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## Return of Private Foundation

2014

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

MAR 1, 2014

, and ending

FEB 28, 2015

Name of foundation

KATHRYN J HODGES CHARITABLE TRUST  
HILLIARD LYONS TRUST COMPANY LLC

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

P. O. BOX 32760

A Employer identification number

31-6553137

City or town, state or province, country, and ZIP or foreign postal code

LOUISVILLE, KY 40232

B Telephone number

(800) 444-1854

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

C If exemption application is pending, check here ► H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► 

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

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 1,332,193. (Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

## 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))

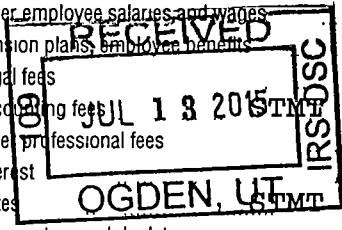
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	27,894.	27,894.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	34,849.			
b	Gross sales price for all assets on line 6a	93,557.			
7	Capital gain net income (from Part IV, line 2)		34,849.		
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	62,743.	62,743.		0.
13	Compensation of officers, directors, trustees, etc	9,812.	9,812.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,300.	0.		1,300.
c	Other professional fees				
17	Interest				
18	Taxes	2,348.	181.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	13,460.	9,993.		1,300.
25	Contributions, gifts, grants paid	52,314.			52,314.
26	Total expenses and disbursements. Add lines 24 and 25	65,774.	9,993.		53,614.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<3,031. >			
b	Net investment income (if negative, enter -0-)		52,750.		
c	Adjusted net income (if negative, enter -0-)			N/A	

423501  
11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

SCANNED JUL 14 2015

Operating and Administrative Expenses



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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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		8,950.	27,297.	27,297.
	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 4	589,459.	578,129.	1,139,005.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 5	146,991.	136,741.	165,891.
	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)		745,400.	742,167.	1,332,193.
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		745,400.	742,167.	
	30 Total net assets or fund balances		745,400.	742,167.	
	31 Total liabilities and net assets/fund balances		745,400.	742,167.	

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	745,400.
2 Enter amount from Part I, line 27a	2	<3,031.>
3 Other increases not included in line 2 (itemize) ► <u>NON-DIVIDEND DISTRIBUTIONS</u>	3	1,094.
4 Add lines 1, 2, and 3	4	743,463.
5 Decreases not included in line 2 (itemize) ► <u>BASIS ADJUSTMENTS</u>	5	1,296.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	742,167.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	93,557.	58,708.	34,849.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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					
b					
c					
d					
e			34,849.		
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	34,849.	
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			
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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.

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**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)	1	1,055.
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			
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6	<b>Credits/Payments:</b>			
a	2014 estimated tax payments and 2013 overpayment credited to 2014		6a	1,480.
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d			
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> ► 425. <b>Refunded</b> ► 11			
				0.

**Part VII-A | Statements Regarding Activities**

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>KY</b>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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

11		X
12		X
13	X	
14	HILLIARD LYONS TRUST COMPANY LLC Located at ► P. O. BOX 32760, LOUISVILLE, KENTUCKY	Telephone no. ► (502) 588-8400 ZIP+4 ► 40232
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15   N/A
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**

	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X 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	X 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	X 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	► <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 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?	<input type="checkbox"/> Yes	X 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	X 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

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HILLIARD LYONS TRUST COMPANY LLC

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

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

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

6b

X

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

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

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
HILLIARD LYONS TRUST COMPANY LLC P. O. BOX 32760	TRUSTEE 0.50	9,812.	0.	0.
LOUISVILLE, KY 40232				
STEPHEN H PROVOST, III P. O. BOX 32760	MEMBER-SELECTION COMMITTEE 0.00	0.	0.	0.
LOUISVILLE, KY 40232				
ROBERT C CARR P. O. BOX 32760	MEMBER-SELECTION COMMITTEE 0.00	0.	0.	0.
LOUISVILLE, KY 40232				

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

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**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

►

0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	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.

Amount

1	N/A	
2		
3		
Total, Add lines 1 through 3		0.

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**Part X**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,224,874.
b	Average of monthly cash balances	1b	14,303.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,239,177.
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	1,239,177.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,588.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,220,589.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	61,029.

**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	61,029.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,055.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	59,974.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	59,974.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	59,974.

**Part XII**

**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	53,614.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	53,614.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	53,614.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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.

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**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				59,974.
2 Undistributed income, if any, as of the end of 2014			52,314.	
a Enter amount for 2013 only				
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: ► \$ 53,614.			52,314.	
a Applied to 2013, but not more than line 2a				
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				1,300.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				58,674.
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 XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ANNUNCIATION CATHOLIC PARISH 3010 E CHANDLER AVENUE <u>EVANSVILLE, IL 47714</u>	N/A	CHURCH	GENERAL FUND	5,000.
EVSC FOUNDATION, INC. 951 WALNUT STREET <u>EVANSVILLE, IN 47713</u>	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
LIFE CENTER OF CUMBERLAND COUNTY 507 E MAIN STREET <u>TOLEDO, IL 62468</u>	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
SANTA CLOTHES CLUB PO BOX 5783 <u>EVANSVILLE, IN 47716</u>	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
SOUTHWESTERN BEHAVIORAL HEALTHCARE INC. 415 MULBERRY STREET <u>EVANSVILLE, IN 47713</u>	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 52,314.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
<b>1</b> Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities				
<b>5</b> Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income				
<b>8</b> Gain or (loss) from sales of assets other than inventory				
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue:				
a				
b				
c				
d				
e				
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0.	62,743.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)			13	62,743.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

**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 with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (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

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.

**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 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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

7/10/15

VICE PRESIDENT  
RICHARD LYING TRUSTEE  
Title TRUSTEE.

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHRISTINE N KOENIG	Christine N. Koenig	7.10.15		P01022180
	Firm's name ► DEMING MALONE LIVESAY & OSTROFF PSC			Firm's EIN ► 61-1064249	
Firm's address ► 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187			Phone no. (502) 426-9660		

## 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 275 SHS C H ROBINSON WORLDWIDE INC			P	03/25/13	04/15/14
b 100 SHS WALT DISNEY CO			P	10/24/05	05/19/14
c 175 SHS EXXON MOBIL CORP			P	11/11/96	07/21/14
d 100 SHS JOHNSON & JOHNSON			P	05/18/04	05/19/14
e 550 SHS KINDER MORGAN INC			P	03/25/13	07/17/14
f 773.048 SHS ROYCE TOTAL RETURN FUND			P	05/03/11	07/21/14
g CAPITAL GAINS DIVIDENDS					
h					
i					
j					
k					
l					
m					
n					
o					
(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 15,191.		16,065.	<874.>		
b 8,089.		2,283.	5,806.		
c 17,923.		3,964.	13,959.		
d 10,052.		5,487.	4,565.		
e 20,228.		20,658.	<430.>		
f 12,000.		10,251.	1,749.		
g 10,074.			10,074.		
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			<874.>		
b			5,806.		
c			13,959.		
d			4,565.		
e			<430.>		
f			1,749.		
g			10,074.		
h					
i					
j					
k					
l					
m					
n					
o					
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	34,849.		
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		

KATHRYN J HODGES CHARITABLE TRUST  
HILLIARD LYONS TRUST COMPANY LLC

31-6553137

**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
TOLEDO AREA EMERGENCY AMBULANCE SERVICE INC. PO BOX 516 TOLEDO, IL 62468	N/A	PUBLIC CHARITY	GENERAL FUND	6,157.
TOLEDO UNITED METHODIST CHURCH 213 EAST MADISON STREET TOLEDO, IL 62468-1126	N/A	CHURCH	GENERAL FUND	16,000.
VANDERBURGH COUNTY HUMANE SOCIETY INC PO BOX 6711 EVANSVILLE, IN 47719	N/A	PUBLIC CHARITY	GENERAL FUND	4,157.
VANDERBURGH COUNTY BURDETTE PARK 5301 NURRENBERN RD 24 EVANSVILLE, IN 47712	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
<b>Total from continuation sheets</b>				<b>31,314.</b>

**HILLIARD LYONS**

KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:  
STATEMENT PERIOD:

02/01/15 - 02/28/15

PORTFOLIO INVESTMENTS			
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST
EXPEDITORS INTL WASH INC COM	600	28,980.00 48.30	23,026.45 38.38
GENERAL ELEC CO COM	1,000	25,990.00 25.99	18,639.00 18.64
<b>TOTAL INDUSTRIALS</b>	<b>1,600</b>	<b>\$54,970.00</b>	<b>\$41,665.45</b>

**CONSUMER DISCRETIONARY**

DISNEY WALT CO COM	650	67,652.00 104.08	14,841.20 22.83	52,810.80	747.00	1.10%
HARLEY DAVIDSON INC COM	400	25,428.00 63.57	5,327.49 13.32	20,100.51	496.00	1.95%
HOME DEPOT INC COM	625	71,718.75 114.75	21,531.25 34.45	50,187.50	1,475.00	2.06%
MATTEL INC COM	900	23,688.00 26.32	24,660.00 27.40	-972.00	1,368.00	5.78%
OMNICOM GROUP INC COM	400	31,816.00 79.54	17,506.00 43.77	14,310.00	800.00	2.51%

**HILLIARD LYONS****TRUST COMPANY**

KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:  
STATEMENT PERIOD:

02/01/15 - 02/28/15

PORTFOLIO INVESTMENTS			
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST
			UNREALIZED GAIN/LOSS
STAPLES INC COM	850	14,250.25 16.77	13,501.48 15.88
<b>TOTAL CONSUMER DISCRETIONARY</b>		<b>\$ 234,553.00</b>	<b>\$ 97,367.42</b>

PORTFOLIO INVESTMENTS			
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST
			UNREALIZED GAIN/LOSS
CVS HEALTH CORPORATION	700	72,709.00 103.87	18,725.00 26.75
GENERAL MILLS INC COM	382	20,547.78 53.79	20,231.26 52.96
PEPSICO INC COM	350	34,643.00 98.98	18,704.00 53.44
PROCTER & GAMBLE CO COM	375	31,923.75 85.13	14,742.31 39.31
WAL MART STORES INC COM	300	25,179.00 83.93	16,133.97 53.78
<b>TOTAL CONSUMER STAPLES</b>		<b>\$ 185,602.53</b>	<b>\$ 88,538.54</b>

PORTFOLIO INVESTMENTS			
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST
			UNREALIZED GAIN/LOSS
EXXON MOBIL CORP COM	500	44,270.00 88.54	11,325.30 22.65
<b>ENERGY</b>		<b>\$ 40,944.70</b>	<b>\$ 6,000.00</b>

**ELLIARD LYONS****TRUST COMPANY**

KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:  
STATEMENT PERIOD:

02/01/15 - 02/28/15

PORTFOLIO INVESTMENTS			
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST
			UNREALIZED GAIN/LOSS ACCRUED
<b>TOTAL ENERGY</b>		\$ 4,270.00	\$ 1,325.30

**FINANCIALS**

	EST. INCOME/	CUR.
	ACCRUED	INCOME
	YIELD	
BERKSHIRE HATHAWAY INC DEL CL B NEW	375	55,278.75
		147.41
		27,150.00
		72.40
		28,128.75
JPMORGAN CHASE & CO COM	750	45,960.00
		61.28
		26,790.00
		35.72
		19,170.00
NORTHERN TR CORP COM	300	20,949.00
		69.83
		14,892.99
		49.44
		6,116.01
PROGRESSIVE CORP OH COM	900	23,985.00
		26.65
		20,943.00
		23.27
		3,042.00
US BANCORP DEL COM NEW	1,100	49,071.00
		44.61
		24,515.89
		22.29
		24,555.11
WELLS FARGO & CO NEW COM	800	43,832.00
		54.79
		21,030.40
		26.29
		22,801.60
		1,120.00
		280.00
		1,135.33
<b>TOTAL FINANCIALS</b>		<b>\$ 103,813.47</b>
		<b>\$ 35,262.28</b>
		<b>\$ 238,075.75</b>
		<b>\$ 4,410.00</b>
		<b>\$ 1,353.33</b>
		<b>\$ 280.00</b>
<b>HEALTH CARE</b>		<b>\$ 1,353.33</b>
ALLERGAN INC COM	275	64,003.50
		232.74
		12,566.82
		45.70
		51,436.68
		55.00
		13.75
		0.09%



# HILLIARD LYONS

# TRUST COMPANY

KATHRYN J. HODGES CHARITABLE TRUST

ACCOUNT NUMBER:  
STATEMENT PERIOD:

02/01/15 - 02/28/15

PORTFOLIO INVESTMENTS		UNREALIZED GAIN/LOSS			CUR. INCOME/ACCRED. INCOME		CUR. YIELD	
ASSET DESCRIPTION	SHARES/FACE VALUE	MARKET VALUE/PRICE	TOTAL COST/AVG UNIT COST					
JOHNSON & JOHNSON COM	500	51,255.00 102.51	17,542.00 35.08		33,713.00		1,400.00 350.00	2.73%
PFIZER INC COM	1,000	34,320.00 34.32	18,060.74 18.06		16,259.26		1,120.00 280.00	3.26%
TOTAL HEALTH CARE					\$ 481,693.56		\$ 101,403.94	\$ 2,575.00
					\$ 199,573.50			\$ 643,750

INFORMATION TECHNOLOGY

TE CONNECTIVITY LTD REG SHS	400	28,852.00 72.13	14,387.96 35.97	14,464.04	464.00 116.00	1.61% 116.00
APPLE INC COM	455	58,449.30 128.46	29,234.39 64.25	29,214.91	855.00	1.46% 855.00
CISCO SYS INC COM	1,300	38,363.00 29.51	32,860.00 25.28	5,503.00	1,092.00	2.85% 1,092.00
INTERNATIONAL BUSINESS MACHS CORP	160	25,910.40 161.94	29,419.99 183.88	-3,509.59	704.00 176.00	2.72% 704.00
MICROSOFT CORP COM	1,000	43,850.00 43.85	24,960.00 24.96	18,890.00	1,240.00 310.00	2.83% 1,240.00
PAYCHEX INC COM	725	36,130.38 49.84	24,939.93 34.40	11,190.45	1,102.00	3.05% 1,102.00

HILLIARD LYONS  
KATHRYN J HODGES CHARITABLE TUA

TRUSTS & COMPANIES

ACCOUNT NUMBER:  
STATEMENT PERIOD:

02/01/15 - 02/28/15

PORTFOLIO INVESTMENTS					
ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCURED INCOME
TOTAL INFORMATION TECHNOLOGY	\$ 231,555.08	\$ 155,802.27	\$ 75,752.81	\$ 5,457.00	2.36%
TOTAL COMMON STOCK	\$ 1,136,004.86	\$ 578,128.82	\$ 560,376.04	\$ 2,497.00	2.15%

EQUITY MUTUAL FUNDS  
SMALL CAP EQUITY FUNDS

ROYCE TOTAL RETURN FD CLASS I #427	1,269,286	18,772.74	17,749.29	1,023.45	411.00	2.19%
TOTAL SMALL CAP EQUITY FUNDS		\$ 18,772.74	\$ 17,749.29	\$ 1,023.45	\$ 411.00	2.19%

MID CAP EQUITY FUNDS

GOLDMAN SACHS MID CAP VALUE FUND INST #864	566,253	23,969.49	19,653.25	4,316.24	225.00	0.94%
TOTAL MID CAP EQUITY FUNDS		\$ 23,969.49	\$ 19,653.25	\$ 4,316.24	\$ 225.00	0.94%

INTERNATIONAL EQUITY FUNDS

OAKMARK INTERNATIONAL FUND #109	4,933.842	123,148.70	99,338.00	23,810.70	2,491.00	2.02%
	24.96	20.13				

**HILLIARD LYONS**

TRUST COMPANY Inc.

KATHRYN J HODGES CHARITABLE TUA

ACCOUNT NUMBER:  
STATEMENT PERIOD:

02/01/15 - 02/28/15

**PORTFOLIO INVESTMENTS**

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME/ ACCURED INCOME	CUR. YIELD
<b>TOTAL INTERNATIONAL EQUITY FUNDS</b>	\$123,487.00	\$99,338.00	\$23,810.78	\$249.00	\$2,012.00	2.02%
<b>TOTAL EQUITY MUTUAL FUNDS</b>	\$163,890.92	\$136,720.54	\$29,150.39	\$312.00	\$1,127.00	2.15%
<b>TOTAL EQUITIES</b>	\$387,377.92	\$236,058.54	\$53,961.17	\$590.02	\$3,144.00	2.12%
<b>TOTAL MARKET VALUE</b>	\$332,192.87	\$242,166.14	\$590,026.43	\$27,624.00	\$2,074.00	2.07%
<b>TOTAL MARKET VALUE PLUS ACCRUED INCOME</b>	\$334,175.97			\$2,566.87		

RECEIPTS	DATE	INCOME CASH	PRINCIPAL CASH
INTEREST INCOME			
GOLDMAN FINANCIAL SQ FED FUND 520	02/01/15	0.07	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
HILLIARD LYONS	37,968.	10,074.	27,894.	27,894.	
TO PART I, LINE 4	37,968.	10,074.	27,894.	27,894.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,300.	0.		1,300.
TO FORM 990-PF, PG 1, LN 16B	1,300.	0.		1,300.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS	1,480.	0.		0.
PY EXCISE TAX PAID	687.	0.		0.
FOREIGN TAX WITHHELD	181.	181.		0.
TO FORM 990-PF, PG 1, LN 18	2,348.	181.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HILLIARD LYONS - SEE ATTACHED	578,129.	1,139,005.
TOTAL TO FORM 990-PF, PART II, LINE 10B	578,129.	1,139,005.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HILLIARD LYONS - MUTUAL FUNDS - SEE ATTACHED	FMV	136,741.	165,891.
TOTAL TO FORM 990-PF, PART II, LINE 13		136,741.	165,891.