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Return of Private Foundation

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

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

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421

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

Room/suite

REGIONS BANK TRUST DEPT. P O BOX 2886

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

MOBILE, AL 36652-2886

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

X Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ► \$ 697,194.

J Accounting method

X Cash

Accrual

Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)				
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	17,486.	16,172.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,357.			
b Gross sales price for all assets on line 6a	498,148.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	4,146.			STMT 2
12 Total. Add lines 1 through 11	20,275.	16,172.		
13 Compensation of officers, directors, trustees, etc.	8,869.	8,869.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)		107.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses.				
Add lines 13 through 23.	9,669.	8,976.	NONE	800.
25 Contributions, gifts, grants paid	47,500.			47,500.
26 Total expenses and disbursements Add lines 24 and 25	57,169.	8,976.	NONE	48,300.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-36,894.			
b Net investment income (if negative, enter -0-)		7,196.		
c Adjusted net income (if negative, enter -0-)				

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash -non-interest-bearing				
	2 Savings and temporary cash investments		30,388.	13,869.	13,869.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations (attach schedule)	STMT 6.	50,611.	30,651.	30,287.
	b Investments - corporate stock (attach schedule)	STMT 7.	411,835.	439,926.	450,592.
	c Investments - corporate bonds (attach schedule)	STMT 10.	235,922.	200,368.	202,446.
	11 Investments - land, buildings, and equipment basis	►			
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		728,756.	684,814.	697,194.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			NONE	
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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		728,756.	684,814.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		728,756.	684,814.	
	31 Total liabilities and net assets/fund balances (see instructions)		728,756.	684,814.	

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	728,756.
2 Enter amount from Part I, line 27a	2	-36,894.
3 Other increases not included in line 2 (itemize) ► <u>ACCRETION ADJUSTMENT</u>	3	224.
4 Add lines 1, 2, and 3	4	692,086.
5 Decreases not included in line 2 (itemize) ► <u>SEE STATEMENT 14</u>	5	7,272.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	684,814.

Form 990-PF (2016)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 498,148.		499,505.		-1,357.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a					-1,357.
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		-1,357.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	30,800.	724,523.	0.042511
2014	28,300.	752,425.	0.037612
2013	30,800.	723,953.	0.042544
2012	35,800.	692,805.	0.051674
2011	35,492.	710,949.	0.049922
2 Total of line 1, column (d)			2 0.224263
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.044853
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 693,076.
5 Multiply line 4 by line 3.			5 31,087.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 72.
7 Add lines 5 and 6.			7 31,159.
8 Enter qualifying distributions from Part XII, line 4. 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.			8 48,300.

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	72.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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- . . .	2		
3	Add lines 1 and 2	3	72.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0- . . .	4	NONE	
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	72.	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . .	6a	348.	
b	Exempt foreign organizations - tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	144.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	492.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	420.	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	11	348.	

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
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
	If "Yes," attach a detailed description of the activities		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
	If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	KY		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	Yes	No
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► SEE STATEMENT 15 Telephone no. ►	
Located at ► ZIP+4 ►		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year. ►	
16	Yes	No
At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	During the year did the foundation (either directly or indirectly)	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ►	
Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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 2016?	

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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(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?					
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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		8,869.		
2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-
Total number of other employees paid over \$50,000 ►				NONE

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

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

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

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

Described the two largest program-related investments made by the foundation during the last year on lines 1 and 2	
1	NONE
<hr/> <hr/>	
2	
<hr/> <hr/>	
All other program-related investments See instructions	
3	NONE
<hr/> <hr/>	
Total Add lines 1 through 3	

Form 990-PF (2016)

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	703,630.
b	Average of monthly cash balances	NONE
c	Fair market value of all other assets (see instructions)	NONE
d	Total (add lines 1a, b, and c)	703,630.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	NONE
3	Subtract line 2 from line 1d	703,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	10,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	693,076.
6	Minimum investment return. Enter 5% of line 5	34,654.

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	34,654.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	72.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	72.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,582.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	34,582.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,582.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	48,300.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	48,300.
b	Cash distribution test (attach the required schedule)	5	72.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	48,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. 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.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				34,582.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 14 20 20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	148.			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	148.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 48,300.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.			34,582.	
e Remaining amount distributed out of corpus.	13,718.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,866.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	13,866.			
10 Analysis of line 9				
a Excess from 2012	148.			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	13,718.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **NOT APPLICABLE**

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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 20

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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)				
a Paid during the year				
UNIVERSITY OF KENTUCKY FOR 4 SCHOLARSHIPS 10 FUNKHOUSER BUILDING LEXINGTON KY 40506	NONE	PUBLIC	EDUCATIONAL	10,000.
WESTERN KENTUCKY UNIVERSITY FOR 7 SCHOLARSHIP 1906 COLLEGE HEIGHTS BLVD. BOWLING GREEN KY	NONE	PUBLIC	EDUCATIONAL	17,500.
FRANKLIN TECHNICAL COLLEGE FOR 2 SCHOLARSHIPS 175 DAVIS DRIVE FRANKLIN KY 42134	NONE	PC	EDUCATIONAL	5,000.
S. CENTRAL KENTUCKY COMM & TECH COLLEGE FOR 3 1845 LOOP DRIVE BOWLING GREEN KY 42101	NONE	PC	EDUCATIONAL	7,500.
EASTERN KENTUCKY UNIVERSITY FOR 3 SCHOLARSHIP 521 LANCASTER AVE CPO 15A RICHMOND KY 40475	NONE	PC	SCHOLARSHIP	7,500.
Total				► 3a 47,500.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	17,486.
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				18	-1,357.
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
b FEDERAL TAX REFUND				14	4,146.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					20,275.
13 Total. Add line 12, columns (b), (d), and (e)				13	20,275.

(See worksheet in line 13 instructions to verify calculations)

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

Line No **▼** Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

► Selene Dassler
Signature of preparer

| 10/23/2017

Daf

► TRUST OFFICER

Table

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

REGIONS BANK, TRUSTEE					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

Form 990-PF (2016)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	17,486.	16,172.
TOTAL	17,486.	16,172.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

FEDERAL TAX REFUND

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

4,146.

=====

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.		800.	
TOTALS	800.	NONE		800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

OTHER PROFESSIONAL FEES

TOTALS

STATEMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	86.	21.
TOTALS	107.	

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421

62-6361089

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FED NAT MTG ASSOC. 5% 3/15/16	4,297.	1,129.	1,250.
US TREASURY 6.25% 8/15/23	3,474.	6,270.	6,761.
US TREASURY 2.875% 5/15/43	8,476.		
US TREAS 1.75% 5/15/23	5,588.		
US TREASURY 2.375% 7/31/17	26,808.		
US TREASURY 1.25% 01/31/20	1,968.		
US TREASURY 1.625% 05/15/2026	12,179.		
US TREASURY .75% 07/15/2019	9,073.		
TOTALS	50,611.	30,651.	30,287.

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2011004421

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STATEMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
THE ARBITRAGE CL R	15,000.		
VIRTUS EMERGING MKTS OPP-I	3,165.		
INVESCO INTERNAT'L GRWTH CL R5	34,914.	18,393.	17,098.
AFLAC INC	3,785.		
AT&T INC	6,190.	2,804.	3,275.
ALLIANT CORP	3,820.	1,646.	2,122.
AUTOMATIC DATA PROCESSING INC	3,518.		
BB&T CORP	3,966.	2,340.	2,774.
BLACKROCK INC	3,252.	1,951.	2,283.
CARDINAL HEALTH INC	3,186.		
CHEVRON CORP	5,629.	3,779.	3,649.
CISCO SYSTEMS INC	3,777.	1,771.	2,055.
COCA COLA CO		2,201.	2,197.
DOMINION ENERGY INC	3,838.	2,024.	2,221.
EXXON MOBIL CORP	7,304.	4,230.	4,332.
GALLAGHER ARTHUR J & CO	3,937.	2,084.	2,338.
GENERAL ELECTRIC CO	3,547.	2,105.	2,433.
GENERAL MILLS INC	1,749.		
HASBRO INC	1,423.	685.	1,011.
ILLINOIS TOLL WORKS INC	1,728.		
INTEL CORP	2,067.	2,876.	4,228.
JPMORGAN & CHASE CO	5,283.		
KIMBERLY CLARK CORP	3,827.	3,165.	3,929.
KRAFT HEINZ CO	2,998.		
LAS VEGAS SANDS CORP	1,620.	2,826.	1,759.
ELI LILLY & CO	5,812.	3,255.	2,059.
MERCK & CO. INC. NEW		3,023.	3,297.
MICROSOFT CORP		2,486.	
NATIONAL OILWELL VARCO INC	1,820.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NEXTERA ENERGY, INC.	3,454.	1,776.	2,150.
OCCIDENTAL PETE CORP	4,772.	934.	997.
PNC FINANCIAL SERVICES	3,408.	2,045.	2,807.
PEPSICO INC	3,616.	1,899.	2,197.
PROCTOR & GAMBLE CO	3,966.		
PRUDENTIAL FINANCIAL INC	6,233.	3,779.	4,371.
RAYTHEON CO	3,315.	1,421.	2,130.
REGAL ENTMT GROUP CL A	3,817.	998.	1,051.
REPUBLIC SVCS INC CL A	3,354.	1,603.	2,453.
SPECTRA ENERGY CORP	4,272.		
3M CO	6,161.	2,926.	3,393.
US BANCORP DEL	3,830.	2,128.	2,569.
VERIZON COMMUNICATIONS	3,822.	2,140.	2,242.
WASTE MANAGEMENT INC	3,126.	1,563.	2,482.
WELLS FARGO & CO	5,648.	3,495.	3,527.
XILINX INC	4,122.	2,182.	2,717.
INVESCO LTD	4,207.	1,339.	1,062.
LYONDELLBASELL INDUSTRIES	1,989.	2,084.	2,316.
SWAN DEFINED RISK FUND	27,236.	33,832.	34,822.
RS SMALL CAP GROWTH FUND	21,347.	18,797.	19,362.
ALTRIA GROUP INC	1,983.		
BRISTOL MYERS SQUIBB CO	1,780.	890.	877.
FASTERN CO	2,046.	1,002.	1,128.
HELMERICH & PAYNE INC		1,099.	1,238.
HOLLYFRONTIER CORPORATION	1,833.	1,958.	1,376.
KAR AUCTION SERVICES INC.	1,878.	996.	1,108.
LOCKHEED MARTIN CORP		2,520.	2,499.
MACY'S INC	5,516.	1,167.	1,074.
PFIZER INC		2,874.	2,826.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
QUALCOMM INC	1,789.	944.	1,239.
SCHLUMBERGER LTD	5,881.	3,349.	3,526.
SOUTHERN CO	1,794.	1,039.	1,082.
TARGET CORP	3,860.	2,393.	2,239.
WAL MART STORES INC		2,970.	3,110.
WESTROCK COMPANY		1,106.	1,218.
EATON CORP PLC		2,207.	2,348.
CHUBB LIMITED		2,670.	3,303.
ACE LTD	3,738.		
WILLIAM BLAIR MACRO ALLOCATION	13,155.	17,419.	17,436.
AQR MANAGED FUTURES STRATEGY F	13,154.	19,348.	17,483.
AMERICAN CENTURY SMALL CAP VALU	20,831.	16,451.	18,254.
ARTISAN MID CAP FUND INVESTOR	20,910.	21,152.	17,935.
JPMORGAN MID CAP VALUE FD CL L	20,760.	17,400.	17,443.
NATIXIS LOOMIS SAYLES GROWTH F		97,358.	97,137.
MAINGATE MLP FUND		17,985.	19,000.
BARON EMERGING MAKRETS INST		40,145.	40,211.
MFS RESH INTL FD CL I	31,234.	17,469.	16,836.
TOTALS	411,835.	439,926.	450,592.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIMCO ALL ASSET FD INSL CO	12,885.	1,517.	1,636.
FNMAP #254693	1,904.	517.	510.
FNMAP #255319	840.	2,576.	2,790.
FNMAP #745640	3,414.	1.	1.
FNMAP #888202	118.	1.	1.
AT&T 5.6% 5/15/18	2,037.	1,016.	1,050.
CATERPILLAR 7.9% 12/15/18	2,281.	1,094.	1,116.
COMCAST CORP 5.7% 7/01/19	2,018.	1,008.	1,094.
HESS CORP 8.125% 2/15/19	2,303.	1,004.	1,093.
J P MORGAN CHASE 6.3% 4/23/19	2,008.	1,996.	1,063.
MERRILL LYNCH 6.875% 4/25/18	1,993.	2,005.	1,084.
MORGAN STANLEY 5.625% 9/23/19	2,002.	1,043.	1,056.
ORACLE 5.75% 4/15/18	2,102.	4,103.	
PETROBRAS 5.75% 1/20/20	4,103.	2,277.	
TALISMAN ENERGY 7.75% 6/01/19	2,277.	1,998.	2,027.
TARGET 5.375% 5/01/17	1,998.	937.	1,019.
WACHOVIA 5.75% 6/15/17	1,874.	1,016.	1,080.
CA INC 5.375%	2,045.	1,152.	1,109.
GOLDMAN SACHS GROUP 7.5%	2,152.	1,064.	1,072.
PRUDENTIAL FINANCIAL 4.5%	1,988.	994.	
TEMPLETON GLOBAL BOND FUND ADV	27,004.	13,337.	14,749.
FNMA AH6827	927.	691.	695.
FNMA AL0393	810.	625.	635.
FNMA AE3066	886.	669.	673.
ANHEUSER-BUSCH 2.875% 2/15/16	2,007.		
DUKE ENERGY 2.15% 11/15/16	2,001.		
GE CAP 5.3% 2/11/21	2,017.		
INTEL CORP 3.3% 10/1/21	1,993.		
PFIZER INC 6.2% 3/15/19	2,192.		

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SUNTRUST 3.5% 1/20/17	1,998.	997.	1,040.
TOYOTA MOTOR 3.4% 9/15/21	1,995.	983.	1,149.
VERIZON COMM 6% 04/01/2041	1,990.	643.	481.
FHLM 4.5% 8/1/40	643.	508.	389.
FHLM 5% 12/1/36	508.	944.	714.
FHLM 4% 11/1/40	944.	542.	426.
FNMA 4% 6/1/39	542.	1,085.	858.
FNMA 3% 5/1/27	1,085.	2,110.	
CISCO SYSTEMS 5.5%	2,110.	4,001.	2,996.
ROYAL BK OF CAN 1.2%	4,001.	2,654.	1,318.
WALMART 6.2%	2,654.	654.	495.
FNMA 4.5% 6/1/40	654.	1,200.	955.
FNMA 4% 2/01/41	1,200.	1,407.	1,156.
FNMA 3.5% 11/01/42	1,407.	1,356.	1,056.
FNMA 3.5% 3/01/41	1,356.	1,996.	1,993.
APPLE INC 1% 5/03/18	1,996.	1,465.	1,225.
FNMA 2.5% 4/1/28	1,465.	1,735.	1,541.
FNMA 3% 8/1/43	1,735.	834.	661.
FNMA 5% 6/1/35	834.	1,994.	
BRANCH BANKING & TRUST 1%	1,994.	1,999.	2,022.
JOHN DEERE CAPITAL CORP 2.3%	1,999.	2,002.	2,998.
FORD MOTOR CREDIT 1.724%	2,002.	2,025.	1,045.
MOLSON COORS 5% 5/1/42	2,025.	2,006.	2,024.
MORGAN STANLEY 3.7% 10/23/24	2,006.	2,016.	1,018.
WALGREENS BOOTS ALLIANCE 3.8%	2,016.	1,994.	984.
WELLS FARGO 4.65% 11/4/44	1,994.	14,149.	21,015.
DRIEHAUS ACTIVE INCOME FUND		15,500.	
IVY HIGH INCOME FUND CL I		10,000.	
PIMCO FOREIGN BOND #103			

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRINCIPAL PREFERRED SECURITIES	13,587.	747.	741.
FHLM 4% 04/01/45	975.		3,496.
FHLM 3.5% 12/01/45		3,541.	
FHLM 2.5% 01/01/30	3,683.	2,980.	2,897.
FHLM 3% 06/01/30	1,975.	1,667.	1,650.
FHLM 3% 12/01/26		1,813.	1,768.
FHLM 4.5% 01/01/40	876.	666.	660.
FHLM 3.5% 06/01/45	1,997.	1,778.	1,758.
FNMA AH5800		1,704.	1,673.
FNMA AJ7715		1,812.	1,776.
FNMA AL5931		615.	606.
FNMA AS2953		1,802.	1,771.
FNMA AS6191		1,885.	1,849.
FNMA AT2720	804.	1,678.	1,425.
FNMAP #745870		1,468.	1,425.
FNMAP #995244		1,705.	1,668.
FNMA AD8536		1,562.	1,534.
AT&T INC CALLABLE 4.5% 05/15/2	1,589.	1,192.	1,172.
AMERICAN EXPRESS CREDIT CALLAB		1,956.	1,932.
AMGEN INC CALLABLE 2.25% 08/19	1,999.	1,999.	2,017.
ANHEUSER-BUSCH 1.9% 02/01/2019		1,000.	941.
ASTRAZENECA PLC 1.75% 11/16/20		2,997.	3,004.
BANK OF MONTREAL 1.5% 07/18/20		2,000.	2,004.
CHEVRON CORP 1.344% 11/09/2017	3,000.	2,000.	1,974.
CISCO SYSTEMS INC 1.6% 02/28/2		2,000.	1,999.
CISCO SYSTEMS INC CALLABLE 2.5		2,007.	1,995.
CITIGROUP INC 2.65% 10/26/2020		2,003.	1,902.
DEUTSCHE BANK 1.875% 02/13/2011	2,998.	1,998.	2,001.
FIFTH THIRD BANK CALLABLE 2.25	2,000.	2,039.	1,989.
			1,977.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GILEAD SCIENCES INC CALLABLE 3	1,999.	998.	1,014.
GLAXOSMITHKLINE CAP PLC CALLABLE		2,006.	2,003.
IBM CORP 3.45% 02/19/2026		997.	1,023.
KROGER CALLABLE 2.65% 10/15/20		998.	929.
LOCKHEED MARTIN CORP CALLABLE		1,985.	1,885.
MARATHON OIL CORP CALLABLE 3.8		1,831.	1,831.
BANK OF AMERICA 6.11% 01/29/20		1,879.	1,939.
PEPSICO INC 1% 10/13/2017		1,998.	1,998.
SHELL INTL FIN 1.375% 05/10/20		1,996.	1,982.
SUNTRUST BKS INC CALLABLE 2.7%		2,003.	2,001.
TEVA PHARMACEUTICALS 2.8% 07/2		2,012.	1,893.
TORONTO DOMINION BANK 2.625% 0		2,047.	1,016.
UNITED HEALTH GROUP INC 1.45%		2,004.	2,002.
VALERO ENERGY CORP CALLABLE 3.		1,978.	1,916.
IBM CORP 1.95% 07/22/2016		4,078.	
MONDELEZ INTERNATIONAL 4.125%		2,000.	
CALAMOS MARKET NEU INC FD-I			
PRUDENTIAL HIGH YIELD FUND CL			
TOTALS	235,922.	200,368.	202,446.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
AMORTIZATION ADJUSTMENT	750.
RETURN OF CAPITAL	260.
WASH SALES	1,250.
ROUNDING	12.
CHECKS TO CHARITY REVERSED 01/2017	5,000.
TOTAL	7,272.

STATEMENT 14

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: REGIONS BANK
TRUST DEPARTMENT
ADDRESS: 11 N. WATER STREET, 25TH FLOOR
MOBILE, AL 36602

TELEPHONE NUMBER: (251) 690-1024

STATEMENT 15

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

6700 CAROTHERS PKWY

FRANKLIN, TN 37067

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 8,869.

OFFICER NAME:

DON HALCOMB

ADDRESS:

343 SULPHUR SPRINGS ROAD

ADAIRVILLE, KY 42202

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DAVID JERNIGAN

ADDRESS:

P. O. BOX 141

FRANKLIN, KY 42135

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

WAYNE JONES

ADDRESS:

1600 HARRIS SCHOOL ROAD

FRANKLIN, KY 42134

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 16

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SHELIA PRANCE

ADDRESS:

530 LONGVIEW DR.

FRANKLIN, KY 42134

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

SAM PHILLIPS

ADDRESS:

1018 BOWLING GREEN ROAD

FRANKLIN, KY 42134

TITLE:

IMMEDIATE PAST PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

PAUL THOMAS

ADDRESS:

511 ROLLING ROAD DR.

FRANKLIN, KY 42134

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JIM GOODLAD

ADDRESS:

450 W. CEDAR STREET

FRANKLIN, KY 42134

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421

62-6361089

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

TERRY JOINER

ADDRESS:

814 FREASLANDS WAY
FRANKLIN, KY 42134

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 8,869.

=====

STATEMENT 18

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AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	672,986.		
FEBRUARY	672,160.		
MARCH	697,959.		
APRIL	704,285.		
MAY	710,920.		
JUNE	715,312.		
JULY	731,981.		
AUGUST	712,512.		
SEPTEMBER	714,146.		
OCTOBER	705,954.		
NOVEMBER	708,157.		
DECEMBER	697,193.		
TOTAL	8,443,565.		
AVERAGE FMV	703,630.		

STATEMENT 19

PAUL ALLEN ROTARY SCHOLARSHIP FUND 2011004421
FORM 990PF, PART XV - LINES 2a - 2d

62-6361089

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RECIPIENT NAME:

FRANKLIN SIMPSON HIGH SCHOOL/ MISTY WADE

ADDRESS:

400 SOUTH COLLEGE ST.

FRANKLIN, KY 42134

RECIPIENT'S PHONE NUMBER: 270-586-3273

FORM, INFORMATION AND MATERIALS:

AVAILABLE FROM FRANKLIN SIMPSON HIGH SCHOOL GUIDANCE COUNSELOR'S
OFFICE.

SUBMISSION DEADLINES:

VARIES

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED APPLICATION FORM

STATEMENT 20

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