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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL BANK & TRUST CO		A Employer identification number 61-0449629
Number and street (or P.O. box number if mail is not delivered to street address) 300 WEST VINE STREET	Room/suite	B Telephone number 859-253-8106
City or town, state or province, country, and ZIP or foreign postal code LEXINGTON, KY 40507		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,240,093.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	35,507.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 2
	4 Dividends and interest from securities	58,245.	58,245.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	133,235.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,085,864.			
	7 Capital gain net income (from Part IV, line 2)		133,523.		
	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	226,991.	191,772.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,550.	1,275.		1,275.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	92.	46.		46.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	19,378.	14,275.		5,103.
	24 Total operating and administrative expenses. Add lines 13 through 23	22,020.	15,596.		6,424.
25 Contributions, gifts, grants paid	153,680.			153,680.	
26 Total expenses and disbursements. Add lines 24 and 25	175,700.	15,596.		160,104.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	51,291.				
b Net investment income (if negative, enter -0-)		176,176.			
c Adjusted net income (if negative, enter -0-)			N/A		

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11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

14 8

ORPHAN SOCIETY OF LEXINGTON

Form 990-PF (2014)

C/O CENTRAL BANK & TRUST CO

61-0449629

Page 2

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		7,934.	6,553.	6,553.
	2	Savings and temporary cash investments		54,156.	39,304.	39,304.
	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	2,216,940.	2,350,927.	2,885,818.	
	c	Investments - corporate bonds STMT 8	369,230.	308,508.	308,418.	
	11	Investments - land, buildings and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
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 I)			2,648,260.	2,705,292.	3,240,093.
Liabilities	17	Accounts payable and accrued expenses			5,741.	
	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.	5,741.	
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	2,648,260.	2,699,551.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances			2,648,260.	2,699,551.	
31	Total liabilities and net assets/fund balances			2,648,260.	2,705,292.	

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	2,648,260.
2	Enter amount from Part I, line 27a	2	51,291.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,699,551.
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	2,699,551.

**ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO**

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	SEE ATTACHED STATEMENT	P		
b	SEE ATTACHED STATEMENT	P		
c	CLASS ACTION LITIGATION SETTLEMENTS	P		
d	CAPITAL GAINS DIVIDENDS			
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	346,634.		356,898.	-10,264.
b	702,561.		595,443.	107,118.
c	737.			737.
d	35,932.			35,932.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-10,264.
b			107,118.
c			737.
d			35,932.
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	133,523.
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	3	N/A

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))
2013	129,021.	2,903,248.	.044440
2012	65,943.	2,642,022.	.024959
2011	162,933.	2,695,569.	.060445
2010	127,201.	2,557,229.	.049742
2009	167,902.	2,392,547.	.070177

2	Total of line 1, column (d)	2	.249763
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	.049953
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,159,677.
5	Multiply line 4 by line 3	5	157,835.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,762.
7	Add lines 5 and 6	7	159,597.
8	Enter qualifying distributions from Part XII, line 4	8	160,104.

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.

ORPHAN SOCIETY OF LEXINGTON

C/O CENTRAL BANK & TRUST CO

Form 990-PF (2014)

61-0449629

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,762.
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	1,762.
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	1,762.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,480.	
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	2,480.	
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	718.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 718. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
1c 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	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	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2014)

**ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO**

61-0449629

Page 5

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CENTRAL BANK & TRUST COMPANY</u> Telephone no. ► <u>859-253-8106</u> Located at ► <u>300 WEST VINE STREET, LEXINGTON, KY</u> ZIP+4 ► <u>40507</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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

7b

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

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

(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
SEE STATEMENT 9		0.	0.	18,347.

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

Form 990-PF (2014)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]**Total** number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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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.

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the investment manager by priority.		
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

Form **990-PF** (2014)

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

Form 990-PF (2014)

61-0449629 Page 8

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	3,175,936.
b	Average of monthly cash balances	1b	31,858.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,207,794.
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	3,207,794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,159,677.
6	Minimum investment return. Enter 5% of line 5	6	157,984.

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	157,984.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,762.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,762.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	156,222.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	156,222.
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	156,222.

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	160,104.
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	160,104.
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	1,762.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	158,342.

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.

Form 990-PF (2014)

**ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO**

Form 990-PF (2014)

61-0449629

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				156,222.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			125,542.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 160,104.				
a Applied to 2013, but not more than line 2a			125,542.	
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 2014 distributable amount				34,562.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				121,660.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.		-	- - -
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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 address of the person to whom applications should be addressed:

SEE STATEMENT 10

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

c Any submission deadlines:

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

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO**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				
ASHLAND MEMORIAL FOUNDATION 120 SYCAMORE RD LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	1,500.
BABY HEALTH SERVICES 1590 HARRODSBURG RD LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	7,500.
BIG BROTHERS BIG SISTERS OF THE BLUEGRASS 436 GEORGETOWN ST LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	5,500.
CARNEGIE CENTER FOR LITERACY & LEARNING 251 WEST SECOND STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	7,300.
CENTER FOR WOMEN, CHILDREN & FAMILIES 530 NORTH LIMESTONE LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	10,000.
Total	SEE CONTINUATION SHEET(S)			153,680.
b Approved for future payment				
NONE				
Total				0.

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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	4.		
4 Dividends and interest from securities			14	58,245.		
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						
8 Gain or (loss) from sales of assets other than inventory			18	133,235.		
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)		0.		191,484.		0.
13 Total. Add line 12, columns (b), (d), and (e)						191,484.

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

[illegible]

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

[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		

Sign Here	Under penalty of perjury, the preparer has 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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	Signature of officer or trustee <i>William Wilson Gibson</i>		Date 10/31/15		Title TRUSTEE		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	PAULA C. HANSON		<i>Paula C. Hanson</i>		3/6/15		P00161575
	Firm's name ▶ DEAN DORTON ALLEN FORD, PLLC					Firm's EIN ▶ 27-3858252	
	Firm's address ▶ 106 W. VINE STREET, SUITE 600 LEXINGTON, KY 40507					Phone no. (859)255-2341	

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

2014

Name of the organization

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

Employer identification number

61-0449629

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

Name of organization
 ORPHAN SOCIETY OF LEXINGTON
 C/O CENTRAL BANK & TRUST CO

Employer identification number

61-0449629

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	ANNA LATHAM TRUST C/O CENTRAL BANK & TRUST CO; 300 WEST VINE STREET LEXINGTON, KY 40507	\$ 24,535.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ETHEL O HILL T/U/W C/O JP MORGAN CHASE BANK, NA; PO BOX 3038 MILWAUKEE, WI 53201	\$ 6,302.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	JAMES KENNING CHARITABLE T/W C/O JP MORGAN CHASE BANK, NA; PO BOX 8708 WILMINGTON, DE 19899	\$ 3,109.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	FRANCES K ROSS TRUST C/O JP MORGAN CHASE BANK, NA; PO BOX 8708 WILMINGTON, DE 19899	\$ 1,560.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

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

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

Name of organization

Employer identification number

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

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
CENTRAL MUSIC ACADEMY 219 EAST SHORT ST LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	8,000.
CHILDREN'S ADVOCACY CENTER 162 N ASHLAND AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	5,500.
CHRYSLIS HOUSE 1589 HILL RISE DRIVE LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	3,000.
COMMON GOOD 1015 N LIMESTONE LEXINGTON, KY 40505	NONE	PUBLIC	SUBSIDY	5,065.
CROSS MINISTRIES 166 MARKET STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	10,000.
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	NONE	PUBLIC	SUBSIDY	8,100.
HARRISON ELEMENTARY SCHOOL 161 BRUCE STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	7,000.
HIGH STREET NEIGHBORHOOD ASSOCIATION 228 SOUTH LIMESTONE LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	10,000.
LEXINGTON HEARING AND SPEECH CENTER 350 HENRY CLAY AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	7,500.
LEXINGTON WOMEN'S CLUB 1341 CORONA DRIVE LEXINGTON, KY 40514	NONE	PUBLIC	SUBSIDY	8,000.
Total from continuation sheets				121,880.

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

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
MCDOWELL-BRECKINRIDGE FOUNDATION 120 PRESTON AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	4,500.
OPEN DOOR CHURCH 749 ADDISON AVENUE LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	3,000.
READING CAMP/DIOCESE OF LEXINGTON PO BOX 610 LEXINGTON, KY 40588	NONE	PUBLIC	SUBSIDY	6,905.
SALVATION ARMY 736 WEST MAIN ST LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	15,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES (VIPS) 161 BURT ROAD #4 LEXINGTON, KY 40503	NONE	PUBLIC	SUBSIDY	3,750.
LIVING ARTS & SCIENCE CENTER 362 N MARTIN LUTHER KING BLVD LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	7,560.
LEXINGTON LEADERSHIP/READ TO SUCCEED PO BOX 4654 LEXINGTON, KY 40544	NONE	PUBLIC	SUBSIDY	1,000.
FRIENDS OF THE ARBORETUM 500 ALUMNI DRIVE LEXINGTON, KY 40503	NONE	PUBLIC	SUBSIDY	3,000.
JUNIOR ACHIEVEMENT 1092 DUVAL STREET LEXINGTON, KY 40515	NONE	PUBLIC	SUBSIDY	5,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
346,634.	356,898.	0.	0.	-10,264.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
702,561.	595,731.	0.	0.	106,830.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION LITIGATION SETTLEMENTS			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
737.	0.	0.	0.	737.	

CAPITAL GAINS DIVIDENDS FROM PART IV	35,932.
TOTAL TO FORM 990-PF, PART I, LINE 6A	133,235.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CENTRAL BANK	4.	4.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CENTRAL BANK	94,177.	35,932.	58,245.	58,245.	
TO PART I, LINE 4	94,177.	35,932.	58,245.	58,245.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,550.	1,275.		1,275.
TO FORM 990-PF, PG 1, LN 16B	2,550.	1,275.		1,275.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	92.	46.		46.
TO FORM 990-PF, PG 1, LN 18	92.	46.		46.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC ADMINISTRATIVE EXPENSES	1,031.	515.		516.
FIDUCIARY FEES	18,347.	13,760.		4,587.
TO FORM 990-PF, PG 1, LN 23	19,378.	14,275.		5,103.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	2,350,927.	2,885,818.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,350,927.	2,885,818.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	308,508.	308,418.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	308,508.	308,418.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CENTRAL BANK & TRUST COMPANY 300 WEST VINE STREET LEXINGTON, KY 40507	TRUSTEE 2.00	0.	0.	18,347.
MARTINA OCKERMAN PO BOX 21825 LEXINGTON, KY 40522	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
GENEVA DONALDSON PO BOX 21825 LEXINGTON, KY 40522	SECRETARY/DIRECTOR 1.00	0.	0.	0.
JEAN BREWER PO BOX 21825 LEXINGTON, KY 40522	TREASURER/DIRECTOR 1.00	0.	0.	0.
KATHERINE BREWER PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
FRANCES COX PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
LUCY CRAMER COX PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
SARA HOWELL PO BOX 21825 LEXINGTON, KY 40522	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
AMY KESSINGER PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
MADELYN MILLARD PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
JOYCE OCKERMAN PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.

ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL

61-0449629

CATHY RUPP	DIRECTOR			
PO BOX 21825	1.00	0.	0.	0.
LEXINGTON, KY 40522				
SALLY STEVENS	DIRECTOR			
PO BOX 21825	1.00	0.	0.	0.
LEXINGTON, KY 40522				
KASSIE KESSINGER	DIRECTOR			
PO BOX 21825	1.00	0.	0.	0.
LEXINGTON, KY 40522				
ANNE L. SWINFORD	DIRECTOR			
PO BOX 21825	1.00	0.	0.	0.
LEXINGTON, KY 40522				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	18,347.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEAN BREWER
PO BOX 21825
LEXINGTON, KY 40522

TELEPHONE NUMBER

859-269-2209

FORM AND CONTENT OF APPLICATIONS

A REQUEST FOR A SPECIFIC AMOUNT AND THE INTENDED USE OF THE FUNDS.
APPLICATIONS WILL BE PROVIDED TO THE REQUESTOR.

ANY SUBMISSION DEADLINES

MARCH 15 & SEPTEMBER 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANT MUST BE AN IRC SECTION 501(C)(3) ORGANIZATION ONLY.

0023

PREPARED FOR ACCOUNT # 20 00 3751 0 0G - ORPHAN SOCIETY OF LEXINGTON TRUST

TAX LEDGER

ACCOUNT SITUS = KY
TAX ID# = 610449629
STATE TAX ID# =

PAGE 1

PROCESS DATE 01/13/2015

FOR TAX YEAR ENDED 12/31/2014

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO		COST BASIS	SHORT TERM GAIN OR LOSS	WASH SALE
			ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH			
227.0000	ALLIANT TECHSYSTEMS INC (018804104)	1	04/21/14	12/30/14**		26324.97	-32065.59	-5740.62	N
367.0000	CBS CORP CLASS B COMMON NEW (124857202)	1	01/08/14	06/04/14		21951.47	-23152.01	-1200.54	N
804.0750	CAUSEWAY INTERNATIONAL FUND INSTITUTIONAL (14949P20T)	4	02/27/14	12/23/14		12077.21	-13114.46	-1037.25	N
100.0000	EBAY INC COM (278642103)	1	07/25/13	06/20/14		4897.99	-5149.00	-251.01	N
469.0000	GENERAL MILLS INC (370334104)	1	05/09/13	01/08/14		22963.34	-23352.03	-388.69	N
394.0000	HOME DEPOT INC (437076102)	1	03/04/13	02/06/14		29828.98	-27289.86	2539.12	N
543.0000	ETF I-SHARES TRUST (464287465)	1	01/08/14	02/18/14		36359.03	-36011.98	347.05	N
1500.0000	ETF I-SHARES TRUST (464287465)	1	10/24/13	12/18/14		100439.29	-99988.05	451.24	N
149.0000	ETF I-SHARES TRUST (464287465)	1	01/16/14	02/18/14		9976.97	-9966.03	10.94	N
175.0000	ETF I-SHARES TRUST (464287465)	1	12/12/13	02/18/14		11717.92	-11225.92	492.00	N
588.0000	SALESFORCE.COM (794661302)	1	11/06/13	08/15/14		31260.92	-32455.72	-1194.80	N
202.0000	THOR INDS INC (885160101)	1	04/21/14	09/09/14		10865.66	-12550.50	-1684.84	N
828.0000	TOLL BROTHERS INC (889478103)	1	02/06/14	09/09/14		27970.13	-30576.96	-2606.83	N
	TOTAL SHORT TERM SALES & MATURITIES					346633.88	356898.11	-10264.23	

0023

PREPARED FOR ACCOUNT # 20 00 3751 0 0G - ORPHAN SOCIETY OF LEXINGTON TRUST

TAX LEDGER

ACCOUNT SITUS = KY
TAX ID# = 610449629
STATE TAX ID# =

PAGE 2

PROCESS DATE 01/13/2015

FOR TAX YEAR ENDED 12/31/2014

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS	WASH SALE
			ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH			
157.0000	AT&T INC (00206R102)	1	03/21/12	12/23/14		5350.91	-5020.86	330.05	N
40.0000	AT&T INC (00206R102)	1	07/12/11	12/23/14		1363.29	-1244.26	119.03	N
43.0000	AT&T INC (00206R102)	1	07/11/11	12/23/14		1465.54	-1324.91	140.63	N
15.0000	AT&T INC (00206R102)	1	01/06/11	12/23/14		511.23	-436.20	75.03	N
115.0000	AT&T INC (00206R102)	1	11/04/09	12/23/14		3919.46	-2940.55	978.91	N
30000.0000	ABBEY NATL TREAS 2.875% 04-25-2014 (002799AK0)	1	03/28/12	04/25/14		30000.00	30000.00	0.00	N
428.0000	AETNA INC NEW (00817Y108)	1	07/10/13	12/23/14		38139.09	-27319.37	10819.72	N
335.0000	AMERICAN EXPRESS CO (025816109)	1	03/23/12	10/27/14		28837.50	-19188.13	9649.37	N
275.0000	BECTON DICKINSON & CO (075887109)	1	03/23/12	04/01/14		32105.29	-21153.00	10952.29	N
32.0000	COMCAST CORP NEW CL A (20030N101)	1	12/07/09	04/01/14		1598.45	-541.48	1056.97	N
50.0000	COMCAST CORP NEW CL A (20030N101)	1	09/30/11	04/01/14		2497.58	-1071.23	1426.35	N
10.0000	COMCAST CORP NEW CL A (20030N101)	1	01/06/11	04/01/14		499.52	-228.30	271.22	N
30000.0000	CREDIT SUISSE 2.20% 01-14-14 (22546QAH0)	1	07/27/12	01/14/14		30000.00	-30434.40	-434.40	N
130.0000	DOMINION RES INC VA (25746U109)	1	03/21/12	10/27/14		9174.41	-6583.20	2591.21	N
70.0000	DOMINION RES INC VA (25746U109)	1	10/14/11	10/27/14		4940.07	-3527.73	1412.34	N
102.0000	DOMINO'S PIZZA INC (25754A201)	1	03/07/13	06/04/14		7437.94	-5094.89	2343.05	N
112.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	03/21/12	12/23/14		8476.64	-5913.59	2563.05	N
48.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	04/30/10	12/23/14		3632.85	-1947.51	1685.34	N
55.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	05/12/10	12/23/14		4162.64	-2129.12	2033.52	N
25.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	06/24/10	12/23/14		1892.11	-929.90	962.21	N
25.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	06/09/10	12/23/14		1892.11	-906.47	985.64	N
25.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	05/24/10	12/23/14		1892.11	-897.11	995.00	N
50.0000	E I DUPONT DE NEMOURS & CO (263534109)	1	06/02/10	12/23/14		3784.21	-1778.06	2006.15	N

0023

PREPARED FOR ACCOUNT # 20 00 3751 0 0G - ORPHAN SOCIETY OF LEXINGTON TRUST

TAX LEDGER

PAGE 3

PROCESS DATE 01/13/2015

FOR TAX YEAR ENDED 12/31/2014

ACCOUNT SITUS = KY
TAX ID# = 610449629
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS	WASH SALE
			DATE	ACQUIRED	SOLD	INCOME CASH			
342.0000	EBAY INC COM	1	10/09/12	06/20/14	16751.13		-15999.92	751.21	N
		(278642103)		COVERED=Y					
15.0000	EMERSON ELEC CO COM	1	07/28/11	04/21/14	1028.14		-746.87	281.27	N
		(291011104)		COVERED=Y					
5.0000	EMERSON ELEC CO COM	1	07/29/11	04/21/14	342.71		-246.86	95.85	N
		(291011104)		COVERED=Y					
3.0000	EMERSON ELEC CO COM	1	07/27/11	04/21/14	205.63		-151.20	54.43	N
		(291011104)		COVERED=Y					
35.0000	EMERSON ELEC CO COM	1	07/13/11	04/21/14	2398.99		-1982.88	416.11	N
		(291011104)		COVERED=Y					
30.0000	EMERSON ELEC CO COM	1	05/18/11	04/21/14	2056.28		-1625.07	431.21	N
		(291011104)		COVERED=Y					
375.0000	EMERSON ELEC CO COM	1	03/21/12	04/21/14	25703.52		-19571.21	6132.31	N
		(291011104)		COVERED=Y					
300.0000	EXELON CORP	1	03/21/12	09/09/14	9917.81		-11636.97	-1719.16	N
		(30161N101)		COVERED=Y					
372.0000	FIRST SOLAR INC	1	05/24/13	11/21/14	18623.95		-19763.55	-1139.60	N
		(336433107)		COVERED=Y					
7740.2650	GSCI COMMODITY STRATEGY INST FUND	4	06/20/13	12/23/14	31580.28		-42029.64	-19449.36	N
		(38143H38T)		COVERED=Y					
121.0000	HANESBRANDS INC	1	03/27/13	06/04/14	10235.61		-5335.12	4900.49	N
		(410345102)		COVERED=Y					
263.0000	HERSHEY COMPANY	1	08/07/12	09/09/14	24015.57		-18906.60	5108.97	N
		(427866108)		COVERED=Y					
510.0000	INTERNATIONAL PAPER CO COM	1	03/21/12	09/09/14	24795.04		-18012.30	6782.74	N
		(460146103)		COVERED=Y					
934.1160	MATTHEWS PACIFIC TIGER INSTITUTIONAL CLASS	4	03/21/12	02/14/14	22932.56		-20942.88	1989.68	N
		(57713083T)		COVERED=Y					
170.0000	NIKE INC CL B	1	03/21/12	04/01/14	12685.54		-9404.39	3281.15	N
		(654106103)		COVERED=Y					
20.0000	NIKE INC CL B	1	03/31/11	04/21/14	1471.78		-763.49	708.29	N
		(654106103)		COVERED=Y					
80.0000	NIKE INC CL B	1	11/04/09	04/21/14	5887.11		-2486.00	3401.11	N
		(654106103)		COVERED=Y					
20.0000	NIKE INC CL B	1	01/06/11	04/21/14	1471.78		-840.40	631.38	N
		(654106103)		COVERED=Y					
50.0000	NIKE INC CL B	1	03/21/12	04/21/14	3679.44		-2766.00	913.44	N
		(654106103)		COVERED=Y					
347.0000	NOBLE ENERGY INC	1	06/21/12	11/14/14	18934.33		-14293.62	4640.71	N
		(655044105)		COVERED=Y					
300.0000	PEPSICO INC	1	03/21/12	02/06/14	23767.33		-19674.00	4093.33	N
		(713448108)		COVERED=Y					
58.0000	PRECISION CASTPARTS CORP CO	1	06/10/13	10/01/14	13549.17		-12737.19	811.98	N
		(740189105)		COVERED=Y					
98.0000	PRECISION CASTPARTS CORP CO	1	03/27/13	10/01/14	22893.43		-18596.03	4297.40	N
		(740189105)		COVERED=Y					

0023

PREPARED FOR ACCOUNT # 20 00 3751 0 0G - ORPHAN SOCIETY OF LEXINGTON TRUST

TAX LEDGER

PAGE 4

PROCESS DATE 01/13/2015

FOR TAX YEAR ENDED 12/31/2014

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TAX ID# = 610449629
STATE TAX ID# =

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SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS	WASH SALE
			DATE	ACQUIRED	SOLD	INCOME CASH			
338.5700	T ROWE PRICE MID CAP GROWTH FUND #64	4	03/21/12	01/16/14	25000.00		-20212.63	4787.37	N
		(77955610T)		COVERED=Y					
2608.4530	SCHRODER EMERGING MARKET EQUITY FUND	4	10/16/12	01/08/14	33701.21		-33988.14	-286.93	N
		(80809075T)		COVERED=Y					
184.0610	SCHRODER EMERGING MARKET EQUITY FUND	4	03/21/12	01/08/14	2378.07		-2390.95	-12.88	N
		(80809075T)		COVERED=Y					
3257.9330	SCHRODER EMERGING MARKET EQUITY FUND	4	03/21/12	02/21/14	41506.07		-42320.55	-814.48	N
		(80809075T)		COVERED=Y					
135.0000	SEMPRA ENERGY	1	03/21/12	07/28/14	13893.44		-7959.20	5934.24	N
		(816851109)		COVERED=Y					
40.0000	SEMPRA ENERGY	1	12/28/10	07/28/14	4116.57		-2089.43	2027.14	N
		(816851109)		COVERED=Y					
5.0000	SEMPRA ENERGY	1	01/06/11	07/28/14	514.57		-259.55	255.02	N
		(816851109)		COVERED=Y					
300.0000	STATE STREET CORP	1	03/07/13	04/21/14	19493.36		-17571.00	1922.36	N
		(857477103)		COVERED=Y					
175.0000	VANGUARD INDEX FDS REIT #986	1	07/25/13	10/27/14	13517.05		-12410.75	1106.30	N
		(922908553)		COVERED=Y					
382.0000	VANGUARD INDEX FDS REIT #986	1	03/07/13	10/27/14	29505.78		-26868.01	2637.77	N
		(922908553)		COVERED=Y					
9.7512	VERITIV COPR	1	03/21/12	08/26/14	434.50		-250.75	183.75	N
		(923454102)		COVERED=Y					
	TOTAL LONG TERM SALES & MATURITIES				702560.70		595443.42	107117.28	