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 11-01-2012 , and ending 10-31-2013

Name of foundation
J ROGERS BADGETT SR FOUNDATION INC

A Employer identification number
31-1755149

Number and street (or P O box number if mail is not delivered to street address)
1822 N MAIN ST

Room/suite

B Telephone number (see instructions)
(270) 821-0408

City or town, state, and ZIP code
MADISONVILLE, KY 42431

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 25,651,563

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	7,718,396			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	61	61		
	4	Dividends and interest from securities	404,963	404,963		
	5a	Gross rents	2,140,559	2,140,559		
	b	Net rental income or (loss) -383,305				
	6a	Net gain or (loss) from sale of assets not on line 10	-53,040			
	b	Gross sales price for all assets on line 6a 1,492,359				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)	46,823	26,398		
	12	**Total.** Add lines 1 through 11	10,257,762	2,571,981		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	72,000	36,000		36,000
	14	Other employee salaries and wages	186,506	185,478		1,028
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	13,858	13,858		0
	b	Accounting fees (attach schedule)	10,420	5,210		5,210
	c	Other professional fees (attach schedule)	47,953	46,253		1,700
	17	Interest	295,430	295,430		0
	18	Taxes (attach schedule) (see instructions)	321,699	275,335		0
	19	Depreciation (attach schedule) and depletion	602,780	602,780		
	20	Occupancy	667	334		333
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,152,563	1,146,189		6,374
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,703,876	2,606,867		50,645
	25	Contributions, gifts, grants paid	389,741			389,741
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,093,617	2,606,867		440,386
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	7,164,145			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)				

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	13,811	99,913	99,913
2	Savings and temporary cash investments	463,468	320,261	320,261
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 page 15 of the 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	4,770	4,720	4,720
10a	Investments—U S and state government obligations (attach schedule)	647,543	754,402	771,182
b	Investments—corporate stock (attach schedule)	6,797,664	5,317,726	5,711,675
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ 25,478,140 Less accumulated depreciation (attach schedule) ▶ 3,639,564	11,385,798	21,838,576	18,263,398
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	472,968	480,414	480,414
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)	19,786,022	28,816,012	25,651,563
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)	6,247,282	6,078,259	
22	Other liabilities (describe ▶)	37,650	0	
23	**Total liabilities** (add lines 17 through 22)	6,284,932	6,078,259	
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	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	13,501,090	22,737,753	
30	**Total net assets or fund balances** (see page 17 of the instructions)	13,501,090	22,737,753	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	19,786,022	28,816,012	

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	13,501,090
2	Enter amount from Part I, line 27a	2	7,164,145
3	Other increases not included in line 2 (itemize) ▶	3	2,072,518
4	Add lines 1, 2, and 3	4	22,737,753
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,737,753

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)
1 a	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	1,492,359		1,545,399	-53,040
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-53,040
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-53,040
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	1,461,877	14,319,268	0 102092
2010	418,611	13,208,592	0 031692
2009	276,068	6,839,940	0 040361
2008	191,250	2,251,044	0 084961
2007	175,440	1,160,165	0 151220

2	**Total** of line 1, column (d).	2	0 410326
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 082065
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	20,141,326
5	Multiply line 4 by line 3.	5	1,652,898
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	1,652,898
8	Enter qualifying distributions from Part XII, line 4.	8	440,386

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 page 18 of the 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	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	0
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,640		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	4,640
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,640
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,640	**Refunded** ▶	11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BENTLEY F BADGETT II Telephone no ▶(270) 821-0408

Located at ▶1822 N MAIN ST BLDG A MADISONVILLE KY ZIP+4 ▶42431

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
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		No

See 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**

		Line	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 page 20 of the instructions)?	1b		No
	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		No

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 ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

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**

		Line	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		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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?	**6b**		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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BENTLEY F BADGETT II PO BOX 790 MADISONVILLE, KY 42431	PRESIDENT/DIRECTOR 25 00	72,000	0	0
THOMAS J EDWARDS 2632 COUNTRY CLUB DRIVE MADISONVILLE, KY 42431	VICE PRESIDENT/DIRECTOR 0 30	0	0	0
MARY RHEAETTA ASHBY 187 MORGAN LANE HOPKINSVILLE, KY 42240	DIRECTOR 0 10	0	0	0
CLAUDE R BADGETT 250 PIN OAK LANE MADISONVILLE, KY 42431	SEC/TREAS/DIRECTOR 0 10	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	0
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 NOT APPLICABLE	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,150,212
b	Average of monthly cash balances	1b	627,562
c	Fair market value of all other assets (see instructions)	1c	18,748,532
d	**Total** (add lines 1a, b, and c)	1d	26,526,306
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	6,078,259
3	Subtract line 2 from line 1d	3	20,448,047
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	306,721
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,141,326
6	**Minimum investment return.** Enter 5% of line 5	6	1,007,066

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	1,007,066
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a:		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b: 66,386		
c	Add lines 2a and 2b	2c	66,386
3	Distributable amount before adjustments Subtract line 2c from line 1	3	940,680
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	940,680
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	940,680

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	440,386
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	440,386
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	440,386

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					940,680
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.	729,301				
f **Total** of lines 3a through e.		729,301			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 440,386					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					440,386
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		500,294			500,294
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		229,007			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		229,007			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .	229,007				
e Excess from 2012. . . .					

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

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 organization 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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				389,741
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	61	
4 Dividends and interest from securities. . . .			14	404,963	
5 Net rental income or (loss) from real estate					
a Debt-financed property.	531120	341,340	16	-724,645	
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.	900001	26,398			
8 Gain or (loss) from sales of assets other than inventory			14	-53,040	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a FEDERAL TAX REFUND			01	20,425	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		367,738		-352,236	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 15,502

(See worksheet in line 13 instructions to verify calculations)

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

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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-09-11	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
BYRON T LARGEN CPA	BYRON T LARGEN CPA			P00232358
Firm's name ▶	MOUNTJOY CHILTON MEDLEY LLP		Firm's EIN ▶ 27-1235638	
Firm's address ▶	462 S FOURTH ST SUITE 2600 LOUISVILLE, KY 402023445		Phone no (502) 749-1900	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BOY SCOUTS OF AMERICA PO BOX 487 OWENSBORO,KY 42302	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	15,000
COLORADO SCHOOL OF MINES FOUNDATION INC 1232 W CAMPUS ROAD 4 GOLDEN,CO 80401	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	10,550
FRIENDS OF HOPKINS COUNTY COMMUNITY CLINIC 638 N FRANKLIN ST MADISONVILLE,KY 40202	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	1,500
MADISONVILLE COMMUNITY COLLEGE 2000 COLLEGE DRIVE MADISONVILLE,KY 42431	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	100,000
MSU FOUNDATION 150 UNIVERSITY BLVD MOREHEAD,KY 40351	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	128,053
OWENSBORO COMMUNITY & TECHNICAL COLLEGE FOUNDATION 4800 NEW HARTFORD RD OWENSBORO,KY 42303	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	35,160
WKU COLLEGE HEIGHTS FOUNDATION 1906 COLLEGE HEIGHTS BLVD BOWLING GREEN,KY 42101	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	94,478
OPERATION OPEN ARMS 1400 ENVOY CIRCLE LOUISVILLE,KY 40299	NONE	PUBLIC CHARITY	TO BE USED IN EXEMPT PURPOSE	5,000
Total . . . . ▶ **3a**				389,741

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization
J ROGERS BADGETT SR FOUNDATION INC

Employer identification number
31-1755149

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
J ROGERS BADGETT SR FOUNDATION INC

Employer identification number
31-1755149

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF J RODGERS BADGETT SR 1822 N MAIN ST MADISONVILLE, KY 42431	$ 7,701,245	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
2	ROGERS BADGETT ENTERPRISES 1822 N MAIN ST MADISONVILLE, KY 42431	$ 16,738	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
J ROGERS BADGETT SR FOUNDATION INC

Employer identification number
31-1755149

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	REAL ESTATE - PLAZA WEST	$ 7,650,000	2013-06-01

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
J ROGERS BADGETT SR FOUNDATION INC

Employer identification number
31-1755149

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,420	5,210		5,210

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2009-12-03	1,600,000		L		0	0		
PARKING & SIDEWALKS	2009-12-03	400,000	77,778	SL	15 000000000000	26,667	26,667		
BUILDING	2009-12-03	9,793,798	732,442	SL	39 000000000000	251,123	251,123		
BUILDING IMPROVEMENTS	2009-12-03	62,530	4,676	SL	39 000000000000	1,603	1,603		
HVAC	2011-10-11	22,700	631	SL	39 000000000000	582	582		
BUILDING IMPROVEMENTS	2011-06-30	28,400	971	SL	39 000000000000	728	728		
IMPROVEMENTS- NEW AUTO DOOR	2008-12-03	14,216	1,627	SL	39 000000000000	365	365		
LEASEHOLD IMPROVEMENTS	2008-08-15	17,333	2,601	SL	15 000000000000	578	1,156		
ELEVATOR- UPDATE CARS AND ELECTRONICS	2008-07-30	60,619	7,576	SL	39 000000000000	1,554	1,554		
VEHICLES- F-150	2008-07-31	17,500	8,246	200DB	5 000000000000	504	2,625		
PARKING LOT	2008-01-01	71,640	23,880	SL	15 000000000000	4,776	4,776		
VEHICLES- MERCURY MARINER	2008-07-31	18,945	8,897	200DB	5 000000000000	575	2,842		
BUILDING & COMPONENTS	2009-12-31	237,601	21,068	SL	39 000000000000	6,092	6,092		
CARPET & DRAPES	2009-12-31	30,074	12,439	200DB	5 000000000000	1,039	6,015		
TENANT IMPROVEMENTS	2009-12-31	24,111	2,814	SL	15 000000000000	804	1,607		
BUILDING & COMPONENTS	2010-06-15	17,636	1,337	SL	39 000000000000	452	452		
SLAP OUT PROPERTY (REAL ESTATE)	2011-04-18	150,000		L		0	0		
PARKING DECK	2010-06-15	24,500	2,043	SL	15 000000000000	817	1,633		
TENANT IMPROVEMENTS	2010-06-15	227,480	17,256	SL	39 000000000000	5,833	5,833		
REPLACE RTU (CLIMATEC LLC)	2012-06-15	17,989	173	SL	39 000000000000	461	461		
SEAL EXTERIOR OF BUILDING (ADVANCED SEALANTS LLC)	2012-06-20	6,275	60	SL	39 000000000000	161	161		
HOLLAND ROOFING 8/12 REPLACEMENT	2012-08-31	79,458	424	SL	39 000000000000	2,037	2,037		
ADVANCE SEALANT WATERPROOF	2012-09-30	18,825	60	SL	39 000000000000	483	483		
ADVANCE SEALANT WATERPROOF	2012-10-25	18,825	20	SL	39 000000000000	483	483		
REPLACE WATER HEATER (GALLAHUE PLUMBING)	2012-08-06	4,390	157	200DB	7 000000000000	1,209	627		
BUILDING & COMPONENTS	2012-12-31	342,210	4,022	SL	39 000000000000	7,678	7,678		
CARPET & DRAPES	2012-12-31	5,594	560	200DB	5 000000000000	3,356	932		
FURNITURE & FIXTURES	2012-12-31	160	12	200DB	7 000000000000	91	19		
TENANT IMPROVEMENTS	2012-12-31	303,504	3,567	SL	39 000000000000	6,809	6,809		
ADVANCE PARMERICA ENVELOPE SEALANTS	2012-11-25	9,413		SL	39 000000000000	221	221		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
ADVANCE PARMERICA ENVELOPE SEALANTS	2012-12-25	9,413		SL	39 000000000000	201	201		
CONSTRUCTION MGMT FEE	2013-01-23	7,111		SL	39 000000000000	137	137		
HVAC REPLACEMENT	2013-01-30	4,206		SL	39 000000000000	81	81		
RESURFACE PARKING LOT	2013-04-12	184,585		SL	15 000000000000	7,178	7,178		
CONSTRUCTION MGMT FEE	2013-04-25	9,229		SL	39 000000000000	118	118		
OFFICE BUILDING	2005-06-06	9,750,000	2,000,000	SL	39 000000000000	250,000	250,000		
ELEVATOR	2007-01-01	352,833	57,675	SL	39 000000000000	9,047	9,047		
CARPET	2007-01-01	10,659	10,659	200DB	5 000000000000	0	0		
FURNITURE & FIXTURES	2007-01-01	8,403	8,028	200DB	7 000000000000	250	375		
IMPROVEMENTS	2007-01-01	94,392	15,428	SL	39 000000000000	2,420	2,420		
CARPET & DRAPES	2010-06-15	1,905	678	200DB	5 000000000000	110	381		
BUILDING & COMPONENTS	2011-12-31	194,861	7,286	SL	39 000000000000	4,996	4,996		
PARKING DECK	2011-12-31	5,998		SL	15 000000000000	0	400		
TENANT IMPROVEMENTS	2011-12-31	45,287	1,693	SL	39 000000000000	1,161	1,161		
TENANT IMPROVEMENTS	2013-10-31	1,249,594		SL	39 000000000000	0	0		

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TY 2012 Investments Corporate Stock Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HILLIARD LYONS - STOCKS AND MUTUAL FUNDS	5,317,726	5,711,675

TY 2012 Investments Government Obligations Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	754,402
State & Local Government Securities - End of Year Fair Market Value:	771,182

TY 2012 Investments - Land Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	1,600,000	0	1,600,000	
PARKING & SIDEWALKS	400,000	104,445	295,555	
BUILDING	9,793,798	983,565	8,810,233	
BUILDING IMPROVEMENTS	62,530	6,279	56,251	
HVAC	22,700	1,213	21,487	
BUILDING IMPROVEMENTS	28,400	1,699	26,701	
IMPROVEMENTS- NEW AUTO DOOR	14,216	1,992	12,224	
LEASEHOLD IMPROVEMENTS	17,333	11,846	5,487	14
ELEVATOR- UPDATE CARS AND ELECTRONICS	60,619	9,130	51,489	
VEHICLES- F-150	17,500	17,500	0	14
PARKING LOT	71,640	28,656	42,984	
VEHICLES- MERCURY MARINER	18,945	18,945	0	14
BUILDING & COMPONENTS	237,601	27,160	210,441	
CARPET & DRAPES	30,074	28,515	1,559	
TENANT IMPROVEMENTS	24,111	15,674	8,437	
BUILDING & COMPONENTS	17,636	1,789	15,847	
SLAP OUT PROPERTY (REAL ESTATE)	150,000	0	150,000	
PARKING DECK	24,500	15,110	9,390	
TENANT IMPROVEMENTS	227,480	23,089	204,391	
REPLACE RTU (CLIMATEC LLC)	17,989	634	17,355	
SEAL EXTERIOR OF BUILDING (ADVANCED SEALANTS LLC)	6,275	221	6,054	
HOLLAND ROOFING 8/12 REPLACEMENT	79,458	2,461	76,997	
ADVANCE SEALANT WATERPROOF	18,825	543	18,282	
ADVANCE SEALANT WATERPROOF	18,825	503	18,322	
REPLACE WATER HEATER (GALLAHUE PLUMBING)	4,390	1,366	3,024	
BUILDING & COMPONENTS	342,210	11,700	330,510	
CARPET & DRAPES	5,594	3,916	1,678	
FURNITURE & FIXTURES	160	103	57	
TENANT IMPROVEMENTS	303,504	10,376	293,128	
ADVANCE PARMERICA ENVELOPE SEALANTS	9,413	221	9,192	

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
ADVANCE PARMERICA ENVELOPE SEALANTS	9,413	201	9,212	
CONSTRUCTION MGMT FEE	7,111	137	6,974	
HVAC REPLACEMENT	4,206	81	4,125	
RESURFACE PARKING LOT	184,585	7,178	177,407	
CONSTRUCTION MGMT FEE	9,229	118	9,111	
OFFICE BUILDING	9,750,000	2,250,000	7,500,000	
ELEVATOR	352,833	66,722	286,111	
CARPET	10,659	10,659	0	
FURNITURE & FIXTURES	8,403	8,278	125	
IMPROVEMENTS	94,392	17,848	76,544	
CARPET & DRAPES	1,905	1,741	164	
BUILDING & COMPONENTS	194,861	12,282	182,579	
PARKING DECK	5,998	5,998	0	
TENANT IMPROVEMENTS	45,287	2,854	42,433	
TENANT IMPROVEMENTS	1,249,594	0	1,249,594	

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TY 2012 Investments - Other Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BADGETT TERMINAL, INC.	AT COST	413,914	413,914
ROLEX WATCH & SILVER COINS	AT COST	66,500	66,500

TY 2012 Legal Fees Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	13,858	13,858		0

TY 2012 Other Expenses Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	12,236	6,118		6,118
FILING FEES	15	8		7
MISCELLANEOUS	498	249		249
REPAIR & MAINTENANCE- RENTAL PROPERTY	52,869	52,869		0
CLEANING EXPENSE- RENTAL PROPERTY	103,629	103,629		0
LANDSCAPING- RENTAL PROPERTY	10,071	10,071		0
UTILITIES- RENTAL PROPERTY	129,208	129,208		0
MANAGEMENT FEE- RENTAL PROPERTY	60,768	60,768		0
ADMINISTRATIVE EXPENSES - RENTAL PROPERTY	4,909	4,909		0
INSURANCE- RENTAL PROPERTY	269	269		0
ADVERTISING - RENTAL PROPERTY	588	588		0
REPAIRS & MAINTENANCE - PLAZA WEST RENTAL	123,620	123,620		0
CLEANING EXPENSE - PLAZA WEST RENTAL	62,996	62,996		0
LANDSCAPING - PLAZA WEST RENTAL	8,954	8,954		0
UTILITIES - PLAZA WEST RENTAL	101,209	101,209		0
INSURANCE EXPENSE - PLAZA WEST RENTAL	16,622	16,622		0
MISCELLANEOUS EXPENSE - PLAZA WEST RENTAL	3,336	3,336		0
COMMON AREA EXPENSE - PLAZA WEST RENTAL	202,189	202,189		0
PENALTIES - PLAZA WEST RENTAL	100	100		0
INSPECTIONS - PLAZA WEST RENTAL	467	467		0
LEASING EXPENSE - PLAZA WEST RENTAL	196,421	196,421		0
MUSIC - PLAZA WEST RENTAL	1,055	1,055		0
OFFICE EXPENSE - PLAZA WEST RENTAL	8,108	8,108		0
SECURITY - PLAZA WEST RENTAL	39,379	39,379		0
SUPPLIES - PLAZA WEST RENTAL	9,084	9,084		0
AUTO EXPENSE - PLAZA WEST RENTAL	3,313	3,313		0
WATERPROOFING - PLAZA WEST RENTAL	650	650		0

TY 2012 Other Income Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BADGETT TERMINAL ORDINARY INCOME	25,751	25,751	25,751
BADGETT TERMINAL NET GAIN FROM REAL EST RENTAL	62	62	62
BADGETT TERMINAL INTEREST	595	595	595
BADGETT TERMINAL CHARITABLE CONTRIBUTION	-21	-21	-21
BADGETT TERMINAL DIVIDEND INCOME	11	11	11
FEDERAL TAX REFUND	20,425		20,425

TY 2012 Other Increases Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Description	Amount
COST BASIS CARRYOVER FROM ESTATE (PLAZA WEST)	2,072,518

TY 2012 Other Liabilities Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE FOR FIXED PURCHASES	37,650	0

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TY 2012 Other Professional Fees Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACT LABOR	3,400	1,700		1,700
PROFESSIONAL FEES - PLAZA WEST RENTAL	44,553	44,553		0

TY 2012 Taxes Schedule

Name: J ROGERS BADGETT SR FOUNDATION INC

EIN: 31-1755149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	46,364	0		0
PROPERTY TAX- RENTAL PROPERTY	154,295	154,295		0
PROPERTY TAX - PLAZA WEST RENTAL	120,383	120,383		0
EXCISE TAX - PLAZA WEST RENTAL	657	657		0