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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

SLEMP FOUNDATION 15-7700

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

P. O. BOX 1118, ML CN-OH-W10X

City or town, state, and ZIP code

CINCINNATI, OH 45201-1118

A Employer identification number

31-6025080

B Telephone number (see instructions)

513- 762-8878

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 ☐

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 foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$

21,778,722.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

557,840.

555,175.

2,664.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

726,151.

b Gross sales price for all assets on line 6a

3,607,431.

7 Capital gain net income (from Part IV, line 2)

726,151.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

1,283,991.

1,281,326.

2,664.

13 Compensation of officers, directors, trustees, etc.

56,096.

16,829.

39,267.

14 Other employee salaries and wages

NONE

NONE

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule) STMT 8

7,500.

NONE

NONE

7,500.

b Accounting fees (attach schedule) STMT 9

1,700.

NONE

NONE

1,700.

c Other professional fees (attach schedule) STMT 10

96,697.

87,027.

9,670.

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 11

9,715.

2,882.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

17,175.

5,152.

NONE

12,023.

22 Printing and publications

370.

NONE

NONE

370.

23 Other expenses (attach schedule) STMT 12

9,404.

1,668.

7,736.

24 Total operating and administrative expenses.

Add lines 13 through 23

198,657.

113,558.

NONE

78,266.

25 Contributions, gifts, grants paid

1,192,454.

1,192,454.

26 Total expenses and disbursements. Add lines 24 and 25

1,391,111.

113,558.

NONE

1,270,720.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-107,120.

b Net investment income (if negative, enter -0-)

1,167,768.

c Adjusted net income (if negative, enter -0-)

2,664.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	136,334.	734,273.	734,273.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges STMT 13	605.	1,464.	1,464.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 14	9,656,467.	9,324,464.	17,274,079.
	c	Investments - corporate bonds (attach schedule) . STMT 24	2,099,171.	1,709,365.	1,742,886.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 25	1,990,794.	2,002,901.	2,026,020.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,883,371.	13,772,467.	21,778,722.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	13,883,371.	13,772,467.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	13,883,371.	13,772,467.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,883,371.	13,772,467.	

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	13,883,371.
2	Enter amount from Part I, line 27a	2	-107,120.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,776,251.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 26	5	3,784.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,772,467.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,607,431.		2,881,280.	726,151.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
a			726,151.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	726,151.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	1,062,063.	19,654,470.	0.054037
2010	863,795.	19,255,016.	0.044861
2009	521,440.	17,762,833.	0.029356
2008	804,971.	16,761,355.	0.048025
2007	661,807.	21,561,473.	0.030694
2 Total of line 1, column (d)			2 0.206973
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.041395
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 20,945,980.
5 Multiply line 4 by line 3			5 867,059.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,678.
7 Add lines 5 and 6			7 878,737.
8 Enter qualifying distributions from Part XII, line 4			8 1,270,720.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	11,678.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	11,678.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,678.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,400.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,400.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,278.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ NONE/Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>www.slempfoundation.org</u>				
14	The books are in care of ▶ <u>SEE STATEMENT 27</u> Telephone no ▶ _____			
Located at ▶ _____ ZIP+4 ▶ _____				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶ _____				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ _____				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
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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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCEY E. SMITH P.O. BOX 5208, CINCINNATI, OH 45201	TRUSTEE 10	14,024.	- 0 -	- 0 -
MELISSA SMITH JENSEN P.O. BOX 5208, CINCINNATI, OH 45201	TRUSTEE 5	14,024.		
JAMES C. SMITH P.O. BOX 5208, CINCINNATI, OH 45201	TRUSTEE 5	14,024.		
PAMELA S. ORCUTT P.O. BOX 5208, CINCINNATI, OH 45201	TRUSTEE 5	14,024.		

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	20,836,005.
b	Average of monthly cash balances	1b	428,949.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	21,264,954.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	21,264,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	318,974.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,945,980.
6	Minimum investment return. Enter 5% of line 5	6	1,047,299.

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

1	Minimum investment return from Part X, line 6	1	1,047,299.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,678.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,035,621.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,035,621.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,035,621.

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	1,270,720.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,270,720.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	11,678.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,259,042.

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				1,035,621.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			255,651.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1,270,720.</u>				
a Applied to 2011, but not more than line 2a			255,651.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,015,069.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				20,552.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 28

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT - 1	NONE	CHARITABLE	PROGRAM SUPPORT	872,454.
SEE ATTACHED STATEMENT - 2	NONE	STUDENT	SCHOLARSHIPS	320,000.
Total			3a	1,192,454.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

27 -

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:				
(1) Cash	1a(1)			X
(2) Other assets	1a(2)			X
b Other transactions:				
(1) Sales of assets to a noncharitable exempt organization	1b(1)			X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)			X
(3) Rental of facilities, equipment, or other assets	1b(3)			X
(4) Reimbursement arrangements	1b(4)			X
(5) Loans or loan guarantees	1b(5)			X
(6) Performance of services or membership or fundraising solicitations	1b(6)			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c			X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Nancy E. Smith Date 11-6-13

TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name SCOTT MAIR, VICE PRESIDE	Preparer's signature 	Date 10/02/2013	Check ☐ if self-employed	PTIN P00365526
Firm's name ▶ U.S. BANK, N.A.			Firm's EIN ▶ 31-0841368	
Firm's address ▶ P.O. BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118			Phone no 513-632-4393	

Form **990-PF** (2012)

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
AFLAC INC	700.		700.
AIA GROUP LTD ADR	251.		251.
ATT INC	3,916.		3,916.
AZZ INCORPORATED	152.		152.
ABBOTT LABS	1,300.		1,300.
ABBVIE INC	800.		800.
AIR LIQUIDE S A A D R	792.		792.
ALLERGAN INC	300.		300.
ALLIANZ SE A D R	1,104.		1,104.
ALLSTATE CORP	4,004.		4,004.
AMERICA MOVIL S A DE C V SPONSORED ADR R	197.		197.
AMERICAN ELEC PWR INC	1,900.		1,900.
AMERICAN EQUITY INVT LIFE HL	176.		176.
AMERICAN EXPRESS CO	1,600.		1,600.
AMERICAN STATES WATER CO	279.		279.
AMERISTAR CASINOS INC	286.		286.
AMTRUST FINANCIAL SERVICES	166.		166.
ANHEUSER BUSCH INBEV NV A D R	464.		464.
APACHE CORP	255.		255.
APPLE COMPUTER INC COM	11,000.		11,000.
ARCTIC CAT INC	43.		43.
ARM HLDGS PLC A D R	189.		189.
ASHFORD HOSPITALITY TR INC	507.		507.
ATLAS COPCO AB SPONS A D R	448.		448.
B G GROUP P L C A D R	221.		221.
BANCO BILBAO VIZCAYA ARGEN A D R	174.		174.
BANK OF AMERICA 4.875% 9/15/12	12,188.		12,188.
BANK OF THE OZARKS INC	58.		58.
BARD C R INC	2,100.		2,100.
BAYERISCHE MOTOREN WERKE UNSPN A D R	353.		353.
BECTON DICKINSON 3.250% 11/12/20	8,125.		8,125.
BELO CORPORATION A	112.		112.

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STATEMENT 1

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
BERKSHIRE HILLS BANCORP INC	173.	173.	
BERRY PETE CO CL A	19.	19.	
BOTTLING GROUP LLC 5.125% 1/15/19	5,125.	5,125.	
BRANDYWINE REALTY TRUST	690.	556.	134.
CLECO CORPORATION	110.	110.	
CNO FINANCIAL GROUP INC	37.	37.	
CSL LIMITED A D R	263.	263.	
CANADIAN NATL RY CO COM	275.	275.	
CANON INC SPONS A D R	293.	293.	
CATERPILLAR INC	4,160.	4,160.	
CHEMICAL FINANCIAL CORP	259.	259.	
CHESAPEAKE LODGING TRUST	508.	490.	17.
CHEVRONTXACO CORP	11,100.	11,100.	
CINEMARK HLDGS INC	640.	640.	
CISCO SYSTEMS 4.450% 1/15/20	8,900.	8,900.	
COCA COLA CO	4,807.	4,807.	
COCHLEAR LTD UNSPON A D R	420.	420.	
COMCAST CORP CL A	1,365.	1,365.	
COMMUNITY BK SYS INC	257.	257.	
COMMUNITY TR BANCORP INC	223.	223.	
CONOCOPHILLIPS	5,280.	5,280.	
CRANE CO	226.	226.	
DBS GROUP HLDGS LTD	482.	482.	
DSW INC CL A	696.	696.	
DASSAULT SYSTEMES SA A D R	242.	242.	
WALT DISNEY CO MTN 2.350% 12/01/22	202.	202.	
DOVER CORP 4.300% 3/01/21	10,750.	10,750.	
DOW CHEM CO	640.	640.	
DU PONT E I DE NEMOURS & CO	1,548.	1,548.	
DUKE ENERGY HOLDING CORP	16,524.	16,524.	
DUPONT FABROS TECHNOLOGY	230.	230.	
PERRY ELLIS INTERNATIONAL	317.	317.	
ENERSYS	45.	45.	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
EXXON MOBIL CORP	24,309.	24,309.	
FANUC CORPORATION A D R	368.	368.	
FEDEX CORP COM	1,400.	1,400.	
FIRST FINANCIAL BANCORP	970.	970.	
FIRSTMERIT CORP	163.	163.	
FIRST ENERGY CORP	2,200.	2,200.	
FLUSHING FINANCIAL CORPORATION	259.	259.	
FRESENIUS MED AKTIENGESSELLSCHAFT ADR	299.	299.	
GARDNER DENVER INC	11.	11.	
GAO GAZPROM SPON A D R	351.	351.	
GENERAL DYNAMICS 2.250% 11/15/22	94.	94.	
GENERAL ELEC CO	15,120.	15,120.	
GEN ELEC CAP CRP MTN 5.625% 9/15/17	5,625.	5,625.	
GENERAL MILLS INC COM W/RTS EXP 02/01/20	2,640.	2,640.	
GOLDMAN SACHS GROUP INC	4,196.	4,196.	
GOLDMAN SACHS 5.250% 10/15/13	10,500.	10,500.	
HSBC HOLDINGS PLC SPONS A D R	428.	428.	
HOME BANCSHARES INC	34.	34.	
HOYA CORP A D R	296.	296.	
I C I C I BANK LIMITED A D R	313.	313.	
ILLINOIS TOOL WKS INC	1,500.	1,500.	
IMPERIAL OIL LTD	151.	151.	
INTEL CORP	12,240.	12,240.	
INTERNATIONAL BUSINESS MACHS CORP	10,500.	10,500.	
INTUIT INC	7,656.	7,656.	
ISHARES BARCLAYS TIPS BOND ETF	4,377.	4,377.	
ISHARES CORE TOTAL US BOND MARKETETF	6,605.	6,605.	
ISHARES MSCI EMERGING MARKETS ETF	2,410.	2,410.	
ISHARES IBOXX INVEST GRADE CORP ETF	597.	597.	
ISHARES S P U S PREFERRED STOCK ETF	5,425.	5,425.	
ITAU UNIBANCO HOLDINGS SA A D R	696.	696.	
JGC CORP UNSPONSORED A D R	155.	155.	
J P MORGAN CHASE & CO	4,800.	4,800.	
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STATEMENT 3

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
JOHNSON & JOHNSON	12,450.	12,450.	
JOHNSON CTLS INC	1,480.	1,480.	
J2 GLOBAL INC	336.	336.	
KAPSTONE PAPER & PACKAGING CORP	1,228.	1,228.	
LI FUNG LTD A D R	274.	274.	
LOREAL UNSPONSORED A D R	426.	426.	
LVMH MOET HENNESSY LOU VUITT A D R	242.	242.	
LAKELAND FINANCIAL CORP	261.	261.	
LITHIA MOTORS INC CL A	110.	110.	
LITTELFUSE INC	133.	133.	
LONZA GROUP AG UNSPON A D R	515.		515.
LOWE'S COS INC	3,840.	3,840.	
MACK CALI REALTY CORP	203.	203.	
MARATHON OIL CORPORATION	7,800.	7,800.	
MARATHON PETROLEUM CORP	8,029.	8,029.	
MATTEL INC	4,020.	4,020.	
MAXIMUS INC	103.	103.	
MC DONALD'S CORP	6,020.	6,020.	
MEDTRONIC INC	7,488.	7,488.	
MTN GROUP LTD A D R	431.	431.	
NESTLE S A SPONSORED ADR REPSTG REG SH	1,084.	1,084.	
NEWCASTLE INVT CORP	9,780.	9,780.	
NEWMONT MINING CORP	1,475.	1,475.	
NEXTERA ENERGY INC	3,780.	3,780.	
NIKE INC	2,340.	2,340.	
NOKIAN TYRES OYJ UNSPON A D R	591.	591.	
NORTHWEST BANCSHARES INC MD	164.	164.	
NORTHWESTERN CORP	131.	131.	
NU SKIN ENTERPRISES INC - A	266.	266.	
NUCOR CORP	365.	365.	
PIMCO TOTAL RETURN FUND INST	19,217.	19,217.	
P P G INDS INC	3,570.	3,570.	
PACWEST BANCORP	256.	256.	

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STATEMENT 4

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
PENNYMAC MTG INV TR	876.	726.	149.
PEPSICO INC	11,336.	11,336.	
PETROLEO BRASILEIRO S A A D R	60.	60.	
PFIZER INC	6,739.	6,739.	
PHILLIPS 66	1,075.	1,075.	
POTASH CORP SASK-COM	261.	261.	
PRAXAIR INC	9,200.	9,200.	
T ROWE PRICE GROUP INC	4,880.	4,880.	
PRIMORIS SERVICES CORP	82.	82.	
PROASSURANCE CORPORATION	1,272.	1,272.	
PROCTER & GAMBLE CO	13,461.	13,461.	
PROSPERITY BANCSHARES INC	288.	288.	
PROTECTIVE LIFE CORP	380.	380.	
PUBLIC SVC ENTERPRISE GROUP INC	1,430.	1,430.	
QUALCOMM INC	8,250.	8,250.	
RAMCO GERSHENSON PROPERTIES	600.	372.	229.
RENASANT CORP	269.	269.	
ROCHE HLDG LTD A D R	853.	853.	
MIDCAP SPDR TRUST SERIES I E T F	1,530.	1,530.	
SABRA HEALTH CARE REIT INC	819.	628.	191.
SAP AG A D R	531.	531.	
SASOL LTD SPONSORED A D R	345.	345.	
SCHLUMBERGER LTD	378.	378.	
SCHNEIDER ELECT SA UNSP A D R	665.	665.	
SINCLAIR BROADCAST GROUP INC A	854.	787.	67.
SONIC AUTOMOTIVE INC CLASS A	65.	65.	
SONOVA HOLDING UNSPON ADR	171.	171.	
SPECTRUM PHARMACEUTICALS INC	82.	82.	
STANLEY BLACK DECKER INC	3,920.	3,920.	
STAPLES INC	2,025.	2,025.	
STARBUCKS CORP	420.	420.	
STATE STR CORP	5,880.	5,880.	
STERLING FINL CORP SPOKANE	116.	116.	
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
SVENSKA HANDELSBANKEN A UNSP A D R	373.	373.	
SWATCH GROUP AG A D R	160.	160.	
SYSTEMEX CORP UNSPON A D R	47.	47.	
TAIWAN SEMICONDUCTOR A D R	346.	346.	
TAL INTL GROUP INC	912.	483.	
TARGET CORPORATION	5,040.	5,040.	428.
TESCO PLC A D R	463.	463.	
TEXAS ROADHOUSE INC	492.	492.	
THOR INDUSTRIES INC	123.	123.	
TITAN INTL INC ILL	1.	1.	
TOYOTA MOTOR MTN 3.300% 1/12/22	5,995.	5,995.	
TRIUMPH GROUP INC	57.	57.	
TUPPERWARE BRANDS CORP	369.	369.	
TURKIYE GARANTI BANKASI A S A D R	302.	302.	
TWO HARBORS INVESTMENT CORP	808.	808.	
UMB FINL CORP	198.	198.	
UNI CHARM CORPORATION A D R	140.	140.	
UNILEVER PLC SP5D ADR	328.	328.	
UNITED TECHNOLOGIES CORP	11,235.	11,235.	
VALERO ENERGY CORP	1,149.	1,149.	
VERIZON COMMUNICATIONS	10,225.	10,225.	
WPP PLCSPONSORED A D R	619.	619.	
WAL MART STORES INC	16,880.	16,880.	
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	1,650.	1,650.	
WASTE MGMT INC DEL COM	12,960.	12,960.	
WELLPOINT INC	1,125.	1,125.	
WELLS FARGO & CO NEW	7,456.	7,456.	
WESBANCO INC	224.	224.	
WEYERHAEUSER CO 7.500% 3/01/13	22,500.	22,500.	
WINDSTREAM CORP	1,500.	836.	664.
XINYI GLASS HOLDINGS LTS A D R	88.	88.	
US BANK PC RESERVE MM SAVINGS E	744.	744.	
ALTERRA CAPITAL HOLDINGS LTD	164.	164.	

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STATEMENT 6

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
ACCENTURE PLC CL A	17,820.	17,820.	
BUNGE LIMITED	172.	172.	
	-----	-----	-----
TOTAL	557,840.	555,175.	2,664.
	=====	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	7,500.			7,500.
TOTALS	7,500.	NONE	NONE	7,500.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,700.			1,700.
TOTALS	1,700.	NONE	NONE	1,700.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSES - 2%	96,697.	87,027.	9,670.
TOTALS	96,697.	87,027.	9,670.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
FEDERAL TAX PAYMENT - PRIOR YE	2,629.	2,629.
FEDERAL ESTIMATES - PRINCIPAL	433.	
FOREIGN TAXES ON QUALIFIED FOR	6,400.	
FOREIGN TAXES ON NONQUALIFIED	198.	198.
	55.	55.
	-----	-----
TOTALS	9,715.	2,882.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OHIO ATTORNEY GENERAL	200.		200.
INSURANCE	2,333.	700.	1,633.
ADR FEES	751.	751.	
ASSOC OF SMALL FOUNDATIONS	725.	217.	508.
CEMETERY MAINTENANCE	4,305.		4,305.
WEBSITE MAINTENANCE	1,090.		1,090.
TOTALS	9,404.	1,668.	7,736.
	=====	=====	=====

SLEMP FOUNDATION 15-7700

31-6025080

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION

PURCHASE ACCRUED INTEREST

605.

1,464.

1,464.

TOTALS

605.

1,464.

1,464.

=====

=====

=====

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ABBOTT LAB	55,100.	26,434.	34,880.
ALLERGAN INC	71,465.	71,465.	126,360.
ALLSTATE CORP	204,205.	204,205.	211,728.
ASHFORD HOSPITALITY	12,877.	8,112.	9,801.
AMERICAN ELECTRIC POWER	37,860.	37,860.	44,780.
AMERICAN EQUITY INVT LIFE	11,806.	13,746.	18,369.
AMERICAN EXPRESS	79,340.	79,340.	149,520.
AMTRUST FINANCIAL SERVICES	4,643.	4,133.	13,066.
APACHE CORP	118,388.		
APPLE INC	210,396.	355,233.	396,530.
ARCTIC CAT INC		15,244.	19,296.
ATT INC	74,092.	74,092.	77,880.
B E AEROSPACE INC	12,431.		
BANK OF THE OZARKS	9,773.		
BARD C R INC	144,846.	120,705.	271,700.
BERRY PETE CO	5,240.		
BRIGHTPOINT INC	7,739.		
BUFFALO WILD WINGS	9,723.	7,732.	13,655.
BURNING TREE CLUB CORP	1.	1.	1.
CARDTRONICS INC	9,844.	12,762.	18,906.
CASH AMERICA INTL	7,608.		
CATERPILLAR INC	152,940.	152,940.	164,980.
CENTENE CORP	11,422.	11,422.	17,469.
CHEVRON CORP	223,807.	223,807.	355,020.
CINEMARK HLDS	16,881.	11,951.	18,148.
CLECO CORP	9,163.		
COCA COLA CO	114,798.	114,797.	184,506.
COMCAST CORP CL A	35,400.	35,400.	83,500.
CONOCOPHILLIPS	96,127.	96,127.	121,000.

SLEMP FOUNDATION 15-7700

31-6025080

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
CRANE CO	10,590.	7,575.	12,104.
CYBERONICS INC	8,585.	11,498.	16,056.
DOW CHEMICAL CO	24,360.		
DUKE ENERGY	189,903.	189,903.	364,500.
DUPONT FABROS TECHNOLOGY	8,543.		
ENERSYS	6,121.	7,190.	17,556.
ENTEGRIS INC	8,603.	8,603.	11,196.
EXXON MOBIL CORP	4,045.	3,339.	813,150.
FED EX CORP	173,811.		
FINISAR CORP	6,444.	11,905.	12,407.
FIRST ENERGY CORP	36,000.	36,000.	37,340.
FLUSHING FINANCIAL CORP	5,012.		
GARDNER DENVER INC	3,823.		
GENERAL CABLE CORP	10,690.		
GENERAL ELECTRIC CO	249,707.	249,707.	486,990.
GENERAL MILLS	66,670.	66,670.	97,060.
GEOEYE INC	15,599.		
GOLDMAN SACHS GROUP	519,014.	315,110.	302,500.
GT SOLAR INTERNATIONAL INC	5,879.		
GULPORT ENERGY CORP	7,975.		
HANGER ORTHOPEDIC GROUP	9,757.	9,757.	17,744.
HARMONIC INC	8,820.		
HEALTH MGMT ASSOC INC	13,085.		
ICU MED INC	10,521.	5,917.	14,196.
ILLINOIS TOOL WORKS	46,950.	46,950.	69,170.
INTEL CORP	119,363.	119,363.	329,528.
IBM CORP	298,838.	298,838.	573,330.
INTUIT INC	247,581.	247,581.	708,064.
J C PENNEY CO	38,730.		

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
J P MORGAN CHASE	167,000.	167,000.	211,160.
JOHNSON & JOHNSON	289,562.	289,562.	429,300.
J2 GLOBAL COMM ONC	8,111.	10,456.	17,174.
KAPSTONE PAPER & PACKAGING COR	12,718.	6,616.	15,228.
LAKELAND FINANCIAL CORP	7,843.	7,843.	10,351.
LIFEPOINT HOSPITALS INC	11,239.		
LITTELFUSE INC	4,597.	11,223.	15,817.
LOWES CO INC	157,350.	157,350.	245,400.
LSB INDS INC	2,636.	12,843.	13,928.
MARATHON OIL CORP	135,101.	135,101.	396,633.
MASTEC INC	12,601.	8,019.	23,721.
MATTEL INC	72,372.	72,372.	135,930.
MAXIMUS INC	12,697.	9,179.	21,301.
MCDONALDS CORP	108,978.	108,978.	198,000.
MEASUREMENT SPECIALTIES INC	5,723.	5,723.	11,167.
MEDIDATA SOLUTIONS INC	10,501.		
MEDNAX INC	8,576.	10,729.	18,408.
MEDTRONIC INC	263,385.	263,385.	370,584.
MICROS SYS INC	7,292.	9,580.	12,168.
MULTI FINELINE ELECTRONIX	10,169.	14,599.	10,189.
NETGEAR INC	8,811.	10,852.	12,491.
NEWMONT MINING CORP	50,048.	50,048.	29,950.
NEXTERA ENERGY INC	91,548.	91,548.	122,220.
NIKE INC	99,188.	99,188.	191,040.
NORTHWEST BANCSHARES INC	4,440.		
NUCOR CORP	39,136.		
OIL STATES INTL INC	8,359.	5,860.	9,727.
PEPSICO	47,888.	47,888.	425,308.
PERICOM SEMICONDUCTOR	12,238.	10,451.	8,110.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
PERRY ELLIS INTERNATIONAL	8,258.		
PFIZER INC	165,701.	165,701.	205,173.
PIOCHE ELY VY MINES	49.	49.	
PRAXAIR INC	138,832.	138,832.	460,640.
PROASSURANCE CORP	12,364.		
P & G	1,094.	881.	384,950.
PROSPERITY BANCSHARES INC	11,698.	15,608.	19,369.
PUBLIC SVC ENTERPRISE	30,480.	30,480.	32,660.
QUALCOMM INC	271,960.	271,960.	458,175.
RENASANT CORP	7,869.		
SONIC AUTOMOTIVE INC	13,088.	8,189.	11,162.
STANLEY BLACK DECKER INC	126,270.	126,270.	154,600.
STAPLES INC	85,285.		
STATE STR CORP	260,846.	260,846.	391,260.
STONE ENERGY CORP	9,235.	13,522.	15,157.
SYNNEX CORP	10,175.		
T ROWE PRICE	106,300.	106,300.	146,400.
TAL INTL GROUP	12,526.	13,373.	17,079.
TARGET CORP	79,341.	79,341.	241,010.
TENNECO AUTOMOTIVE INC	13,827.	16,336.	20,195.
TEXAS ROADHOUSE	15,108.	13,356.	22,093.
TITAN MACHY INC	13,180.		
TRIUMPH GROUP	14,733.	16,168.	27,465.
TUPPERWARE BRANDS CORP	8,553.	8,553.	16,859.
TWO HARBORS INVESTMENT	12,234.		
UMB FINL CORP	10,325.		
UNITED TECHNOLOGIES CORP	221,850.	110,925.	278,820.
VEECO INSTRS INC	6,801.		
VERIZON COMM INC	171,664.	171,664.	251,700.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
VOLTERRA SEMICONDUCTOR	9,209.	10,854.	7,769.
WAL MART STORES	55,295.	43,725.	670,410.
WASTE MGMT INC	216,154.	216,154.	362,970.
WELLS FARGO	200,913.	249,678.	338,331.
WESBANCO INC	6,335.	6,335.	8,220.
WINDSTREAM CORP	26,140.		
WORLD ACCEP CORP	6,958.		
ACCENTURE PLC	300,840.	250,700.	719,600.
AIR LIQUIDE	25,620.	25,617.	30,245.
ALLIANZ SE A D R	18,451.	23,043.	27,277.
AMERICA MOVIL A D R	16,554.		
ARM HLDGS PLC	15,189.	8,501.	16,485.
ATLAS COPCO AB	8,944.	8,944.	12,936.
B G GROUP P L C	13,863.	13,863.	14,331.
BUNGE LIMITED	6,990.	16,659.	18,117.
CANADIAN NATL RY	12,170.	12,170.	16,828.
CANON INC SPONS	16,430.		
COCHLEAR LTD UNSPON	10,579.	10,579.	9,229.
CSL LIMITED A D R	7,446.	7,446.	15,053.
DASSAULT SYSTEMS SA	18,157.	18,157.	33,966.
DBS GROUP HLDS	12,745.	12,745.	13,509.
ERSTE GROUP BANK	23,598.		
FANUC LTD	17,517.	17,517.	21,463.
FRESENIUS MED CARE	18,886.	25,990.	29,309.
HOYA CORP A D R	14,648.		
HSBC HOLDINGS PLC	10,106.		
ICICI BANK LIMITED	20,003.	20,003.	17,978.
IMPERIAL OIL	12,236.	12,236.	11,998.
ITAU UNIBANCO HOLDINGS	11,621.	24,931.	19,496.

SLEMP FOUNDATION 15-7700

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
JGC CORP	8,151.	21,050.	25,577.
LI FUNG LTD	31,180.		
LONZA GROUP AG	13,139.	15,470.	16,799.
LOREAL CO	15,244.	15,244.	23,455.
LVMH MOET HENNESSY LOU VUITT	8,195.	8,195.	10,375.
MTN GROUP LTD	7,586.	7,586.	8,649.
NESTLE SA SPONSORED	24,774.	24,774.	32,956.
NOVARTIS AG	8,735.		
NOVO NORDISK AS		11,038.	10,228.
OAD GAZPROM SPON	7,065.	11,118.	6,938.
PETROLEO BRASILEIRO	15,905.	10,618.	6,289.
QIAGEN NV	10,948.		
ROCHE HLDG LTD	15,127.	15,127.	27,221.
SAP AG	23,765.	23,765.	34,813.
SASOL LTD	7,172.	7,172.	7,623.
SCHLUMBERGER LTD	22,260.	15,759.	17,198.
SCHNEIDER ELECT	17,883.	17,883.	19,624.
SONOVA HOLDING	12,707.	7,610.	9,366.
SWATCH GROUP	11,177.	8,392.	12,276.
TAIWAN SEMICONDUCTOER	6,988.	20,845.	28,634.
TESCO PLC	13,045.	13,045.	10,141.
TURKIYE GARANTI BANKASI	20,878.	20,878.	16,430.
UNICHARM CORP	15,340.	15,340.	21,241.
UNILEVER PLC	7,140.	7,140.	10,355.
WPP PLC SPONSORED	16,894.	16,894.	26,129.
ALERE INC	7,364.	12,272.	12,985.
AMERICAN AXLE & MFG	16,257.	8,558.	18,649.
AMERICAN STATES WATER CO	10,467.	5,064.	7,889.
AMERISTAR CASINOS	17,255.		

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15-7700

STATEMENT 19

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ATWOOD OCEANICS	11,334.	14,327.	16,604.
AZZ INCORPORATED	8,432.	10,595.	13,959.
BERKSHIRE HILLS	5,575.	5,575.	6,773.
BRANDYWINE REALTY	11,845.	7,754.	11,492.
CHEMICAL FINANCIAL CORP	6,714.	6,714.	8,005.
CHESAPEAKE LODGING TR	10,110.	10,092.	11,726.
COMMUNITY BK SYS	6,894.		
COMMUNITY TR BANCORP INC	5,839.	5,839.	6,340.
DARLING INTL	10,667.		
DSW INC CL A	12,371.	9,823.	16,898.
DU PONT E I DE NEMOURS	48,373.		
FIRST FINANCIAL BANCORP	11,079.		
JOHNSON CONTROLS	63,140.		
MARATHON PETROLEUM CORP	91,388.	91,388.	407,529.
METROPOLITAN HEALTH NETWORKS	5,413.		
MONEYGRAM INTERNATIONAL	7,080.		
MOOG INC CLASS A	8,770.	12,149.	15,047.
MYRIAD GENETICS	7,455.	9,717.	10,694.
NU SKIN ENTERPRISES	13,366.	9,992.	13,385.
P M C SIERRA	5,136.		
P P G INDS	135,866.	135,866.	219,615.
PAR PHARMACEUTICAL	6,580.		
PHILLIPS 66	28,567.	28,567.	58,910.
PRIMORIS SERVICES CORP	10,499.	10,499.	13,548.
RAMCO-GERSHENSON PPTYS	10,155.	7,907.	11,756.
RUE21 INC	9,398.		
SABRA HEALTH CARE REIT	11,949.	5,850.	11,958.
SKULLCANDY INC	9,588.		
SPIRIT AIRLINES INC	8,269.	8,958.	17,002.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SWIFT TRANSPORTATION	7,270.	12,407.	19,219.
TITAN INTL INC	6,228.		
WALGREEN CO	66,340.		
PROTECTIVE LIFE CORP	8,724.	8,724.	19,704.
AIA GROUP	16,451.	19,643.	23,430.
ANHEUSER BUSH	12,316.	15,316.	18,864.
NOKIAN TYRES OYJ UNSPON	9,647.	13,727.	12,788.
SYMEX CORP UNSPON	8,714.	12,918.	20,974.
ABBVIE INC		28,666.	41,340.
AFLAC INC		49,790.	58,120.
BIO REFERENCE LABS		15,412.	16,675.
BLUCORA INC		12,555.	14,480.
CARMIKE CINEMAS INC		8,510.	9,022.
CELADON GROUP INC		10,084.	9,819.
CNO FINANCIAL		14,189.	15,876.
CST BRANDS INC		7,797.	9,058.
ELECTRONICS FOR IMAGING		14,029.	17,002.
EPL OIL GAS INC		12,177.	16,119.
FIRSTMERIT CORP		15,599.	20,350.
GRAPHIC PACKING HLDG		16,307.	17,477.
HILLTOP HOLDINGS		15,122.	15,514.
HOME BANCSHARES INC		8,282.	11,635.
LITHIA MOTORS INC		6,274.	12,475.
MACK CALI REALTY		12,307.	11,021.
MADDEN STEVEN LTD		16,661.	16,739.
MATRIX SERVICE CO		8,771.	9,395.
MEDASSETS INC		17,249.	15,877.
MERITOR INC		8,265.	8,150.
MICROSEMI CORP		11,024.	13,445.

SLEMP FOUNDATION 15-7700

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MYR GROUP INC		7,463.	6,457.
NEW RESIDENTIAL		8,978.	8,984.
NEW CASTLE INVT		14,299.	10,408.
ORBITAL SCIENCES CORP		14,436.	18,308.
PACWEST BANCORP		15,500.	17,654.
PENNYMAC MTG INV		14,863.	13,661.
QUESTCOR PHARMACEUTICALS		12,813.	12,678.
ROSETTA RESOURCES		18,281.	16,795.
RPX CORP		6,518.	7,997.
RUDOLPH TECH INC		9,449.	8,758.
SAPIENT CORP		10,829.	12,407.
SINCLAIR BROADCAST GROUP		10,250.	17,152.
STARBUCKS		112,630.	131,020.
STERLING FINL CORP SPOKANE		16,411.	17,550.
TEREX CORP NEW		14,562.	14,938.
TETRA TECH INC		14,303.	12,366.
THOR INDUSTRIES INC		15,771.	20,508.
U S AIRWAYS GROUP		6,898.	6,650.
UNISYS CORP		12,645.	14,346.
VALERO ENERGY CORP		86,878.	92,141.
WABASH NATL CORP		11,377.	10,964.
WELLPOINT INC		98,685.	122,760.
YAHOO INC		50,895.	72,877.
XINYI GLASS HOLDINGS		6,477.	8,815.
BAIDU COM INC		13,821.	13,717.
BANCO BILBAO VIZCAYA		14,810.	12,657.
BAYERISCHE MOTOREN WERKE		10,680.	9,613.
HONG KONG EXCHANGES		10,975.	10,172.
POTASH CORP OF SASKATCHEWAN		17,234.	15,405.

SLEMP FOUNDATION 15-7700

31-6025080

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

BEGINNING
BOOK VALUE

ENDING
BOOK VALUE

ENDING
FMV

SVENSKA HANDELSBANKEN

7,471.

9,094.

TOTALS

9,656,467.

9,324,464.

17,274,079.

SLEMP FOUNDATION 15-7700

31-6025080

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
BANK OF AMERICA 4.875	489,850.		
WEYERHAEUSER CO 7.50	299,952.		
GOLDMAN SACHS 5.250	200,756.	200,756.	202,468.
GEN ELEC CAP 5.625	99,896.	99,896.	113,267.
BOTTLING GROUP 5.125	105,644.	105,644.	113,859.
CISCO SYSTEMS 4.450	198,724.	198,724.	221,360.
BECTON DICKINSON 3.250	239,673.	239,673.	252,803.
DOVER CORP 4.300	259,310.	259,310.	270,873.
TOYOTO MOTOR CREDIT CORP	205,366.	205,366.	198,556.
BAXTER INTERNATIONAL 2.40		99,746.	92,377.
GENERAL DYNAMICS CORP 2.250		98,437.	90,476.
WALT DISNEY COMPANY 2.350		100,314.	92,380.
GENERAL ELEC CAP CORP 3.10		101,499.	94,467.
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TOTALS	2,099,171.	1,709,365.	1,742,886.
	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	-----
IPATH DOW JONES UBS COMM	C	101,580.		
ISHARES BARCLAYS AGGREGATE	C	264,229.		
ISHARES BARCLAYS TIPS BOND	C	256,932.	256,932.	268,824.
ISHARES S & P PREF STK	C	77,720.	178,007.	175,778.
PIMCO TOTAL RETURN FD	C	459,716.	559,716.	558,037.
SPDR GOLD	C	383,018.	195,842.	217,376.
SLEMP CEMETERY TURKEY COVE	C	1.		
ISHARES MSCI EMERGING MKTS	C	327,071.	327,071.	300,300.
MIDCAP SPDR TR	C	120,527.	120,527.	143,919.
ISHARES CORE TOTAL US BOND	C		264,229.	268,025.
ISHARES IBOX INVESTMENT GRADE	C		100,576.	93,761.
		-----	-----	-----
TOTALS		1,990,794.	2,002,901.	2,026,020.
		=====	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	8.
RETURN OF CAPITAL ADJUSTMENT	3,776.

TOTAL	3,784.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: U.S. BANK, N.A.

ADDRESS: P.O. BOX 1118, ML: CN-OH-W10X
CINCINNATI, OH 45201-1118

TELEPHONE NUMBER: (513) 762-8878

RECIPIENT NAME:

THE SLEMP FOUNDATION

ADDRESS:

C/O U.S BANK, N.A. P.O. 5208 ML: CN-OH-W7PT

CINCINNATI, OH 45201-5208

RECIPIENT'S PHONE NUMBER: 513-762-8878

FORM, INFORMATION AND MATERIALS:

APPLICATIONS FOR THE SCHOLARSHIPS & GRANT INSTRUCTIONS ARE AVAILABLE
ON THE FOUNDATION'S WEBSITE

SUBMISSION DEADLINES:

SCHOLARSHIPS 10/15 FOR NEXT FALL SEMESTER, GRANTS HAVE NO DEADLINE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CHARITABLE GRANTS MUST BENEFIT THE RESIDENTS OF LEE OR WISE

COUNTIES, VIRGINIA. SCHOLARSHIP RECIPIENTS MUST BE A RESIDENT OF LEE
OR WISE COUNTY, VIRGINIA; OR A DESCENDANT OF A RESIDENT, THEREOF.

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	35,000.00	CHARITABLE CONTR- W CAMPBELL EDMONDS MEMORIAL CONCERT SERIES
HOSPICE SUPPORT SERVICES OF THE LENOWISCO AREA 313 WEST MAIN ST APPALACHIA, VA 24216	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- OPERATING FUNDS GRANT
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	25,000.00	CHARITABLE CONTR- PUBLIC SCHOOL PROGRAMS 2013/2014
FRIENDS OF THE SOUTHWEST VA MUSEUM P O BOX 294 BIG STONE GAP, VA 24219	NONE	PUBLIC	18,000.00	CHARITABLE CONTR- 2013 GATHERING IN THE GAP FESTIVAL
COALFIELD WATER DEVELOPMENT FUND P O BOX 34 BIG STONE GAP, VA 24219	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- DRINKING WATER SYSTEM CONSTRUCTION LEE & WISE CO
BOY SCOUTS OF AMERICA SEQUOYAH COUNCIL 713 P O BOX 3010 JOHNSON CITY, TN 37602	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- SCHOLARSHIP AND MATERIALS
LONESOME PINE ARTS AND CRAFTS, INC P O BOX 1976 BIG STONE GAP, VA 24219	NONE	PUBLIC	4,045.00	CHARITABLE CONTR- GRANT FOR 50TH ANNIVERSARY CD

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	14,000 00	CHARITABLE CONTR- 4-H ACTIVITIES FOR LEE & WISE COUNTY YOUTH
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	15,000 00	CHARITABLE CONTR- LEE COUNTY PROGRAMS 2013/2014
WILLIAM KING MUSEUM P O BOX 2256 ABINGDON, VA 24212-2256	NONE	PUBLIC	14,322 00	CHARITABLE CONTR- VANGOUGH OUTREACH PROGRAM
SEMINARY METHODIST CHURCH 1322 SHAWNEE AVE BIG STONE GAP, VA 24219	NONE	PUBLIC	1,000 00	CHARITABLE CONTR- CHRISTMAS OUTREACH
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	3,500.00	CHARITABLE CONTR- LEE COUNTY GARDEN PROGRAM
MOUNTAIN EMPIRE COMMUNITY COLLEGE FDN 3441 MOUNTAIN EMPIRE RD BIG STONE GAP, VA 24219	NONE	PUBLIC	182,500 00	CHARITABLE CONTR- TITLE III ENDOWMENT CHALLENGE GRANT
EASTSIDE HIGH SCHOOL P O BOX 2036 COEBURN, VA 24230	NONE	PUBLIC	7,000 00	CHARITABLE CONTR- SPRING MUSICAL PRODUCTION

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
MOUNTAIN EMPIRE COMMUNITY COLLEGE FDN 3441 MOUNTAIN EMPIRE RD BIG STONE GAP, VA 24219	NONE	PUBLIC	25,000.00	CHARITABLE CONTR- BUCCANEER SCHOLARSHIP FUND
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	30,000.00	CHARITABLE CONTR- UNDERGRADUATE RESEARCH
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	33,333.33	CHARITABLE CONTR- APPALACHIAN WARFARE PROJECT
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	60,000.00	CHARITABLE CONTR- APPALACHIAN WRITING PROJECT
LONESOME PINE ARTS AND CRAFTS, INC P O BOX 1976 BIG STONE GAP, VA 24219	NONE	PUBLIC	4,126.00	CHARITABLE CONTR- PROGRAM FOR WISE COUNTY 5TH GRADE
VIRGINIA STATE PARKS FDN DEPT. OF CONSERVATION & REC 203 GOVERNOR ST, SUITE 302 RICHMOND, VA 23219-2010	NONE	GOVERNMENT	10,000.00	CHARITABLE CONTR- SOUTHWEST VIRGINIA MUSEUM
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- GENERAL SCHOLARSHIPS LEE & WISE COUNTY STUDENTS

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	25,000.00	CHARITABLE CONTR- DAVID PRIOR ENDOWED SCHOLARSHIP
SEMINARY METHODIST CHURCH 1322 SHAWNEE AVE BIG STONE GAP, VA 24219	NONE	PUBLIC	5,419 02	CHARITABLE CONTR- NEW KITCHEN EQUIPMENT
MOUNTAIN EMPIRE COMMUNITY COLLEGE FDN 3441 MOUNTAIN EMPIRE RD BIG STONE GAP, VA 24219	NONE	PUBLIC	30,000 00	CHARITABLE CONTR- GOVERNOR'S SCHOOL FOR LEE & WISE COUNTIES
MOUNTAIN EMPIRE COMMUNITY COLLEGE FDN 3441 MOUNTAIN EMPIRE RD BIG STONE GAP, VA 24219	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- PARTNERSHIP FOR MATH SUCCESS
LONESOME PINE ARTS AND CRAFTS, INC P O BOX 1976 BIG STONE GAP, VA 24219	NONE	PUBLIC	23,190.00	CHARITABLE CONTR- CAPITAL IMPROVEMENT AND COSTUMES
LEE COUNTY HEAD START P O BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	8,500 00	CHARITABLE CONTR- DOLLY PARTON IMAGINATION LIBRARY PROGRAM
LEE COUNTY HEAD START P O BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	7,000.00	CHARITABLE CONTR- BOOK-A-MONTH PROGRAM

SLEMP FOUNDATION

31-6025080

ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
BRAIN INJURY SERVICES OF SOUTHWEST VIRGINIA 1024 PARK AVENUE NW NORTON, VA 24273	NONE	PUBLIC	5,000 00	CHARITABLE CONTR- COMMUNITY SUPPORT SERVICES LEE & WISE COUNTIES
APPALACHIA ELEMENTARY SCHOOL P O BOX 430 3965 KENT JUNCTION ROAD APPALACHIA, VA 24216	NONE	PUBLIC	5,200 00	CHARITABLE CONTR- E-READERS AND E-BOOKS LIBRARY MEDIA CENTER
POWELL VALLEY MIDDLE SCHOOL 3137 2ND AVENUE E BIG STONE GAP, VA 24219	NONE	PUBLIC	5,000 00	CHARITABLE CONTR- E-READERS AND E-BOOKS LIBRARY MEDIA CENTER
TOWN OF PENNINGTON GAP 204 CONSTITUTION ROAD PENNINGTON GAP, VA 24277	NONE	GOVERNMENT	204,100 00	CHARITABLE CONTR- LEE THEATER/LEARNING CENTER
UNION HIGH SCHOOL TWO CHAMPIONS AVENUE BIG STONE GAP, VA 24219	NONE	PUBLIC	21,718 50	CHARITABLE CONTR- MUSICAL INSTRUMENTS
EPISCOPAL RETIREMENT HOMES C/O DEUPREE HOUSE 3939 ERIE AVENUE CINCINNATI, OH 45208	NONE	PUBLIC	500.00	CHARITABLE CONTR- MEMORIAL CONTRIBUTION - IRENE C REID
TOTAL CHARITABLE CONTRIBUTIONS:			872,453 85	

SLEMP FOUNDATION

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ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
STEPHEN BOST	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015 UNIVERSITY OF VIRGINIA
MICHAEL T. HENSLEY	NONE	N/A	1,250	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
CASEY R. GAMBLE- TAYLOR	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
JORDAN N GIBSON	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, VIRGINIA POLYTECHNIC STATE
ROBERT A. VANGUNDY	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, COLLEGE OF WILLIAM AND MARY
RUEY-SHYANY LIN	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
DUSTIN G FERRELL	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
ASHLEE N. CHILDRESS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
HALEY HUNSUCKER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
OLIVIA OSBORNE	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
HELEN OSBORNE	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
ANNA C HUBBARD	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
BREANNA F KELLY	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
JESSE D DANIELS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
BRITTANY V RATLIFF	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, RADFORD UNIVERSITY
KAYLA N DEUR	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, EAST TENNESSEE STATE UNIVERSITY
ASHLEY R MARCUM	NONE	N/A	1,250	TUITION PAYMENT- CLASS OF 2013, HOLLINS UNIVERSITY
JOHN A. TRENT	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
ANNA P. SKINNER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
LESLIE J PURCELL	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
SIA SLOCE	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, SHENANDOAH UNIVERSITY
CIERRA BROOKS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
ASHTON GARDNER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
AMBERLY DIETS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015 MOUNTAIN EMPIRE COMM COLLEGE
MORGAN T LEGG	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
SARAH E BEAUCHAMP	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
JOSEPH S BRIGHT II	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
ANDREW J. ADKINS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, EAST TENNESSEE STATE
HANNAH L HAMPTON	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE

SLEMP FOUNDATION

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ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR	FOUNDATION STATUS	OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
KATIE L. STALLARD	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
ANTHONY R. DAVIS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL UNIVERSITY
JUSTIN R. MOSIER	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, EAST TENNESSEE STATE UNIVERSITY
LORI J. MULLINS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA
VANESSA B. FLEMING	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA
LOGAN COMPTON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
BRITTANY L. BARNES	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
ASHLEY MINTON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
KODY H. GARDNER	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
AUTUMN B. MEADE	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
TYLER D. ROBBINS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
VON F. JESSEE	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
MORGAN ALEXIS SCARBERRY	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, CARSON NEWMAN COLLEGE
VALERIE C. GERFIN	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, EAST TENNESSEE UNIVERSITY
HANNAH B. BOLLING	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF SOUTH CAROLINA
ELIJAH S. WHITAKER	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
BRITTANY COLE HENSLEY	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, BEREA COLLEGE
ASHLEY TAYLOR	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
DALLAS MULLINS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, NORTH CAROLINA SCH OF THE ART
CHELSEA BOYD	NONE		N/A	1,250	TUITION PAYMENT- CLASS OF 2015, LINCOLN MEMORIAL UNIVERSITY
VICTORIA R. MCCONNELL	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
DILLON CLARK	NONE		N/A	2,500	TUITION PAYMENT- /CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
KATHERINE M. NELSON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
KATHERINE A. CORNETT	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, RADFORD UNIVERSITY
AUTUMN C. CHISENHALL	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA
MICHAEL B. HALL	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
DEANGELA V. STIDHAM	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
KINSEY L. HALL	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, MOUNTAIN EMPIRE COMM COLLEGE
AMY L. HOLBROOK	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE

SLEMP FOUNDATION

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ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
ASHLEY DUNFORD	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, WYTHEVILLE COMMUNITY COLLEGE
OLIVIA K SAMERDYKE	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, MARY BALDWIN COLLEGE
MARY WHITAKER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, BEREA COLLEGE
CHASE MORELOCK	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015 USAFA
WILLIAM GIPE II	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
JASMINE N MITCHELL	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
JOY N MITCHELL	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
ASHLYNN B DEAN	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
TYLER A. KISER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, WESTERN CAROLINA UNIVERSITY
CAMERON CURTIS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
CHELSEY R. RIVERS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL UNIVERSITY
SARAH M GROSECLOSE	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, ROANOKE COLLEGE
TOREY A DORTON	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
OLIVIA BROOKS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
JOSHUA HERRING	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, LINCOLN MEMORIAL UNIVERSITY
NOREEN REZA	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, YALE UNIVERSITY
DAKOTA B ICENHOUR	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
TYLER M ABSHER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, GEORGE MASON UNIVERSITY
KAYLA M SWINEY	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
ZACHARY E HOLCOMB	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
HANNAH M. DUFFY	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
KENDRIA E. JOHNSON	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, LIBERTY UNIVERSITY
YACHANG LIU	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
CECILIA C FLANARY	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
WILLIAM SLEMP	NONE	N/A	1,250	TUITION PAYMENT- CLASS OF 2015 LINCOLN MEMORAL COLLEGE
ELIZABETH STAPELTON	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
JASMINE SHOEMAKER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, JAMES MADISON UNIVERSITY
MARANDA N MILES	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL UNIVERSITY
JUSTIN INGRAM	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA

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RECIPIENT	RELATIONSHIP TO FUND MGR	FOUNDATION STATUS	OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
CAITLIN M ROBERTS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, EAST TENNESSEE STATE
HEATHER F WELCH	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNION COLLEGE
TYLER G MULLINS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, EAST TENNESSEE STATE
WESLEY T. POLLY	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, EMORY & HENRY COLLEGE
RACHEL L THOMPSON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
NICHOLAS B. A. AUSTIN	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF COLLEGE AT WISE
JENNIFER A VANCE	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
JESSE L HARTSOCK	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, MOUNTAIN EMPIRE COMM COLLEGE
AFTON D. COPE	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, EAST TENNESSEE SATE UNIVERSITY
ANGELITA T COMBS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
ELIZABETH HILL	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, FREE WILL BAPTIST BIBLE COLLEGE
TYLER HUGHES	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015 EAST TENNESSEE STATE
SIERRA G COMBS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
RYAN P PORTER	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
MOLLY D SLEMP	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, BELMONT UNIVERSITY
CANDACE L. SHORTT	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
CRAIG D. COPELAND	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, EAST TENNESSEE SATE UNIVERSITY
ANNA K CARTER	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, COLLEGE OF WILLIAM AND MARY
DELIA TOMLINSON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
SAMANTHA BALTHIS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
HILLARY HOWARD	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015 BEREAC COLLEGE
CAITLIN E ADKINS	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
ANGEL M LAWSON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, MOUNTAIN EMPIRE COMM COLLEGE
CHANNING T WEST	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
MITCHELL S MINAHAN	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
DANIELLE D HUTCHINSON	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
NATHANIEL C MARSHALL	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2016, COLLEGE OF WILLIAM & MARY
REBECCA L TATE	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2014, EAST TENNESSEE STATE UNIVERSITY
AARON CLARK	NONE		N/A	2,500	TUITION PAYMENT- CLASS OF 2015, COLLEGE OF CHARLESTON

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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
ANNA G CLARK	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, BAYLOR UNIVERSITY
MEGAN B POYNTER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, HANOVER COLLEGE
ASHLEY D GRIDER	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, RADFORD UNIVERSITY
KENNETH M D MCREYNOLDS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
LAUREN HATFIELD	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2012, MIDWAY SCHOOL OF PHARMACY
MICHAEL J. FOX, JR.	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, BEREA COLLEGE
CHLOE E. WARD	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF KENTUCKY
JACKSON AUSTIN	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
BRYAN MCKEEN	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, UNITED STATES MILITARY ACADEMY
STEVEN D HUBBARD	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL UNIVERSITY
OLIVIA BREEDING	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015, EAST TENNESSEE STATE UNIVERSITY
ANDREW L AYERS	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2016, LINCOLN MEMORIAL UNIVERSITY
ALEXANDRA D PETTEY	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL
ZACHARY DRESCH	NONE	N/A	2,500	TUITION PAYMENT- CLASS OF 2015 MIDDLE TENNESSEE STATE

TOTAL SCHOLARSHIPS

320,000 00

APPLICATION FOR EDUCATIONAL GRANT
FROM
THE SLEMP FOUNDATION
BIG STONE GAP, VIRGINIA

THE TRUSTEES UNDER THE
WILL OF C. BASCOM SLEMP
C/O U.S. BANK
TRUST DIVISION
P O. BOX 5208, M.L.: CN-OH-W7PT
CINCINNATI, OH 45201-5208

DATE OF APPLICATION

**APPLICATION MUST BE
POSTMARKED BY
OCTOBER 15th**

DEAR TRUSTEES:

I hereby make application for an educational grant for the school year from the Slemp Foundation. I have read the rules and regulations governing such grants and understand that any grants which may be made are subject to such regulations.

(Must be completed by applicant in Own Handwriting)

Name in full _____

♦ Home Address _____

♦ Mailing Address* _____
(Include City, State and Zip Code)

♦ Your place of birth (City, State and County): _____

♦ Telephone (____) - _____ Your social security number _____

♦ Date of Birth: _____ Marital Status: _____

♦ Are you a citizen of the United States? _____

♦ Name of school now attending _____ Year in school _____

♦ Date you will graduate _____ Major Subject _____

Father's/Guardian's name _____

♦ Home address _____

♦ Employer _____ Occupation _____

♦ Father's place of birth _____ County, State of _____

Mother's name _____

♦ Home address _____

♦ Employer _____ Occupation _____

♦ Mother's place of birth _____ County, State of _____

If you are not a current resident of Lee or Wise Counties, Virginia, please explain your connection to this area. _____

**This address will be used for all mailing until you otherwise notify the Trustees in writing*

Number of brothers and sisters _____ Their ages, and schools they attend:

Name of college you wish to attend _____

- ♦ Address of college _____
- ♦ Has the college accepted your application? _____
- ♦ In what subject do you plan to major? _____
- ♦ Type of degree or certificate you seek _____

What is your planned field of endeavor _____

The applicant is advised that it is the intent of the Trustees of the Slempp Foundation to grant funds only to those who are unable to provide all of their own funds and would otherwise be unable to continue their education. The following questions should be answered with this thought in mind

Why do you need aid? _____

Do you have any debts at this time? _____ How much? \$ _____

Do you have a (1) savings account? _____ (2) checking account? _____

Have you ever applied for funds from The Slempp Foundation before? _____ If so, when? _____

Have you received funds from The Slempp Foundation in prior years? _____

How much? _____ What years? _____

Have any of your brothers or sisters or parents received aid from the Slempp Foundation? _____

If yes, what are their names and when _____

Are you receiving, or expecting any other scholarships or grants for school this coming year? _____

(a) Type _____

(b) Amount _____

(c) From whom _____

Have you ever worked at a full or part time job? _____

JOB DESCRIPTION

EMPLOYER

LENGTH OF SERVICE

In what school activities have you participated? _____

Organizations of which you are a member _____

Honors you have received _____

List hobbies, if any _____

Military service, if any _____ Type of discharge _____

Are you in good health? _____

I have requested the following to write a letter of reference about me and mail it directly to The Slemp Foundation, c/o U.S. Bank Trust Division, P.O. Box 5208, M.L.: CN-OH-W7PT, Cincinnati, Ohio 45201-5208 I have also informed them the deadline for submitting the letters is October 15th

(Five references are required of students applying for the first time)

School authority _____

(Occupation) _____

(Occupation) _____

(Occupation) _____

(Occupation) _____

Estimated Annual College Expenses

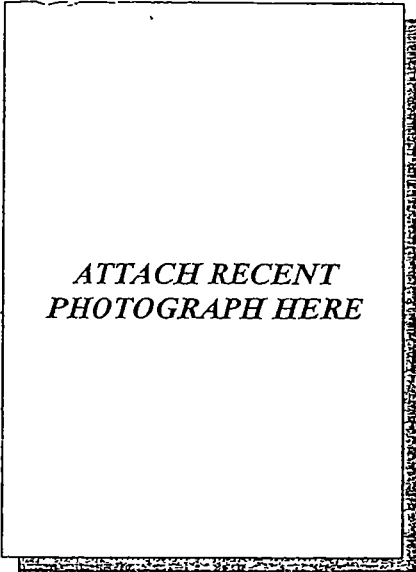
Name of College _____

For the period _____ to _____ for the _____ Year.
Fr., Soph., Jr., Sr.

MY ESTIMATED INCOME FOR ONE YEAR / MY ESTIMATED EXPENSES FOR ONE YEAR

Cash now on hand.	\$ _____	Tuition... ..	\$ _____
Parents contribution.. ..	\$ _____	Fees... ..	\$ _____
Other contributions.....	\$ _____	Room and board.....	\$ _____
Amount I will borrow	\$ _____	Personal expenses.....	\$ _____
Other scholarships.....	\$ _____		
		Total estimated expenses.....	\$ _____
		Difference between income and expenses.....	\$ _____

Payment of grants approved will be made in installments 1/2 on or about August 15th and 1/2 on December 15th.



I HEREBY CERTIFY THAT ALL OF THE ABOVE INFORMATION IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF. I ALSO AUTHORIZE THE SLEMP FOUNDATION TO USE MY NAME IN PUBLICATION UNLESS I OTHERWISE NOTIFY THEM IN WRITING.

SIGNATURE OF APPLICANT

TO BE COMPLETED BY THE PARENT OR GUARDIAN

Please provide any information which will assist us in the selection process.

I hereby certify that I have read the rules and regulations concerning the grant of funds by the Slemp Foundation. I further certify that I have read the information written on this form by my

(son, daughter, ward)

and such information is true to the best of my knowledge and belief.

SIGNATURE OF PARENT OR GUARDIAN