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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013**For calendar year 2013, or tax year beginning , 2013, and ending**

Name of foundation CE&S Foundation		A Employer identification number 59-2466943
Number and street (or P.O. box number if mail is not delivered to street address) 101 S. 5th Street	Room/suite 1650	B Telephone number (see the instructions) (502) 583-0546
City or town, state or province, country, and ZIP or foreign postal code Louisville KY 40202		C If exemption application is pending, check here. ☐
G Check all that apply.		D 1 Foreign organizations, check here. ☐
☐ Initial return	☐ Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
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, column (c), line 16) ▶ \$ 71,993,766.	J Accounting method. ☐ Cash ☐ Accrual ☒ Other (specify) <u>Modified Cash</u> (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)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch.)				
	2 ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	1,203.	1,203.		
	4 Dividends and interest from securities.	381,161.	381,161.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	3,474,381.	3,474,381.		
	b Gross sales price for all assets on line 6a	22,230,234.			
	7 Capital gain net income (from Part IV, line 2)		3,474,381.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE AND EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (all sch)				
	11 Other income (attach schedule)				
	Fund/K1 Income	506,508.	506,508.		
	12 Total. Add lines 1 through 11.	4,363,253.	4,363,253.		
	13 Compensation of officers, directors, trustees, etc.	118,450.	11,845.		106,605.
	14 Other employee salaries and wages	200,609.	20,061.		180,548.
	15 Pension plans, employee benefits	61,614.	6,161.		55,453.
	16a Legal fees (attach schedule). L-16a Stmt.		36.		329.
	b Accounting fees (attach sch). L-16b Stmt.	27,762.	2,776.		24,986.
	c Other prof fees (attach sch). L-16c Stmt.	236,445.	23,645.		0.
	17 Interest				
	18 Taxes (attach schedule) (see Instrs) Ky. State Treas.; Annual Report	15.	2.		13.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	38,952.	3,895.		35,057.
21 Travel, conferences, and meetings	41,405.	4,140.		37,265.	
22 Printing and publications	1,471.	147.		1,324.	
23 Other expenses (attach schedule)					
Brokerage Fees - See Schedule	150.	150.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	727,238.	285,658.		441,580.	
25 Contributions, gifts, grants paid	3,973,241.			3,060,831.	
26 Total expenses and disbursements. Add lines 24 and 25	4,700,479.	285,658.		3,502,411.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-337,226.				
b Net investment income (if negative, enter -0-)		4,077,595.			
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	18,799.	28,518.	28,518.			
	2 Savings and temporary cash investments	2,387,362.	1,161,422.	1,161,422.			
	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 sch)						
	Less: allowance for doubtful accounts						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10 a Investments — U.S. and state government obligations (attach schedule)						
	b Investments — corporate stock (attach schedule) L-10b. Stmt	385.	385.	2,171,796.			
	c Investments — corporate bonds (attach schedule)						
	11 Investments — land, buildings, and equipment: basis						
	Less: accumulated depreciation (attach schedule)						
	12 Investments — mortgage loans						
	13 Investments — other (attach schedule) L-13. Stmt	55,173,793.	55,771,399.	68,632,030.			
	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).	57,580,339.	56,961,724.	71,993,766.			
LIABILITIES	17 Accounts payable and accrued expenses						
	18 Grants payable	1,911,953.	912,410.				
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, & other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe)						
	23 Total liabilities (add lines 17 through 22)	1,911,953.	912,410.				
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						
	28 Paid-in or capital surplus, or land, building, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds	55,668,386.	56,049,314.				
	30 Total net assets or fund balances (see instructions)	55,668,386.	56,049,314.				
	31 Total liabilities and net assets/fund balances (see instructions)	57,580,339.	56,961,724.				

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	55,668,386.
2 Enter amount from Part I, line 27a	2	-337,226.
3 Other increases not included in line 2 (itemize) <u>Current Year Differences</u>	3	718,154.
4 Add lines 1, 2, and 3	4	56,049,314.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	56,049,314.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Publically Traded Capital Gains Distributions S.T.	P	01/01/70	12/31/13
b	Publically Traded Capital Gains Distributions L.T.	P	01/01/70	12/31/13
c	Publically Traded Capital Gain Sales S.T.	P	01/01/70	12/31/13
d	Publically Traded Capital Gain Sales L.T.	P	01/01/70	12/31/13
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 10,083.		0.	10,083.
b 809,109.		0.	809,109.
c 683,349.		675,734.	7,615.
d 20,727,693.		18,080,119.	2,647,574.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			10,083.
b			809,109.
c			7,615.
d			2,647,574.
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	3,474,381.
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 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 (column (b) divided by column (c))
2012	3,402,136.	64,367,102.	0.052855
2011	3,747,471.	64,569,861.	0.058037
2010	3,883,028.	60,072,503.	0.064639
2009	3,921,375.	52,405,900.	0.074827
2008	3,394,911.	63,401,466.	0.053546

2 Total of line 1, column (d)	2	0.303904
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	0.060781
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	68,091,043.
5 Multiply line 4 by line 3	5	4,138,642.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40,776.
7 Add lines 5 and 6.	7	4,179,418.
8 Enter qualifying distributions from Part XII, line 4	8	3,502,411.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	81,552.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	81,552.
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	81,552.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	117,516.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	117,516.	
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	35,964.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	35,964.	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
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?		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
4 a 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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ See States Registered In		
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 2013 or the taxable year beginning in 2013 (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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of <u>Bruce A. Maza</u> Telephone no. <u>(502) 583-0546</u>			
	Located at <u>101 S. 5th St. St. 1650 Louisville, KY</u> ZIP + 4 <u>40202</u>			
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		
16	At any time during calendar year 2013, 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		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
1 a	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)?	1 b	X
	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 2013?	1 c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
	If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
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.)	2 b	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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
3 a	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 2013 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 2013)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2013?	4 b	X

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Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

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).

6 a 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

6 b

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
David A. Jones 101 S. 5th St. St. 1650 Louisville, KY 40202	President 5.00	0.	0.	0.
David A. Jones, Jr. 101 S. 5th St. St. 1650 Louisville, KY 40202	Treasurer 5.00	0.	0.	0.
David Wessell 101 S. 5th St. St. 1650 Louisville, KY 40202	Asst. Treasurer 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.				
		118,450.	11,845.	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
Tessa P. McNair 101 S. 5th St. Suite 1650 Louisville KY 40202	Program Officer 40.00	127,308.	15,914.	0.
Kelly Middleton 101 S. 5th St. Suite 1650 Louisville KY 40202	Grants Mgr./Acct. Assoc. 40.00	66,784.	0.	0.
None				

Total number of other employees paid over \$50,000

2

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		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	
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	
2	
All other program-related investments. See instructions.	
3	
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	1 a	69,093,113.
b	Average of monthly cash balances	1 b	34,849.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	69,127,962.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	69,127,962.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,036,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	68,091,043.
6	Minimum investment return. Enter 5% of line 5	6	3,404,552.

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	3,404,552.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	81,552.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	81,552.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,323,000.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,323,000.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,323,000.

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	1 a	3,502,411.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,502,411.
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	3,502,411.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,323,000.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	310,231.			
b From 2009	1,335,670.			
c From 2010	936,256.			
d From 2011	570,003.			
e From 2012	273,682.			
f Total of lines 3a through e	3,425,842.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3,502,411.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions).				
c Treated as distributions out of corpus (Election required — see instructions).				
d Applied to 2013 distributable amount				3,323,000.
e Remaining amount distributed out of corpus	179,411.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	3,605,253.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	310,231.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,295,022.			
10 Analysis of line 9:				
a Excess from 2009	1,335,670.			
b Excess from 2010	936,256.			
c Excess from 2011	570,003.			
d Excess from 2012	273,682.			
e Excess from 2013	179,411.			

BAA

Form 990-PF (2013)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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).)

David A. Jones and Betty A. Jones

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

NONE

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

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

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

Bruce A. Maza
101 S. 5th Street, St. 1650
Louisville KY 40202 (502) 583-0546

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

Application available from Foundation

c Any submission deadlines:

None

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

None

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 Attached Schedule N/A N/A KY 40202		All Public Charities	Various Various Various	3,060,831.
Total			3 a	3,060,831.
b Approved for future payment See Attached Schedule N/A N/A KY 40202		All Public charities	Various	912,410.
Total			3 b	912,410.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,203.	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	887,669.	
8	Gain or (loss) from sales of assets other than inventory . . .			18	3,474,381.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				4,363,253.	
13	Total. Add line 12, columns (b), (d), and (e)					13 4,363,253.

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

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

[illegible]

Name	Employer Identification Number
CE&S Foundation	59-2466943

Asset Information:

Description of Property:	Various	
Date Acquired:	Various	How Acquired:
Date Sold:	various	Name of Buyer:
Sales Price:	22,230,234.	Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):	3,474,381.	Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:
Description of Property:		
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer:
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method:
Total Gain (Loss):		Accumulation Depreciation:

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

KY - Kentucky

DE - Delaware

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person. ☐ Business ☐ Bryan K. Johnson 101 S. 5th St. St. 1650 Louisville, KY 40202 Person. ☐ Business ☐ Bruce A. Maza 101 S. 5th St. St. 1650 Louisville KY 40202	Secretary 1.00 Executive 50.00	0. 118,450.	0. 11,845.	0. 0.

Total

118,450. 11,845. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CT Corporation	Statutory Representation	365.			

Total

365.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paychex, Inc/KY Treas	Payroll/Other	2,124.			
Accounting Services R.I.A.	General Accounting Services	25,638.			

Total

27,762.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BBR Partners	Investment Management	209,721.	209,721.		0.
James Doucette	Consultant	13,500.	13,500.		0.
LIMOLINK	Provider	614.	614.		0.
John Branam	Consultant	12,610.	12,610.		0.
Total		<u>236,445.</u>	<u>236,445.</u>		<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Humana Incorporated	385.	2,171,796.
Total	<u>385.</u>	<u>2,171,796.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	55,771,399.	68,632,030.
Total	<u>55,771,399.</u>	<u>68,632,030.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Merrill Lynch EMA Fee	150.
Total	<u>150.</u>

Supporting Statement of:

Form 990-PF, p2/Part III, Line 3-1

Description	Amount
Unrealized Partnership Loss/Cost Adj.	-1,193,799.
Less: Curr. Yr. Proj. Grants Vs. Prev. Yr.	999,543.
Current Year Proj. Grants	912,410.
Total	<u>718,154.</u>

**The C.E. and S. Foundation
Grants Paid 2013**

Payee Name	Payee Address	Description of Contributed	Request Project Title	Relatio n	Tax Status	Amount
21st Century Parks Endowment, Inc.	471 West Main Street Suite 202 Louisville, KY 40202	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$15,640 00
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Capital Campaign Challenge	none	501(c)(3) 509(a)(1)	\$200,000 00
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Scholarship support for staff to attend Indiana University School of Philanthropy	none	501(c)(3) 509(a)(1)	\$1,850 00
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	cash	Capital Campaign	none	501(c)(3) 509(a)(1)	\$300,000 00
AIDS Services Center Coalition, Inc.	810 Barret Avenue, Suite 305 Louisville, Kentucky 40204	cash	2013 Louisville AIDS Walk	none	501(c)(3) 509(a)(1)	\$2,000 00
American Red Cross	2025 East Street NW Washington, District of Columbia 20036	cash	Response to Oklahoma Tornado Relief Efforts	none	501(c)(3) 509(a)(1)	\$10,000 00
American Red Cross	2025 East Street NW Washington, District of Columbia 20036	cash	2013 Philippine Typhoon	none	501(c)(3) 509(a)(1)	\$25,000 00
Americana Community Center, Inc.	4801 Southside Drive Louisville, Kentucky 40214	cash	Support of new fund-raising initiatives	none	501(c)(3) 509(a)(1)	\$2,000 00
Americana Community Center, Inc.	4801 Southside Drive Louisville, Kentucky 40214	cash	Youth Program and Family Education Program Support	none	501(c)(3) 509(a)(1)	\$61,000 00
Asia Institute, Inc.	1244 South Third Street Louisville, Kentucky 40203	cash	Amazing Global Marketplace	none	501(c)(3) 509(a)(2)	\$25,000 00
Asia Institute, Inc.	1244 South Third Street Louisville, Kentucky 40203	cash	Capital Campaign	none	501(c)(3) 509(a)(2)	\$25,000 00
Asia Institute, Inc.	1244 South Third Street Louisville, Kentucky 40203	cash	Strategic Planning Support	none	501(c)(3) 509(a)(2)	\$10,000 00
Bellarmino University	2001 Newburg Road Louisville, Kentucky 40205	cash	Foreign Language Department	none	501(c)(3) 509(a)(1)	\$70,000 00
Best Buddies International, Inc.	100 SE 2nd Street, Suite 1990 Miami, FL 33131-2158	cash	Development Consultant Support	none	501(c)(3) 509(a)(2)	\$12,000 00
Boys and Girls Clubs, Inc.	P O. Box 4989 Louisville, Kentucky 40204	cash	2013 Annual Fund	none	501(c)(3) 509(a)(1)	\$20,000 00
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	Out of School Time - to purchase technology equipment for Summer Learning Program	none	501(c)(3) 509(a)(1)	\$16,660 00
Boys and Girls Clubs, Inc.	P O. Box 4989 Louisville, Kentucky 40204	cash	Challenge Grant	none	501(c)(3) 509(a)(1)	\$30,000 00
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	cash	Response to Closing of Salvation Army Clubs	none	501(c)(3) 509(a)(1)	\$50,000.00
Boys and Girls Clubs, Inc.	P O. Box 4989 Louisville, Kentucky 40204	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$25,000 00
Salvay Lutheran Church - Evangelical Lutheran Church	P.O. Box 4881 Louisville, Kentucky 40204	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$6,500.00
ARE USA	151 Ellis Street NE Atlanta, Georgia 30303	cash	Response to Philippine Typhoon Relief Efforts	none	501(c)(3) 509(a)(1)	\$25,000 00
Center for NonProfit Excellence	ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	cash	Scholarship support for the CNPE annual conference	none	501(c)(3) 509(a)(1)	\$2,000 00
Center for NonProfit Excellence	ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	cash	2013 membership dues	none	501(c)(3) 509(a)(1)	\$1,500.00
Center for NonProfit Excellence	ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	cash	Professional Development Support	none	501(c)(3) 509(a)(1)	\$20,000 00
Central Park Conservancy, Inc.	14 East 60th Street New York, New York 10222	cash	Annual Fund	none	501(c)(3) 509(a)(1)	\$10,000 00
Clifton Cultural Center, Inc.	2117 Payne Street Louisville, Kentucky 40206	cash	2013 Annual Fund	none	501(c)(3) 509(a)(2)	\$2,500 00
Care to Care, Inc.	P O. Box 35458 5803 Fern Valley Road Louisville, Kentucky 40228	cash	To support launch of commissary kitchen	none	501(c)(3) 509(a)(1)	\$75,000 00

Down Syndrome of Louisville, Inc.	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	cash	Capital Campaign	none	501(c)(3) 509(a)(2)	\$5,000 00
EDGE Outreach, Inc.	1500 Arlington Avenue Louisville, Kentucky 40206	cash	Response to 2013 Philippines Typhoon Relief Efforts - Phase 2	none	501(c)(3) 509(a)(1)	\$25,000 00
EDGE Outreach, Inc.	1500 Arlington Avenue Louisville, Kentucky 40206	cash	Response to 2013 Philippines Typhoon Relief Efforts	none	501(c)(3) 509(a)(1)	\$25,000 00
English Speaking Union of the United States	1208 South Sixth Street Louisville, Kentucky 40203	cash	Support of Shakespeare Education programs for students and teachers	none	501(c)(3) 509(a)(2)	\$5,000 00
Wilson Club	1310 South Third Street Louisville, Kentucky 40208	cash	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	none	501(c)(3) 509(a)(1)	\$50,000 00
Bilda's Club Louisville, Inc.	633 Baxter Avenue Louisville, KY 40204	cash	Support professional development opportunities for staff	none	501(c)(3) 509(a)(1)	\$20,000 00
Girl Scouts of Kentuckiana, Inc.	P O Box 32335 Louisville, Kentucky 40232	cash	In honor of Joyce 'Pud' Seymour	none	501(c)(3) 509(a)(1)	\$10,000 00
Grantmakers for Education	720 S W Washington Street, Suite 605 Portland, Oregon 97205	cash	2013 Annual Operating Support	none	501(c)(3) 509(a)(2)	\$1,000 00
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Suite 404 Washington, District of Columbia 20036	cash	2013 Membership	none	501(c)(3) 509(a)(1)	\$1,830 00
Greater Louisville Foundation, Inc.	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	cash	Greater Louisville International Professionals Program	none	501(c)(3) 509(a)(1)	\$20,000 00
Greater Louisville Foundation, Inc.	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	cash	Designated solely to support program expenses for Greater Louisville Professionals, a component of GLI Support Donor Education Project	none	501(c)(3) 509(a)(1)	\$2,500 00
B. Speed Art Museum	2035 South Third Street Louisville, Kentucky 40208	cash		none	501(c)(3) 509(a)(1)	\$1,000 00
Mefferson Community and Technical College Foundation, Inc.	109 East Broadway Louisville, Kentucky 40202	cash	Visual Branding Initiative	none	501(c)(3) 509(a)(1)	\$5,000 00
Mefferson Community and Technical College Foundation, Inc.	109 East Broadway Louisville, Kentucky 40202	cash	2013 Annual Fund	none	501(c)(3) 509(a)(1)	\$10,000 00
Mefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Early College Program at Western High School	none	501(c)(3) 509(a)(1)	\$38,043 50
Mefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	cash	Out of School Time - purchase of technology equipment for Summer Learning Program	none	501(c)(3) 509(a)(1)	\$5,000 00
Jewish Community of Louisville, Inc.	3630 Dutchmans Lane Louisville, Kentucky 40205	cash	Grant to support acquisition of new software	none	501(c)(3) 509(a)(1)	\$25,000 00
Kentucky Public Radio, Inc.	619 South Fourth Street Louisville, Kentucky 40202	cash	Sponsorship to 2013 Aspen Ideas Festival	none	501(c)(3) 509(a)(1)	\$4,887 17
Kentucky Public Radio, Inc.	619 South Fourth Street Louisville, Kentucky 40202	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$1,000 00
Kentucky Refugee Ministries, Inc.	969B Cherokee Road Louisville, Kentucky 40204	cash	General Operating Support	none	501(c)(3) 509(a)(2)	\$2,500 00
Kentucky Science and Technology Council, Inc.	200 West Vine Street Suite 420 Lexington, Kentucky 40507	cash	2013 IF special project - Danza-Teatro Retazos	none	501(c)(3) 509(a)(1)	\$16,000 00
Kentucky Science and Technology Council, Inc.	200 West Vine Street Suite 420 Lexington, Kentucky 40507	cash	2013 Louisville IdeaFestival	none	501(c)(3) 509(a)(1)	\$25,000 00
Louisville Free Public Library Foundation	301 York Street Louisville, Kentucky 40203	cash	Southwest Regional Library	none	501(c)(3) 509(a)(1)	\$500,000 00
Louisville Olmsted Parks Conservancy, Inc.	1299 Trevilian Way P O Box 37280 Louisville, Kentucky 40233	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$5,000 00
Louisville Presbyterian Theological Seminary	1042 Alta Vista Road Louisville, Kentucky 40205	cash	For support of site visit of students & teachers from Navajo Nation to Fern Creek High School	none	501(c)(3) 509(a)(1)	\$2,400 00
Louisville Zoo Foundation, Inc.	1100 Trevilian Way Louisville, Kentucky 40213	cash	In Honor of Sandra Frazier	none	501(c)(3) 509(a)(1)	\$10,000 00
Louisville Zoo Foundation, Inc.	1100 Trevilian Way Louisville, Kentucky 40213	cash	Glacier Run Capital Campaign	none	501(c)(3) 509(a)(1)	\$5,000 00
Marine Corps Heritage Foundation	3800 Fetter Park Drive Suite 104 Dumfries, Virginia 22025	cash	Capital Campaign - Marine Corps Heritage Center	none	501(c)(3) 509(a)(1)	\$50,000 00
Marine Toys for Tots Foundation	18251 Quantico Gateway Drive Triangle, Virginia 22172	cash	2014 - General operating support	none	501(c)(3) 509(a)(1)	\$15,000 00

Maryhurst, Inc.	1015 Dorsey Lane Louisville, Kentucky 40223-2612	cash	Capital Campaign - Madeline's House	none	501(c)(3) 509(a)(1)	\$10,000 00
MAZON, Inc. - A Jewish Response to Hunger	10495 Santa Monica Boulevard Suite 100 Los Angeles, California 90025	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$5,000 00
Metro United Way, Inc.	334 East Broadway P O Box 4488 Louisville, Kentucky 40204	cash	2012-2013 Campaign	none	501(c)(3) 509(a)(1)	\$225,000 00
Muhammad Ali Museum and Education Center, Inc	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	cash	Legacy Campaign	none	501(c)(3) 509(a)(1)	\$50,000 00
National Association for Olmsted Parks	1111 16th Street, NW Suite 310 Washington, DC 20036	cash	Olmsted Papers Project	none	501(c)(3) 509(a)(1)	\$5,000 00
National Center for Family Literacy, Inc.	325 West Main Street Suite 300 Louisville, Kentucky 40202	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$1,000 00
National Center for Family Philanthropy, Inc.	1101 Connecticut Avenue, NW Suite 220 Washington, District of Columbia 20036	cash	Support for special projects	none	501(c)(3) 509(a)(1)	\$10,000 00
National Center for Family Philanthropy, Inc.	1101 Connecticut Avenue, NW Suite 220 Washington, District of Columbia 20036	cash	President's Leadership Fund	none	501(c)(3) 509(a)(1)	\$150,000 00
National Center for Family Philanthropy, Inc.	1101 Connecticut Avenue, NW Suite 220 Washington, District of Columbia 20036	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$10,000 00
Navy-Marine Corps Relief Society	875 North Randolph Street Suite 225 Arlington, Virginia 22203	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$15,000 00
Neighborhood House	201 North 25th Street Louisville, Kentucky 40212	cash	Out of School Time - to purchase technology equipment for summer learning programs	none	501(c)(3) 509(a)(1)	\$8,340 00
Oklahoma City Community Foundation	P O Box 1146 Oklahoma City, Oklahoma 73101	cash	Response to Oklahoma Tornado Relief Efforts	none	501(c)(3) 509(a)(1)	\$25,000 00
Partners for Livable Communities, Inc	1429 21st Street, NW Washington, District of Columbia 20036	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$2,000 00
President & Fellows of Middlebury	121 A South Main Street Suite 300 Middlebury, Vermont 05753	cash	Bread Loaf School of English - Ky Fellowship Support	none	501(c)(3) 509(a)(1)	\$30,500 00
Richard Committee for Academic Excellence	271 West Short Street Suite 202 Lexington, Kentucky 40507	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$25,000 00
Richard Committee for Academic Excellence	271 West Short Street Suite 202 Lexington, Kentucky 40507	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$2,500 00
Richard Committee for Academic Excellence	271 West Short Street Suite 202 Lexington, Kentucky 40507	cash	Commonwealth Institute for Parent Leadership	none	501(c)(3) 509(a)(1)	\$68,500 00
AVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	cash	General Operating Support	none	501(c)(3) 509(a)(2)	\$10,000 00
AVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	cash	To complete challenge grant	none	501(c)(3) 509(a)(2)	\$10,000 00
AVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	cash	General Operating Support	none	501(c)(3) 509(a)(2)	\$10,000 00
AVSAK - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	cash	General Operating Support	none	501(c)(3) 509(a)(2)	\$5,000 00
Dixie Community Ministries, Inc.	4415 Dixie Highway Louisville, Kentucky 40216	cash	For development assessment	none	501(c)(3) 509(a)(1)	\$1,000 00
Dixie Community Ministries, Inc.	4415 Dixie Highway Louisville, Kentucky 40216	cash	Payment of challenge grant for capital campaign	none	501(c)(3) 509(a)(1)	\$15,000 00
Southeastern Council of Foundations, Inc	50 Hurt Plaza, Suite 350 Atlanta, Georgia 30303	cash	2013 Membership Dues	none	501(c)(3) 509(a)(1)	\$5,000 00
St. Luke's Episcopal Church	1206 Maple Lane P O Box 23336 Anchorage, Kentucky 40223	cash	Support for November 2013 concert	none		\$2,500 00

St. Margaret of Scotland Episcopal School	31641 La Novia Avenue San Juan Capistrano, CA 92675	cash	Annual Scholarship Fund	none	501(c)(3) 509(a)(1)	\$5,000 00
Stage One the Louisville Children's Theatre Inc.	323 West Broadway Suite 600 Louisville, KY 40202	cash	Capital Campaign Challenge Grant	none	501(c)(3) 509(a)(1)	\$50,000 00
Teach Kentucky, Inc.	2205 Lowell Avenue Louisville, Kentucky 40205	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$30,000 00
The Aspen Institute, Inc.	One Dupont Circle Suite 700 Washington, District of Columbia 20036	cash	2014 Ideas Festival Passes	none	501(c)(3) 509(a)(2)	\$6,400 00
The Aspen Institute, Inc.	One Dupont Circle Suite 700 Washington, District of Columbia 20036	cash	Society of Fellows	none	501(c)(3) 509(a)(2)	\$10,000 00
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	KCD Artemis Fund in honor of Judith R Miller	none	501(c)(3) 509(a)(1)	\$1,000 00
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	Greater Louisville Project - General Operating Support	none	501(c)(3) 509(a)(1)	\$25,000 00
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	2013 - Louisville Youth Philanthropy Council	none	501(c)(3) 509(a)(1)	\$5,000 00
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	55,000 Degrees - General Operating Support	none	501(c)(3) 509(a)(1)	\$100,000 00
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	2014 Donors Forum	none	501(c)(3) 509(a)(1)	\$700 00
The Community Foundation of Louisville Depository, Inc.	325 West Main Street Suite 1110 Louisville, Kentucky 40202	cash	2013 Donors Forum	none	501(c)(3) 509(a)(1)	\$700 00
Trinity High School, Inc.	4011 Shelbyville Road Louisville, Kentucky 40207	cash	2013 Annual Fund	none	501(c)(3) 509(a)(1)	\$2,500 00
University of Louisville Foundation, Inc.	University of Louisville 2301 South Third Street Louisville, Kentucky 40292	cash	To support Dr. Fitzpatrick as Provost of Simmons College of Kentucky	none	501(c)(3) 509(a)(1)	\$50,000 00
University of Louisville Foundation, Inc.	University of Louisville 2301 South Third Street Louisville, Kentucky 40292	cash	Kent School - International Social Work Exchange Program	none	501(c)(3) 509(a)(1)	\$12,000 00
University of Southern Mississippi Foundation	118 College Drive #5210 Hattiesburg, Mississippi 39406-0001	cash	support acquisition of Tasha Tudor original artwork	none	501(c)(3) 509(a)(1)	\$16,200 00
University of the South	735 University Avenue Sewanee, Tennessee 37383	cash	2013 Annual Fund	none	501(c)(3) 509(a)(1)	\$10,000 00
West End Preparatory School	3628 Virginia Avenue Louisville, Kentucky 40211	cash	support Professional Development	none	501(c)(3) 509(a)(1)	\$2,000 00
Wildcat in Kentucky, Inc.	408 Duff Lane Louisville, Kentucky 40207	cash	Bulldogs in the Bluegrass - Summer Internship Program Annual Fund support	none	501(c)(3) 509(a)(2)	\$10,000 00
Yale University	Yale University Box 208200 New Haven, Connecticut 06520-8200	cash	Annual Fund, School of Management	none	501(c)(3) 509(a)(1)	\$500 00
Yale University	Development Office P O Box 2038 New Haven, Connecticut 06521	cash	Jackson Institute Fellowship	none	501(c)(3) 509(a)(1)	\$55,000 00
Yale-China Association, Inc.	442 Temple Street Box 208223 New Haven, Connecticut 06520	cash	Chinese Teaching Fellowship Program	none	501(c)(3) 509(a)(1)	\$12,680 00
Young Adult Development in Action	800 South Preston Street Louisville, Kentucky 40203	cash	General Operating Support	none	501(c)(3) 509(a)(1)	\$25,000 00
						\$3,060,830 67

CE and S Foundation Projected Payments - 2013 and forward

Payee Name	Payee Address	Request Project Title	Amount	Check #	ID	remaining	paid as of 12/31/2013	Status/Date
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00		1313	\$ -	\$ 1,500,000.00	Paid - 10/17/2009 Scheduled: 10/17/2009 Paid - 12/18/2009 Paid - 12/18/2009
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00		1313			Scheduled: 12/18/2010 Paid - 12/18/2010 Paid - 12/18/2010
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	3607	1313			Scheduled: 12/18/2011 Paid - 12/18/2011 Paid - 12/18/2011
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	3865	1313			Scheduled: 12/18/2012 Paid - 12/18/2012 Paid - 12/18/2012
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign	\$300,000.00	4054	1313			Scheduled: 12/18/2013 Paid - 12/18/2013 Paid - 12/18/2013
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00		1375	\$ -	\$ 1,000,000.00	Paid - 10/17/2009 Scheduled: 10/17/2009 Paid - 12/18/2009 Paid - 12/18/2009
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00		1375			Scheduled: 12/18/2010 Paid - 12/18/2010 Paid - 12/18/2010
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	3608	1375			Scheduled: 12/18/2011 Paid - 12/18/2011 Paid - 12/18/2011
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	3864	1375			Scheduled: 12/18/2012 Paid - 12/18/2012 Paid - 12/18/2012
21st Century Parks, Inc.	471 West Main Street Suite 202 Louisville, Kentucky 40202	Capital Campaign Challenge	\$200,000.00	4053	1375			Scheduled: 12/18/2013 Paid - 12/18/2013 Paid - 12/18/2013
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00		896.01	\$ 70,000.00	\$ 280,000.00	Paid - 10/17/2010 Scheduled: 10/17/2010 Paid - 12/18/2010 Paid - 12/18/2010
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	3602	896.01			Scheduled: 10/17/2011 Paid - 10/17/2011 Paid - 10/17/2011
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	3859	896.01			Scheduled: 10/17/2012 Paid - 10/17/2012 Paid - 10/17/2012
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00	4050	896.01			Scheduled: 10/17/2013 Paid - 10/17/2013 Paid - 10/17/2013
Bellarmine University	2001 Newburg Road Louisville, Kentucky 40205	Foreign Language Department	\$70,000.00		896.01			Scheduled: 10/17/2014 Paid - 10/17/2014 Paid - 10/17/2014
Boys and Girls Clubs, Inc.	P.O. Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	\$50,000.00	3612	1947	\$ 150,000.00	\$ 100,000.00	Scheduled: 11/21/2013 Paid - 11/21/2013 Paid - 11/21/2013

CE and S Foundation Projected Payments - 2013 and forward

Boys and Girls Clubs, Inc.	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	3770	1947	\$50,000.00	Paid Scheduled: 1/13/2012 Paid: 6/22/2012
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	3923	1947	\$50,000.00	Paid Scheduled: 1/30/2013 Paid: 2/21/2013
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	1947	1947	\$50,000.00	Scheduled Scheduled: 1/30/2014
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	Response to Closing of Salvation Army Clubs	1947	1947	\$50,000.00	Scheduled Scheduled: 1/30/2015
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	general operating support	3758	1988	\$20,000.00	Paid Scheduled: 1/4/2012 Paid: 6/15/2012
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	general operating support	3759	1988	\$25,000.00	Paid Scheduled: 1/4/2013 Paid: 6/15/2012
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	general operating support	3970	1988	\$25,000.00	Paid Scheduled: 6/1/2013 Paid: 5/31/2013
Boys and Girls Clubs, Inc	P O Box 4989 Louisville, Kentucky 40204	general operating support	1988	1988	\$25,000.00	Scheduled Scheduled: 6/1/2014
Dare to Care	P O Box 35458 5803 Fern Valley Road Louisville, Kentucky 40228	To Support Launch of Commissary Kitchen	3930	2118	\$75,000.00	Paid Scheduled: 3/6/2013 Paid: 3/6/2013
Dare to Care	P O Box 35458 5803 Fern Valley Road Louisville, Kentucky 40228	To Support Launch of Commissary Kitchen			\$50,000.00	Scheduled Scheduled: 3/6/2014
Dare to Care	P O Box 35458 5803 Fern Valley Road Louisville, Kentucky 40228	To Support Launch of Commissary Kitchen			\$25,000.00	Scheduled Scheduled: 3/6/2015
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign		1561	\$5,000.00	Paid Scheduled: 6/30/2010 Paid: 7/1/2010
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	3535	1561	\$5,000.00	Paid Scheduled: 6/1/2011 Paid: 7/7/2011
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	3764	1561	\$5,000.00	Scheduled: 6/1/2012 Paid: 6/15/2012
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign	3977	1561	\$5,000.00	Paid Scheduled: 6/1/2013 Paid: 6/7/2013
Down Syndrome of Louisville	5001 South Hurstbourne Parkway Louisville, Kentucky 402191	Capital Campaign		1561	\$5,000.00	Scheduled Scheduled: 6/1/2014
Filson Club	1310 South Third Street Louisville, Kentucky 40208	Comerstone Campaign - \$10.7 million capital campaign for campus expansion	3866	2019	\$50,000.00	Paid Scheduled: 12/1/2012 Paid: 12/6/2012
Filson Club	1310 South Third Street Louisville, Kentucky 40208	Comerstone Campaign - \$10.7 million capital campaign for campus expansion	4036	2019	\$50,000.00	Paid Scheduled: 9/24/2013 Paid: 10/16/2013
Filson Club	1310 South Third Street Louisville, Kentucky 40208	Comerstone Campaign - \$10.7 million capital campaign for campus expansion		2019	\$50,000.00	Scheduled Scheduled: 9/24/2014
Filson Club	1310 South Third Street Louisville, Kentucky 40208	Comerstone Campaign - \$10.7 million capital campaign for campus expansion		2019	\$50,000.00	Scheduled Scheduled: 9/24/2015

CE and S Foundation Projected Payments - 2013 and forward

Filson Club	1310 South Third Street Louisville, Kentucky 40208	Cornerstone Campaign - \$10.7 million capital campaign for campus expansion	\$50,000.00	2019	Scheduled 9/24/2016
Girl Scouts of Kentuckiana	P.O. Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	3763	2042
Girl Scouts of Kentuckiana	P.O. Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	3978	2042
Girl Scouts of Kentuckiana	P.O. Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	2042
Girl Scouts of Kentuckiana	P.O. Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	2042
Girl Scouts of Kentuckiana	P.O. Box 32335 Louisville, Kentucky 40232	In honor of Joyce 'Pud' Seymour	\$10,000.00	2042	2042
Greater Louisville Foundation	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	Greater Louisville International Professionals Program	\$20,000.00	3720	2016
Greater Louisville Foundation	614 West Main Street, Suite 6000 Louisville, Kentucky 40202	Greater Louisville International Professionals Program	\$20,000.00	3931	2016
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$42,533.50	1512	1512
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$40,013.50	3554	1512
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$38,043.50	3938	1512
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$31,830.50	1512	1512
Jefferson County Public Education Foundation	Jaeger Education Center 502 Wood Road Louisville, Kentucky 40222	Early College Program at Western High School	\$27,079.00	1512	1512
Louisville Free Public Library Foundation	301 York Street Louisville, Kentucky 40203	Southwest Regional Library	\$250,000.00	2053	2053
Louisville Free Public Library Foundation	301 York Street Louisville, Kentucky 40203	Southwest Regional Library	\$250,000.00	2053	2053
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	3435	1572
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	3676	1572
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	3902	1572
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1572
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1572
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572	1572
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	3434	1572.01
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$10,000.00	1572.01	1572.01
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$15,000.00	1572.01	1572.01

CE and S Foundation Projected Payments - 2013 and forward

Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	3674	1572.01	Paid Scheduled 1/10/2012 Paid 1/15/2012 Paid 1/15/2012 Scheduled 1/7/2013 Paid 1/9/2013 Scheduled Scheduled 1/3/2014
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00	3903	1572.01	
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00		1572.01	
Louisville Zoo	1100 Trevilian Way Louisville, Kentucky 40213	In Honor of Sandra Frazier Glacier Run Capital Campaign	\$5,000.00		1572.01	
Manne Corps Heritage Foundation	3800 Fetter Park Drive 104 Virginia 22025	Capital Campaign - Manne Corps Heritage Center	\$50,000.00	3976	2141	Paid Scheduled 6/7/2013 Paid 6/7/2013
Manne Corps Heritage Foundation	3800 Fetter Park Drive 104 Virginia 22025	Capital Campaign - Manne Corps Heritage Center	\$50,000.00		2141	Scheduled Scheduled 1/2/2014
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	3599	1940	Paid Scheduled 1/2/2011 Paid 1/2/2011 Paid 1/2/2011
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	3675	1940	Paid Scheduled 1/2/2012 Paid 1/5/2012 Paid 1/5/2012
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00	3904	1940	Paid Scheduled 1/2/2013 Paid 1/9/2013
Muhammad Ali Museum	One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Legacy Campaign	\$50,000.00		1940	Scheduled Scheduled 1/2/2014
Pinchard Committee for Academic Excellence	271 West Short Street 202 Lexington, Kentucky 40507	Commonwealth Institute for Parent Leadership	\$68,500.00		2147	Paid Scheduled 9/2/2013 Paid 9/9/2013
Pinchard Committee for Academic Excellence	271 West Short Street 202 Lexington, Kentucky 40507	Commonwealth Institute for Parent Leadership	\$68,500.00		2147	Scheduled Scheduled 9/1/2014
RAVSAC - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00		1496	Paid Scheduled 12/28/2009 Paid 1/2/2010 Paid 1/2/2010
RAVSAC - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	3463	1496	Paid Scheduled 12/28/2011 Paid 1/2/2011 Paid 1/2/2011
RAVSAC - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	3629	1496	Paid Scheduled 12/28/2011 Paid 1/2/2011 Paid 1/2/2011
RAVSAC - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	3840	1496	Paid Scheduled 12/28/2011 Paid 1/2/2011 Paid 1/2/2011
RAVSAC - Jewish Community Day School Network	120 West 97th Street New York, New York 10025	General Operating Support	\$10,000.00	4051	1496	Paid Scheduled 12/28/2011 Paid 1/2/2011 Paid 1/2/2011

CE and S Foundation Projected Payments - 2013 and forward

[illegible]

Portfolio Detail

C.E. & S. Foundation, Inc.
Account Statement
December 31, 2013

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
Stable Returning/Lower Risk						
Cash & Equivalents						
Cash & Money Markets						
Merrill Lynch - Funding Account						
Money Market Fund / Cash	1,152,877.81	1.00	1,161,421.96		1,161,421.96	0.00
Dividends Ex Not Paid	8,544.15	1.00	8,544.15		8,544.15	0.00
Schwab - Funding Account						
Money Market Fund / Cash	172,307.39	1.00	257,037.26		257,037.26	0.00
Dividends Ex Not Paid	84,729.87	1.00	172,307.39		172,307.39	0.00
			84,729.87		84,729.87	0.00
Investment Grade Fixed Income						
Taxable Fixed Income						
Richmond Capital Management, Inc.						
Money Market Fund / Cash	222,200.48	1.00	8,293,476.66		7,970,248.91	-438,905.68
Aflac Inc 8.500% Due 05-15-19	50,000.00	134.74	222,200.48	1.00	222,200.48	0.00
Altria Group Inc 9.250% Due 08-06-19	50,000.00	141.99	67,370.50	127.41	63,705.95	-3,664.55
American Express Co 7.250% Due 05-20-14	100,000.00	104.96	70,994.00	131.63	65,812.85	-5,181.15
Anheuser Busch Cos Inc 6.750% Due 12-15-27	25,000.00	136.54	104,961.00	102.53	102,526.90	-2,434.10
Apple Inc 3.850% Due 05-04-43	25,000.00	100.97	34,135.50	120.45	30,111.63	-4,023.88
BP Cap Mkts PLC 3.625% Due 05-08-14	150,000.00	103.73	25,242.25	83.56	20,889.23	-4,353.03
Bank NS Halifax 3.400% Due 01-22-15	100,000.00	103.80	155,590.50	101.11	151,671.00	-3,919.50
Becton Dickinson & Co 6.000% Due 05-15-39	25,000.00	131.35	103,803.00	103.13	103,126.40	-676.60
Bellsouth Corp 5.200% Due 09-15-14	75,000.00	103.33	32,838.00	115.32	28,830.28	-4,007.73
Bellsouth Telecom 6.375% Due 06-01-28	40,000.00	119.57	77,499.75	103.21	77,409.98	-89.78
Berkshire Hathaway Fin Corp 4.250% Due 01-15-21	105,000.00	112.73	47,828.20	107.79	43,116.52	-4,711.68
Bestfoods Mtn Be 6.625% Due 04-15-28	23,000.00	142.65	118,367.40	105.40	110,668.95	-7,698.45
Boeing Co 3.500% Due 02-15-15	80,000.00	103.55	32,810.01	122.31	28,132.08	-4,677.93
Bristol Myers Squibb Co 6.800% Due 11-15-26	40,000.00	143.75	82,837.40	103.26	82,606.64	-230.76
CS First Boston Mortgage Securities Corp 5.230% Due 12-15-40	114,136.89	110.72	57,500.20	125.85	50,340.00	-7,160.20
Capital One Finl Corp 7.375% Due 05-23-14	100,000.00	110.28	126,368.94	105.92	120,891.51	-5,477.43
Caterpillar Inc Del 7.900% Due 12-15-18	75,000.00	136.86	110,276.00	102.63	102,630.60	-7,645.40
Citigroup Inc 5.125% Due 05-05-14	64,000.00	106.01	102,646.50	125.98	94,485.68	-8,160.83
Clorox Co Del 5.950% Due 10-15-17	65,000.00	120.55	67,849.24	101.50	64,959.36	-2,889.88
Comcast Cable Communications Holdings Inc 9.455% Due 11-15-22	10,000.00	152.87	78,358.85	113.87	74,017.84	-4,341.01
Commonwealth Edison Co 3.400% Due 09-01-21	40,000.00	108.60	15,286.90	138.17	13,816.94	-1,469.96
Conoco Inc 6.950% Due 04-15-29	12,000.00	143.49	43,441.40	100.40	40,159.60	-3,281.80
Deere & Co 8.100% Due 05-15-30	30,000.00	154.20	17,218.20	126.03	15,123.58	-2,094.62
Devon Energy Corp New 6.300% Due 01-15-19	75,000.00	126.37	46,261.20	138.02	41,405.91	-4,855.29
			94,776.75	117.41	88,058.93	-6,717.83

Portfolio Detail

C.E. & S. Foundation, Inc.
Account: jonefst
December 31, 2013

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
Dover Corp 6.600% Due 03-15-38	25,000.00	144.52	36,131.00	121.76	30,438.80	-5,692.20
Du Pont E I De Nemours & Co 4.750% Due 03-15-15	149,000.00	109.97	163,856.89	104.94	156,354.34	-7,502.55
Duke Energy Carolinas Llc 7.000% Due 11-15-18	50,000.00	131.90	65,949.50	122.38	61,189.45	-4,760.05
Emerson Elec Co 5.375% Due 10-15-17	75,000.00	120.43	90,324.75	113.63	85,221.98	-5,102.78
Equitable Cos Inc 7.000% Due 04-01-28	40,000.00	122.06	48,822.20	108.67	43,467.16	-5,355.04
FHLMC Multifamily Structured Pass Through Certificates 3.300% Due 04-25-23	30,000.00	98.09	29,425.52	98.83	29,649.60	224.08
FHLMC Multifamily Structured Pass Through Certificates 3.320% Due 02-25-23	60,000.00	98.49	59,096.25	99.34	59,606.28	510.03
FHLMC Multifamily Structured Pass Through Certificates 3.974% Due 01-25-21	160,000.00	115.88	185,415.00	106.34	170,143.68	-15,271.32
FHLMC PC Gold Cash 30 3.500% Due 04-01-42	97,188.08	107.64	104,611.30	99.24	96,447.41	-8,163.89
FHLMC PC Gold Cash 30 3.500% Due 05-01-42	118,489.01	105.75	125,297.77	99.24	117,586.01	-7,711.76
FHLMC PC Gold Comb 30 5.500% Due 03-01-39	85,292.57	109.20	93,136.22	109.47	93,371.65	235.43
FHLMC PC Gold Pc 30yr 3.500% Due 11-01-42	89,877.85	106.87	96,056.39	99.21	89,164.76	-6,891.64
FHLMC Pc Gold Pc 30yr 4.000% Due 12-01-41	75,434.77	109.22	82,389.30	102.91	77,628.34	-4,760.96
FNMA Pass-Thru Lng 30 Year 3.500% Due 01-01-43	105,168.04	106.94	112,461.89	99.58	104,727.28	-7,734.61
FNMA Pass-Thru Lng 30 Year 3.500% Due 06-01-42	175,039.83	106.76	186,868.39	99.58	174,306.24	-12,562.16
FNMA Pass-Thru Lng 30 Year 3.500% Due 08-01-42	69,400.14	103.77	72,017.16	99.52	69,065.91	-2,951.26
FNMA Pass-Thru Lng 30 Year 4.500% Due 01-01-42	65,874.12	109.02	71,815.61	106.36	70,062.46	-1,753.14
FNMA Pass-Thru Lng 30 Year 4.500% Due 09-01-39	267,366.87	109.94	293,947.47	106.31	284,234.51	-9,712.96
FNMA Pass-Thru Lng 30 Year 5.000% Due 10-01-35	43,698.87	109.27	47,749.05	108.95	47,609.00	-140.05
FNMA Pass-Thru Long 30 Year 5.000% Due 09-01-35	111,353.75	109.66	122,115.04	109.01	121,387.17	-727.87
FNMA Pass-Thru Long 30 Year 6.000% Due 03-01-37	70,449.36	110.92	78,140.08	111.51	78,559.00	418.92
Fannie Mae Pool 5.000% Due 02-01-36	91,332.36	109.66	100,159.60	108.95	99,504.69	-654.91
Filmc Pc Gold Comb 30 4.000% Due 04-01-41	136,824.75	109.26	149,493.26	102.91	140,803.48	-8,689.78
Filmc Pc Gold Pc 30yr 4.000% Due 05-01-41	77,166.25	107.73	83,127.45	102.81	79,337.79	-3,789.66
Filmc Remic Series K-0 20201225 Ftr 4.186% Due 12-25-20	66,000.00	117.24	77,379.34	107.70	71,081.47	-6,297.87
Fmma Pass-Thru Lng 30 Year 4.500% Due 02-01-41	106,412.91	108.89	115,867.96	106.08	112,879.41	-2,988.55

Portfolio Detail

C.E. & S. Foundation, Inc.
Account: jonefst
December 31, 2013

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
GNMA Pass-Thru M Single Family 3.000% Due 04-20-28	131,252.55	106.73	140,085.15	102.77	134,884.31	-5,200.84
GNMA Pass-Thru X Single Family 4.000% Due 08-15-43	124,280.71	106.90	132,859.35	104.10	129,380.94	-3,478.41
General Elec Cap Corp Mtn Be 2.100% Due 01-07-14	80,000.00	101.87	81,499.80	100.01	80,004.24	-1,495.56
General Elec Cap Corp Mtn Be 6.750% Due 03-15-32	36,000.00	131.41	47,306.40	123.42	44,430.88	-2,875.52
Goldman Sachs Grp Inc Mtn Be 6.000% Due 06-15-20	70,000.00	117.36	82,153.00	114.43	80,099.39	-2,053.61
Halliburton Co 6.700% Due 09-15-38	25,000.00	142.47	35,618.50	122.74	30,684.28	-4,934.23
Honeywell Intl Inc 5.300% Due 03-15-17	100,000.00	119.23	119,226.00	111.72	111,721.70	-7,504.30
IBM Corp 7.000% Due 10-30-25	40,000.00	146.91	58,763.00	125.33	50,132.36	-8,630.64
JP Morgan Chase Commercial Mortgage Securities Corp 5.372% Due 12-15-44	150,000.00	112.76	169,140.00	106.41	159,615.30	-9,524.70
Jpmorgan Chase & Co 6.300% Due 04-23-19	75,000.00	123.96	92,970.75	117.67	88,254.38	-4,716.38
Kellogg Co 7.450% Due 04-01-31	20,000.00	140.14	28,027.20	125.61	25,121.60	-2,905.60
Keybank Natl Assn Cleveland 4.950% Due 09-15-15	150,000.00	109.98	164,967.00	106.25	159,371.40	-5,595.60
LB UBS Commercial Mortgage Trust 2006-C1 A4 5.156% Due 01-15-16	160,000.00	112.61	180,183.75	106.77	170,837.44	-9,346.31
Lilly Eli & Co 5.500% Due 03-15-27	40,000.00	129.47	51,786.60	113.93	45,571.76	-6,214.84
Lincoln Natl Corp Ind 8.750% Due 07-01-19	50,000.00	131.36	65,677.50	128.58	64,287.95	-1,389.55
Lockheed Martin Corp 3.350% Due 09-15-21	55,000.00	105.96	58,278.15	98.79	54,336.21	-3,941.95
Mcdonalds Corp Med Term Nt Be 5.350% Due 03-01-18	90,000.00	122.47	110,222.70	113.86	102,469.77	-7,752.93
Merrill Lynch Co Inc Mtn Be 6.400% Due 08-28-17	34,000.00	117.58	39,978.60	115.33	39,210.53	-768.07
MetLife Inc 7.717% Due 02-15-19	75,000.00	130.96	98,217.00	123.98	92,988.60	-5,228.40
Morgan Stanley 5.625% Due 09-23-19	55,000.00	114.62	63,039.50	113.31	62,321.49	-718.01
Morgan Stanley 6.000% Due 04-28-15	90,000.00	109.15	98,238.30	106.53	95,873.76	-2,364.54
NBCUniversal Media Llc 3.650% Due 04-30-15	125,000.00	104.29	130,357.50	104.00	130,005.75	-351.75
Ohio Pwr Co 5.375% Due 10-01-21	64,000.00	122.75	78,560.28	111.39	71,287.36	-7,272.92
PNC Funding Corp 6.700% Due 06-10-19	60,000.00	128.61	77,165.40	120.82	72,489.96	-4,675.44
Parker-Hannifin Corp Mtns Be 6.250% Due 05-15-38	25,000.00	138.52	34,629.25	119.01	29,751.78	-4,877.48
Pepsi Bottling Group Inc 7.000% Due 03-01-29	25,000.00	145.60	36,399.75	125.05	31,261.60	-5,138.15
Pfizer Inc 7.200% Due 03-15-39	15,000.00	156.90	23,535.00	134.60	20,190.23	-3,344.78
Phillips 66 1.950% Due 03-05-15	80,000.00	101.66	81,324.60	101.46	81,164.64	-159.96
Progressive Corp Ohio 6.625% Due 03-01-29	35,000.00	129.04	45,165.00	117.77	41,219.89	-3,945.12
Sysco Corp 6.500% Due 08-01-28	35,000.00	132.84	46,495.35	119.18	41,713.35	-4,782.00
Thermo Fisher Scientific Inc 3.600% Due 08-15-21	50,000.00	107.54	53,767.50	99.40	49,702.35	-4,065.15
Time Warner Companies Inc 6.625% Due 05-15-29	20,000.00	128.25	25,650.80	114.43	22,886.88	-2,763.92

Portfolio Detail

C.E. & S. Foundation, Inc.
Account Jonefst
December 31, 2013

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
United Parcel Service Inc 6 200% Due 01-15-38	25,000 00	140.49	35,121.25	120.90	30,225.88	-4,895.38
United States Treas Bds 5.250% Due 02-15-29	70,000 00	124.94	87,457.75	120.00	84,000.00	-3,457.75
United States Treas Bonds 4.750% Due 02-15-37	265,000 00	124.01	328,631.21	114.55	303,549.29	-25,081.92
United States Treas Nts 1.625% Due 08-15-22	385,000.00	94.31	363,107.20	90.69	349,146.88	-13,960.33
Verizon Global Fdg Corp 7.750% Due 12-01-30	35,000 00	150.01	52,502.40	126.94	44,429.88	-8,072.53
Virginia Elec & Pwr Co 8 875% Due 11-15-38	25,000 00	173.88	43,469.75	153.34	38,335.80	-5,133.95
Wells Fargo & Co 4 600% Due 04-01-21	65,000.00	106.76	69,395.35	108.04	70,222.88	827.53
Wisconsin Pwr & Lt Co 6 375% Due 08-15-37	25,000.00	141.75	35,437.50	119.80	29,950.20	-5,487.30
Xto Energy Inc 6.500% Due 12-15-18	75,000.00	131.93	98,949.00	121.22	90,911.48	-8,037.53
Accrued Interest					65,677.94	
Dodge & Cox Income Fund	186,890.84	12.35	2,307,597.63	13.53	2,528,633.11	221,035.48
Absolute Return						
<i>Absolute Return</i>						
BBR Absolute Return, LTD	1.00	6,000,000 00	6,000,000 00	6,176,615.89	6,176,615.89	176,615.89
Other Stable Returning/Lower Risk						
<i>Other Stable Returning/Lower Risk</i>						
AQR Real Return Offshore Fund, LP	1.00	900,000.00	900,000.00	801,985.74	801,985.74	-98,014.26
Sub Total			18,919,533.51		18,845,947.87	-139,268.57
Higher Returning/Higher Risk						
<i>Higher Returning/Higher Risk</i>						
Passive Equity						
<i>US Large Cap</i>						
SPDR S&P 500 ETF TR	86,437 00	144.67	12,505,227.22	184.69	15,964,049.53	3,458,822.31
Vanguard 500 Index Signal	16,509.34	80.94	1,336,225.61	140.72	2,323,194.89	986,969.27
<i>Style</i>						
Vanguard Mid-Cap Index Fund	86,706.70	22.49	1,950,332.72	42.98	3,726,654.05	1,776,321.33
Active Equity - Long Only						
<i>Small Cap</i>						
DFA US Small Cap Value Portfolio	45,477.07	25.22	1,147,084.11	35.41	1,610,342.94	463,258.83
<i>Non-US</i>						
DFA Emerging Markets Value Portfolio	87,128.20	21.24	1,850,275.69	27.61	2,405,609.46	555,333.78
DFA International SmallCap Value Portfolio	120,856.36	16.26	1,965,417.97	20.35	2,459,426.97	494,009.00
<i>Sector</i>						
Humana Inc	31,645.00	3.48	110,221.38	103.22	3,266,396.90	3,156,175.52
Active Equity - Long/Short Equity						
<i>Active Equity - Long/Short Equity</i>						
BBR Equity Long/Short, LTD	1.00	12,000,000 00	12,000,000 00	13,291,984.64	13,291,984.64	1,291,984.64

Portfolio Detail

C.E. & S. Foundation, Inc.
Account Jonefist
December 31, 2015

Security	Quantity	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain / Loss
Private Equity						
<i>Private Equity</i>						
Amberbrook V, LLC	0.04	1,000,000.00	39,736.36	20,686,529.92	822,007.40	782,271.04
Fort Washington Private Equity IV, LP	0.17	1,000,000.00	171,443.00	3,813,325.71	653,768.00	482,325.00
Fort Washington Private Equity VI, LP	0.48	1,000,000.00	481,182.00	1,509,408.08	726,300.00	245,118.00
Northgate Capital IV	0.69	1,500,000.00	1,032,916.51	1,854,742.19	1,277,195.89	244,279.38
Northgate Private Equity Partners III	0.49	3,000,000.00	1,483,566.51	3,986,722.84	1,971,522.83	487,956.32
Richland Ventures III, LP	1.00	152,931.00	152,931.00	782.00	782.00	-152,149.00
Siguler Guff Distressed Opportunities III	0.34	1,500,000.00	514,848.44	3,302,633.79	1,133,570.58	618,722.13
Venture Investment Associates VI	0.54	1,500,000.00	806,488.56	1,898,459.66	1,020,724.00	214,235.44
Sub Total			\$56,467,897.09		\$71,499,472.96	
Commonwealth Bank						
J. G. Partnership			28,518.26		28,516.26	
J. G. Funding			465,438.00		465,438.00	
			337.43		337.43	
Total			\$56,961,724.28		\$71,993,766.65	

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	C E & S. Foundation	59-2466943
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	101 South Fifth St., Suite 1650	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Louisville KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► Bruce Maza
Telephone No. ► 502-583-0546 Fax No. ► 502-583-7648
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until November 15, 20 14 .
- For calendar year 2013 , or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension We have not yet received several K1 statements which are necessary for completion of this tax return.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	53,013.00
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	53,013.00
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► *Bruce Maza* Title ► *Exec. Dir.* Date ► *7/22/14*
Form 8868 (Rev. 1-2014)