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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**

Name of foundation DAVID W. HENDERMAN FOUNDATION, INC		A Employer identification number 23-7109635
Number and street (or P.O. box number if mail is not delivered to street address) 604 FLAT ROCK ROAD		B Telephone number (502) 425-4800
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40245		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,418,910.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		110,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		29.	29.		STATEMENT 1
4 Dividends and interest from securities		43,748.	43,748.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss) <12,547.>					STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10		<14,048.>			
b Gross sales price for all assets on line 6a 94,932.					
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)					
11 Other income					
12 Total. Add lines 1 through 11		139,729.	43,777.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT. 4		2,415.	2,415.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT. 5		2,896.	2,896.		0.
19 Depreciation and depletion		5,000.	5,000.		
20 Occupancy		1,896.	1,896.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT. 6		355.	340.		15.
24 Total operating and administrative expenses. Add lines 13 through 23		12,562.	12,547.		15.
25 Contributions, gifts, grants paid		93,317.			93,317.
26 Total expenses and disbursements. Add lines 24 and 25		105,879.	12,547.		93,332.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		33,850.			
b Net investment income (if negative, enter -0-)			31,230.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		11,778.	30,900.	30,900.
	2	Savings and temporary cash investments		370,562.	307,689.	307,689.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	785,211.	857,961.	1,224,912.
	c	Investments - corporate bonds	STMT 8	495,558.	505,409.	505,409.
	11	Investments - land, buildings, and equipment: basis ▶	250,750.			
	Less: accumulated depreciation STMT 9 ▶	40,000.	215,750.	210,750.	150,000.	
12	Investments - mortgage loans	STMT 10	150,000.	150,000.	200,000.	
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,028,859.	2,062,709.	2,418,910.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		2,028,859.	2,062,709.	
	30	Total net assets or fund balances		2,028,859.	2,062,709.	
	31	Total liabilities and net assets/fund balances		2,028,859.	2,062,709.	

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	2,028,859.
2	Enter amount from Part I, line 27a	2	33,850.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,062,709.
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	2,062,709.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MIRANT TR SER A 6.25- LIQUIDATING DIVIDEND	P		02/03/14
b CHARLES SCHWAB- CAPITAL GAIN DISTRIBUTIONS	P		12/31/13
c 700 CLIFF'S NATURAL RES	P	05/08/12	11/03/14
d 300 CLIFF'S NATURAL RES	P	06/23/13	11/03/14
e 6500 SY BANKCORP 10%- CALLED	P		12/31/13

(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 23.			23.
b 2,018.			2,018.
c 19,523.		39,209.	<19,686.>
d 8,368.		4,771.	3,597.
e 65,000.		65,000.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			23.
b			2,018.
c			<19,686.>
d			3,597.
e			0.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <14,048.> </div> </div>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> 3 N/A </div> </div>

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	86,892.	2,143,652.	.040535
2011	96,156.	2,039,837.	.047139
2010	118,626.	1,935,546.	.061288
2009	123,759.	1,804,347.	.068589
2008	106,760.	1,852,355.	.057635

2 Total of line 1, column (d)	2 .275186
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 .055037
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 2,291,341.
5 Multiply line 4 by line 3	5 126,109.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 312.
7 Add lines 5 and 6	7 126,421.
8 Enter qualifying distributions from Part XII, line 4	8 93,332.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	625.
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	625.
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	625.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,080.	
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	1,080.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	455.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	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

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 ▶ DAVID W. HENDERMAN Telephone no. ▶ 502-425-4800 Located at ▶ 304 WHITTINGTON PKWY, SUITE 107, LOUISVILLE, KY ZIP+4 ▶ 40222			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ▶ <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 W. HENDERMAN	PRESIDENT			
604 FLAT ROCK ROAD				
LOUISVILLE, KY 40245	1.00	0.	0.	0.
MARY BETH HENDERMAN	VICE PRESIDENT			
604 FLAT ROCK ROAD				
LOUISVILLE, KY 40245	0.50	0.	0.	0.
KYLE LEE HENDERMAN	DIRECTOR			
5605 RENADA DRIVE				
CRESTWOOD, KY 40014	0.00	0.	0.	0.

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

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

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

0

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	1,813,444.
b	Average of monthly cash balances	1b	351,253.
c	Fair market value of all other assets	1c	161,538.
d	Total (add lines 1a, b, and c)	1d	2,326,235.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,326,235.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,894.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,291,341.
6	Minimum investment return. Enter 5% of line 5	6	114,567.

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	114,567.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	625.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	625.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113,942.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	113,942.
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	113,942.

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	93,332.
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	93,332.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	93,332.

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				113,942.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			28,819.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 93,332.				
a Applied to 2012, but not more than line 2a			28,819.	
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 2013 distributable amount				64,513.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2012. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				49,429.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(i)(3) or ☐ 4942(i)(5)

- | Tax year | Prior 3 years | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
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1 Information Regarding Foundation Managers:

- DAVID W. HENDERMAN

- NONE

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

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

DAVID W. HENDERMAN, 502-425-4800
604 FLAT ROCK ROAD, LOUISVILLE, KY 40245

- b The form in which applications should be submitted and information and materials they should include**
LETTER OF EXPLANATION

- 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:

THE FOUNDATION SUPPORTS MOSTLY LOCAL CHRISTIAN ORGANIZATIONS WITH EMPHASIS ON CHILDREN, HOMELESS, AND THE NEEDY.

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				
ALLIANCE DEFENSE FUND 15333 N PRIMA RD SUITE 165 SCOTTSDALE, AZ 85260	N/A	PUBLIC	GENERAL FUND	6,100.
AMERICAN RED CROSS - LOUISVILLE AREA P O BOX 1675 LOUISVILLE, KY 40201	N/A	PUBLIC	GENERAL FUND	1,500.
BOY SCOUTS OF AMERICA LINCOLN HERITAGE COUNCIL P O BOX 36273 LOUISVILLE, KY 40233	N/A	PUBLIC	ANNUAL FUND DRIVE	3,500.
ENGLISH CHRISTIAN CHURCH 3477 HIGHWAY 389 CARROLLTON, KY 41008	N/A	PUBLIC	GENERAL FUND	750.
CENTRAL KY JEWISH FOUNDATION 1050 CHINOE RD SUITE 112 LEXINGTON, KY 40502	N/A	PUBLIC	GENERAL FUND	1,600.
Total	SEE CONTINUATION SHEET(S)			93,317.
b Approved for future payment				
NONE				
Total				0.

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

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


[illegible]


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


b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here







Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DAVID W. HENDERMAN	<i>D. W. Henderman</i>	8/13/14		P00055799
	Firm's name ▶ HENDERMAN, JESSEE & COMPANY PLLC				Firm's EIN ▶ 31-1490913
	Firm's address ▶ 304 WHITTINGTON PARKWAY # 107 LOUISVILLE, KY 40222			Phone no (502) 425-4800	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHRISTIAN BUSINESS MEN'S COMMITTEE P O BOX 8009 CHATTANOOGA, TN 37414	N/A	PUBLIC	GENERAL FUND	250.
COUNCIL ON DEVELOPMENTAL DISABILITIES 1146 S THIRD ST LOUISVILLE, KY 40203	N/A	PUBLIC	GENERAL FUND, CAMPING EXPENSES, ART FOR THE HEART SPONSORSHIP	7,900.
EASTERN AREA COMMUNITY MINISTRIES 9104 WESTPORT ROAD LOUISVILLE, KY 40253	N/A	PUBLIC	GENERAL FUND	1,600.
EDUCATIONAL FOUNDATION OF THE KYCPA 1735 ALLIANT AVE LOUISVILLE, KY 40299	N/A	PUBLIC	ACCOUNTING SCHOLARSHIPS	3,500.
FELLOWSHIP CHURCH OF LOUISVILLE 11001 BLUEGRASS PKWY, SUITE 150 LOUISVILLE, KY 40299	N/A	PUBLIC	GENERAL FUND	5,000.
FELLOWSHIP FOR CHRISTIAN ATHLETES 2815 S 2ND ST LOUISVILLE, KY 40208	N/A	PUBLIC	GENERAL FUND AND CAMPING EXPENSES	5,000.
FOCUS ON THE FAMILY COLORADO SPRINGS, CO 80995	N/A	PUBLIC	GENERAL FUND	4,200.
SOUTHEAST CHRISTIAN CHURCH 920 BLANKENBAKER PARKWAY LOUISVILLE, KY 40243	N/A	PUBLIC	WOMEN'S MINISTRY AND LOCAL GENERAL FUND	9,000.
GIFTS, CLOTHING & FOOD- WAYSIDE CHRISTIAN MISSION& PLYMOUTH COMM RENEWL CNTR VARIOUS LOCATIONS LOUISVILLE, KY 40203	N/A	PUBLIC	GENERAL FUND	4,999.
IN TOUCH MINISTRIES, DR CHARLES STANLEY P O BOX 7900 ATLANTA, GA 30357	N/A	PUBLIC	GENERAL FUND	1,750.
Total from continuation sheets				79,867.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INSIGHT FOR LIVING, REV CHARLES SWINDOLL P O BOX 269000 PLANO, TX 75026	N/A	PUBLIC	GENERAL FUND	1,500.
JOHN HAGEE MINISTRIES 18755 STONE OAK PKWY SAN ANTONIO, TX 78258	N/A	PUBLIC	FUNDING FOR CHRISTIAN BROADCASTS	1,000.
OPERATION CARE 708 MAIN STREET SHELBYVILLE, KY 40065	N/A	PUBLIC	GENERAL FUND	1,000.
KOSAIR SHRINE CIRCUS FUND 829 SOUTH THIRD STREET LOUISVILLE, KY 40203	N/A	PUBLIC	NICOLE'S PLACE/ A WOMAN'S CHOICE - CIRCUS TICKETS FOR NEEDY CHILDREN	150.
LIFEHOUSE INC 2710 RIEDING LOUISVILLE, KY 40206	N/A	PUBLIC	GENERAL FUND	1,250.
NEIGHBORHOOD VISITOR PROGRAM (EAST AREA) PO BOX 43049 LOUISVILLE, KY 40253	N/A	PUBLIC	CHRISTMAS & GENERAL FUND	2,000.
PINEHAVEN CHRISTIAN CHILDRENS RANCH & SCHOOL BOX 940 ST IGNATIUS, MT 59865	N/A	PUBLIC	GENERAL FUND	2,100.
PLYMOUTH COMMUNITY RENEWAL CENTER 1626 W CHESTNUT ST LOUISVILLE, KY 40203	N/A	PUBLIC	GENERAL FUND	2,000.
POWER MINISTRIES P O BOX 6706 NEW ALBANY, IN 47151	N/A	PUBLIC	GENERAL FUND	225.
RECLAIM OUR CULTURE (ROCK) 1717 ALLIANT AVE SUITE 21-A LOUISVILLE, KY 40299	N/A	PUBLIC	GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SALVATION ARMY - CITY 512 W KENTUCKY ST LOUISVILLE, KY 40203	N/A	PUBLIC	LOCAL GENERAL OPERATING FUND	2,100.
SALVATION ARMY 512 W KENTUCKY ST LOUISVILLE, KY 40203	N/A	PUBLIC	CHRISTMAS FUND - ANGEL TREE	2,493.
ST JOHN CENTER 700 E MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	N/A	PUBLIC	GENERAL FUND	500.
WALL BUILDER PRESENTATIONS P O BOX 397 ALED0, TX 76008	N/A	PUBLIC	GENERAL FUND OPERATING EXPENSES	2,100.
WAYSIDE CHRISTIAN MISSION, FAMILY & WOMENS SHELTER PO BOX 7249 LOUISVILLE, KY 40257	N/A	PUBLIC	CHRISTMAS AND GENERAL FUND - FAMILY AND WOMEN	7,025.
WAYSIDE CHRISTIAN MISSION, MEN'S SHELTER PO BOX 7249 LOUISVILLE, KY 40257	N/A	PUBLIC	CHRISTMAS AND GENERAL FUND - MEN	7,025.
WOUNDED WARRIOR PROJECT PO BOX 758516 TOPEKA, KS 66675	N/A	PUBLIC	GENERAL FUND	200.
YOUNG LIFE OF GREATER LOUISVILLE 4012 DUPONT CIRCLE LOUISVILLE, KY 40207	N/A	PUBLIC	GENERAL FUND	500.
BOB RUSSELL MINISTRIES PO BOX 43933 LOUISVILLE, KY 40253	N/A	PUBLIC	GENERAL FUND AND LOCAL BENEVOLENCE	2,500.
Total from continuation sheets				

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

DAVID W. HENDERMAN FOUNDATION, INC

Employer identification number

23-7109635

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

DAVID W. HENDERMAN FOUNDATION, INC

23-7109635

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	DAVID W. AND MARY BETH HENDERMAN 604 FLAT ROCK ROAD LOUISVILLE, KY 40245	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	DAVID W. AND MARY BETH HENDERMAN 604 FLAT ROCK ROAD LOUISVILLE, KY 40245	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

23-7109635

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

[illegible]

Name of organization

Employer identification number

DAVID W. HENDERMAN FOUNDATION, INC

23-7109635

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.) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF. INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB MONEY MARKET	29.	29.	
TOTAL TO PART I, LINE 3	29.	29.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	33,897.	0.	33,897.	33,897.	
CITIZENS UNION BANK - CERTIFICATE OF DEPOSIT	6,000.	0.	6,000.	6,000.	
ECLIPSE BANK - CERTIFICATE OF DEPOSIT	3,851.	0.	3,851.	3,851.	
INTEREST ON LLC MORTGAGE LOAN	0.	0.	0.	0.	
TO PART I, LINE 4	43,748.	0.	43,748.	43,748.	

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,000.	
REAL ESTATE TAXES		2,881.	
INSURANCE		1,896.	
LLC FILING FEES		15.	
PROPERTY MAINTENANCE		340.	
LEGAL FEES		2,415.	
BANK SERVICE CHARGE - NET		0.	
- SUBTOTAL -	1		12,547.
TOTAL RENTAL EXPENSES			12,547.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<12,547.>

FORM 990-PF.	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	2,415.	2,415.		0.	
TO FM 990-PF, PG 1, LN 16A	2,415.	2,415.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REAL ESTATE TAXES	2,881.	2,881.		0.	
LLC FILING FEES	15.	15.		0.	
TO FORM 990-PF, PG 1, LN 18	2,896.	2,896.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
KENTUCKY STATE TREASURER-ANNUAL FILING FEE	15.	0.		15.	
PROPERTY MAINTENANCE	340.	340.		0.	
BANK SERVICE CHARGE - NET	0.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	355.	340.		15.	

FORM 990-PF.

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
556 SH ALLSTATE CORP	6,400.	31,458.
130 SH AMERICAN ELECTRIC POWER	2,647.	6,586.
3000 SH FORD MOTOR COMPANY NEW	31,568.	46,800.
1100 SH CENTERPOINT ENERGY INC	12,268.	26,059.
94 SH SEARS HOLDINGS CORP	4,103.	4,489.
1200 SH SOUTHERN COMPANY	4,386.	52,728.
299 SH TRAVELERS COMPANIES INC	8,938.	25,445.
556 SH EQUITY RESIDENTIAL COMMON	9,345.	32,242.
1000 SH CAMDEN PPTY TRUST REIT	28,955.	67,340.
1248 SH JPMORGAN CHASE & CO	38,401.	75,766.
3000 SH BANK OF AMERICA CORP	56,551.	51,600.
360 SH BEAZER HOMES USA INC (REVERSE 1 FOR 5 SPLIT PRIOR YEAR)	11,492.	7,229.
231 SH CITIGROUP INC	43,692.	10,996.
1000 SH EDISON INTERNATIONAL	15,813.	56,610.
1000 SH FEDERAL RLTY INV TR SBI MARYLAND	46,797.	114,720.
1000 SH MACK CALI RLTY CORP (NON-DIV DIST REDUCED BOOK VALUE)	25,622.	20,790.
500 SH CINCINNATI BELL INC PFD CONV 6.75%(NON-DIV DIST REDUCED BOOK VALUE)_	19,002.	22,660.
800 SH XCEL ENERGY INC	17,085.	24,288.
1000 SH CORNING INC	19,680.	20,820.
2600 SH PULTEGROUP INC	67,833.	49,894.
848 SH GAMESTOP CORP NEW CL A	13,993.	34,853.
626 SH CARMAX INC	16,786.	29,297.
400 SH PNC FINANCIAL SERVICES INC	29,616.	34,800.
1797 SH REGIONS FINANCIAL CORP NEW	20,324.	19,965.
2000 SH BARCLAYS BANK PFD 7.75%	50,007.	51,880.
85 SH GREAT PLAINS ENERGY INC	2,218.	2,298.
6500 SH S Y BANCORP CAPITAL TRUST II PFD 10%- CALLED	0.	0.
5000 SH ALCOA INC	43,852.	64,350.
683 SH NGR ENERGY INC (FROM GENON ENERGY MERGER PRIOR YEAR)	15,370.	21,719.
40 SH SEARS CANADA INC	468.	594.
DYNEGY INC NEW- WARRANTS	3,056.	53.
1 SH DYNEGY INC NEW	2,435.	25.
2700 SH CLIFFS NATURAL RES INC	42,938.	55,242.
1000 SH GENERAL ELECTRIC CO	23,109.	25,890.
2000 SH INTEL CORP	42,209.	51,628.
1500 SH CISCO SYSTEMS	31,509.	33,623.
500 SH ENSCO PLC CLASS A	25,984.	26,390.
500 SH VERIZON COMMUNICATIONS	23,509.	23,785.
TOTAL TO FORM 990-PF, PART II, LINE 10B	857,961.	1,224,912.

FORM 990-PF.	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ECLIPSE BANK C OF D - 3/20/17	260,888.	260,888.
CITIZENS UNION BANK C OF D - 1/27/16	244,521.	244,521.
TOTAL TO FORM 990-PF, PART II, LINE 10C	505,409.	505,409.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMMERCIAL BUILDING CARROLLTON, KY	200,000.	40,000.	160,000.
LAND CARROLLTON, KY	50,750.	0.	50,750.
TOTAL TO FM 990-PF, PART II, LN 11	250,750.	40,000.	210,750.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MTG LOAN 100% OWNED LLC, WILLIAM D & MELANIE STEWART CURRENTLY IN BANKRUPTCY	150,000.	200,000.
TOTAL TO FORM 990-PF, PART II, LINE 12	150,000.	200,000.