C		6,214,570	100 000 %		No
(2) KENTUCKY HIGHLANDS MANAGEMENT COMPANY PO BOX 1738 LONDON, KY 40743 61-1160436	MANAGEMENT SERVICES	KY		C	3,072	205,758	100 000 %		No
(3) MOUNTAIN VENTURES INC PO BOX 1738 LONDON, KY 40743 61-0951041	VENTURE CAPITAL	KY		C	78,007	1,625,324	100 000 %		No
(4) KENTUCKY HIGHLANDS REAL ESTATE CORP PO BOX 1738 LONDON, KY 40743 61-0899617	REAL ESTATE RENTAL	KY		C	34,227	1,644,499	100 000 %		No
(5) PATRIOT INDUSTRIES INC PO BOX 9091 MONTICELLO, KY 426330909 61-1319181	MANUFACTURING/CUT AND SEW	KY		C	788,166	2,113,597	65 490 %		No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a Yes

1b No

1c No

1d No

1e No

1f No

1g No

1h No

1i No

1j No

1k No

1l Yes

1m No

1n Yes

1o Yes

1p No

1q No

1r No

1s No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PATRIOT INDUSTRES INC	A	18,144	FMV INTEREST RATE
(2) SOUTHERN APPALACHIAN FUND LP	L	119,531	MANAGEMENT FEES - CONTRACTUAL
(3) MERITUS VENTURES LP	L	400,848	MANAGEMENT FEES - CONTRACTUAL
(4) CUMBERLAND WELLNESS CDE LLC	L	80,000	MANAGEMENT FEES - CONTRACTUAL
(5) ROCKCASTLE COUNTY HOSPITAL CDE LLC	L	32,000	MANAGEMENT FEES - CONTRACTUAL
(6) KENTUCKY HIGHLANDS COMMUNITY DEVELOPMENT CORP	O	138,852	COST REIMBURSEMENT

Schedule R (Form 990) 2012

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID:
Software Version:
EIN: 61-0673339
Name: KENTUCKY HIGHLANDS INVESTMENT CORP

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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--> Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
PATRIOT INDUSTRES INC	A	18,144	FMV INTEREST RATE
SOUTHERN APPALACHIAN FUND LP	L	119,531	MANAGEMENT FEES - CONTRACTUAL
MERITUS VENTURES LP	L	400,848	MANAGEMENT FEES - CONTRACTUAL
CUMBERLAND WELLNESS CDE LLC	L	80,000	MANAGEMENT FEES - CONTRACTUAL
ROCKCASTLE COUNTY HOSPITAL CDE LLC	L	32,000	MANAGEMENT FEES - CONTRACTUAL
KENTUCKY HIGHLANDS COMMUNITY DEVELOPMENT CORP	O	138,852	COST REIMBURSEMENT