

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the **2012** calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.		D Employer identification number 31-0997017
	Doing Business As		E Telephone number 502-585-4649
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	325 WEST MAIN STREET 1110		G Gross receipts \$ 109,677,051.
City, town, or post office, state, and ZIP code LOUISVILLE, KY 40202		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: SUSAN A BARRY SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: WWW.CFLOUISVILLE.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1984 M State of legal domicile: KY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO STRENGTHEN OUR REGION THROUGH INSPIRED PHILANTHROPY AND OUTSTANDING STEWARDSHIP.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	29
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	29
	6 Total number of volunteers (estimate if necessary)	6	40
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	19,545,009.	26,828,742.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	861,783.	749,307.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,332,593.	11,345,695.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	0.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	26,739,385.	38,923,744.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	34,518,738.	24,618,846.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,709,938.	1,820,972.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 482,482.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,454,600.	1,712,328.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	37,683,276.	28,152,146.
19 Revenue less expenses. Subtract line 18 from line 12	-10,943,891.	10,771,598.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	261,211,221.	277,247,710.
	22 Net assets or fund balances. Subtract line 21 from line 20	16,803,829.	1,779,024.
		244,407,392.	275,468,686.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	▶ Signature of officer	Date			
	▶ MATTHEW L. BACON, VICE PRESIDENT & CFO	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name REBECCA L. PHILLIPS, CPA	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00024055
	Firm's name ▶ MOUNTJOY CHILTON MEDLEY LLP	Firm's EIN ▶ 27-1235638	Firm's address ▶ 462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445	Phone no. (502) 749-1900	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:
TO STRENGTHEN OUR REGION THROUGH INSPIRED PHILANTHROPY AND OUTSTANDING
STEWARDSHIP BY: PARTNERING WITH DONORS TO ENSURE LASTING IMPACT,
LEVERAGING OUR KNOWLEDGE OF OUR COMMUNITIES, AND OFFERING OUR
CONSTITUENTS AN UNMATCHED LEVEL OF PERSONAL ENGAGEMENT.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 25,358,229. including grants of \$ 24,618,846.) (Revenue \$ 749,307.)
DISTRIBUTE CONTRIBUTIONS AND GRANTS TO 501(C)(3) ORGANIZATIONS
CLASSIFIED AS 509(A).

4b (Code:) (Expenses \$ 84,990. including grants of \$) (Revenue \$)
GIFT ANNUITIES

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 25,443,219.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors?</i>	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **▶ KY**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶** _____
 THE COMMUNITY FOUNDATION OF LOUISVI - 502-585-4649
 325 W. MAIN STREET, SUITE 1110, LOUISVILLE, KY 40202

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MIMI ZINNIEL CHAIRPERSON OF THE BOARD	2.00 4.10	X		X				0.	0.	0.
(2) MARSHALL BRADLEY, JR. VICE CHAIRPERSON OF THE BOARD	2.00 4.10	X		X				0.	0.	0.
(3) MARIA G. HAMPTON SECRETARY OF THE BOARD	2.00 4.10	X		X				0.	0.	0.
(4) ERIC W. TAYLOR TREASURER OF THE BOARD	2.00 4.00	X		X				0.	0.	0.
(5) HENRY M. ALTMAN JR. CHAIR EMERITUS	2.00 5.00	X						0.	0.	0.
(6) F. GERALD GREENWELL DIRECTOR	2.00 4.00	X						0.	0.	0.
(7) DANIEL W. MCMAHAN DIRECTOR	1.00 0.00	X						0.	0.	0.
(8) CARA BERNOSKY BARIBEAU DIRECTOR	2.00 4.00	X						0.	0.	0.
(9) BONITA K. BLACK DIRECTOR	2.00 4.00	X						0.	0.	0.
(10) ROBERT P. BORDOGNA DIRECTOR	1.00 0.00	X						0.	0.	0.
(11) PEDRO BRYANT DIRECTOR	1.00 0.00	X						0.	0.	0.
(12) MARK A. CAMPISANO DIRECTOR	1.00 0.00	X						0.	0.	0.
(13) JACQUELINE C. GIBBS DIRECTOR	2.00 4.00	X						0.	0.	0.
(14) CHARLES J. KANE, JR. DIRECTOR	2.00 4.00	X						0.	0.	0.
(15) DEBORAH MOESSNER DIRECTOR	1.00 0.00	X						0.	0.	0.
(16) WILLIAM O. PRICE DIRECTOR	1.00 0.00	X						0.	0.	0.
(17) DOROTHY S. RIDINGS DIRECTOR	2.00 4.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JEFFEREY M. YUSSMAN DIRECTOR	2.00 4.10	X						0.	0.	0.
(19) JULIE LAVALLE JONES DIRECTOR	1.00 0.00	X						0.	0.	0.
(20) WILLIAM R. MAPOTHER DIRECTOR	1.00 0.00	X						0.	0.	0.
(21) ROBERT N. SHAW DIRECTOR	2.00 4.00	X						0.	0.	0.
(22) SUZANNE BERGMEISTER DIRECTOR	2.00 4.00	X						0.	0.	0.
(23) M. CLAIRE ALAGIA DIRECTOR	1.00 0.00	X						0.	0.	0.
(24) TONI CLEM DIRECTOR	2.00 4.00	X						0.	0.	0.
(25) HARRIET L. LAIR DIRECTOR	1.00 0.00	X						0.	0.	0.
(26) STEPHANIE H. SMITH DIRECTOR	1.00 0.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								571,637.	0.	82,047.
d Total (add lines 1b and 1c)								571,637.	0.	82,047.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 2

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	796,272.			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	26,032,470.			
	g Noncash contributions included in lines 1a-1f: \$		7,281,699.			
	h Total. Add lines 1a-1f		26,828,742.			
	Program Service Revenue	2 a ADMIN FUND FEES	Business Code 900009	749,307.	749,307.	
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			749,307.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		6,580,742.		6,580,742.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses		70,753,307.		
		c Gain or (loss)		4,764,953.		
	d Net gain or (loss)		4,764,953.		4,764,953.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a						
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		38,923,744.	749,307.	0.	11,345,695.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	24,618,846.	24,618,846.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	640,685.	179,392.	345,970.	115,323.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	851,937.	253,468.	445,120.	153,349.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	84,882.	24,616.	44,987.	15,279.
9 Other employee benefits	138,494.	40,163.	73,402.	24,929.
10 Payroll taxes	104,974.	30,443.	55,636.	18,895.
11 Fees for services (non-employees):				
a Management				
b Legal	28,208.	8,744.	17,207.	2,257.
c Accounting	38,068.	11,802.	23,221.	3,045.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	770,257.		770,257.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	136,010.	42,163.	82,966.	10,881.
12 Advertising and promotion	65,824.	1,316.		64,508.
13 Office expenses	99,523.	28,862.	57,723.	12,938.
14 Information technology	46,485.	12,551.	27,426.	6,508.
15 Royalties				
16 Occupancy	151,959.	44,068.	88,136.	19,755.
17 Travel	35,776.	11,449.	20,392.	3,935.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	85,254.	27,281.	48,595.	9,378.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	48,182.	12,045.	29,873.	6,264.
23 Insurance	15,265.	4,427.	8,854.	1,984.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	72,807.	13,834.	51,692.	7,281.
b DEFERRED TRUST DIST.	62,912.	62,912.		
c MEMBERSHIPS	37,612.	1,504.	30,843.	5,265.
d COMMUNITY LEADERSHIP	13,131.	13,131.		
e All other expenses	5,055.	202.	4,145.	708.
25 Total functional expenses. Add lines 1 through 24e	28,152,146.	25,443,219.	2,226,445.	482,482.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	506,609.	1	573,690.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	263,226.	4	125,743.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	8,225.	9	16,833.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 729,775.			
	b Less: accumulated depreciation	10b 450,401.	33,849.	10c 279,374.	
	11 Investments - publicly traded securities	250,954,762.	11	273,124,481.	
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	9,444,550.	15	3,127,589.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	261,211,221.	16	277,247,710.		
Liabilities	17 Accounts payable and accrued expenses	106,899.	17	290,604.	
	18 Grants payable	15,908,964.	18	789,338.	
	19 Deferred revenue	71,250.	19	0.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	716,716.	25	699,082.	
	26 Total liabilities. Add lines 17 through 25	16,803,829.	26	1,779,024.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	121,876,452.	27	148,626,979.	
	28 Temporarily restricted net assets	120,333,256.	28	125,576,155.	
	29 Permanently restricted net assets	2,197,684.	29	1,265,552.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	244,407,392.	33	275,468,686.		
34 Total liabilities and net assets/fund balances	261,211,221.	34	277,247,710.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	38,923,744.
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,152,146.
3	Revenue less expenses. Subtract line 2 from line 1	3	10,771,598.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	244,407,392.
5	Net unrealized gains (losses) on investments	5	20,289,696.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	275,468,686.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	15,038,624.	41,648,943.	30,080,930.	19,545,009.	26,828,742.	133,142,248.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	15,038,624.	41,648,943.	30,080,930.	19,545,009.	26,828,742.	133,142,248.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						67,111,344.
6 Public support. Subtract line 5 from line 4.						66,030,904.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	15,038,624.	41,648,943.	30,080,930.	19,545,009.	26,828,742.	133,142,248.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,960,343.	4,597,449.	5,861,209.	5,063,949.	6,580,742.	27,063,692.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	906,355.	789,345.				1,695,700.
11 Total support. Add lines 7 through 10						161,901,640.
12 Gross receipts from related activities, etc. (see instructions)					12	2,405,093.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	40.78	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	40.89	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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.**

OMB No. 1545-0047

2012

Name of the organization

THE COMMUNITY FOUNDATION OF LOUISVILLE,
INC.

Employer identification number

31-0997017

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, 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) (2012)

Name of organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.	Employer identification number 31-0997017
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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	<hr/> <hr/> <hr/> <hr/>	\$ <u>5,936,022.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/> <hr/>	\$ <u>7,826,193.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<hr/> <hr/> <hr/> <hr/>	\$ <u>2,164,284.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<hr/> <hr/> <hr/> <hr/>	\$ <u>2,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<hr/> <hr/> <hr/> <hr/>	\$ <u>1,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.	Employer identification number 31-0997017
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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
2	STOCK <hr/> <hr/> <hr/> <hr/>	\$ 5,819,193.	02/08/13
<hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
<hr/>	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.	Employer identification number 31-0997017
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(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	
(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	
(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	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.

Employer identification number
31-0997017

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	220	
2 Aggregate contributions to (during year)	23,371,817.	
3 Aggregate grants from (during year)	15,530,341.	
4 Aggregate value at end of year	172,593,697.	
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	237,668,357.	250,202,364.	199,902,595.	162,960,992.	193,153,162.
b Contributions	25,913,893.	19,711,923.	28,971,824.	41,317,889.	16,814,388.
c Net investment earnings, gains, and losses	31,648,372.	4,123,258.	41,113,566.	17,351,487.	-30,460,959.
d Grants or scholarships	25,290,001.	34,261,454.	17,782,017.	20,838,205.	16,900,724.
e Other expenditures for facilities and programs					
f Administrative expenses	2,467,997.	2,107,734.	2,003,599.	889,568.	-355,125.
g End of year balance	267,472,624.	237,668,357.	250,202,369.	199,902,595.	162,960,992.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 56.09 %
- b Permanent endowment .17 %
- c Temporarily restricted endowment 43.74 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		245,458.	73,614.	171,844.
d Equipment		312,040.	207,750.	104,290.
e Other		172,277.	169,037.	3,240.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				279,374.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED COMPENSATION LIABILITY	170,692.
(3) GIFT ANNUITY LIABILITY	528,390.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	699,082.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: THE INTENDED USE OF THE ORGANIZATION'S ENDOWMENT FUNDS

ARE USED TO FURTHER ITS EXEMPT PURPOSE OF DISTRIBUTING CONTRIBUTIONS AND

GRANTS FOR CHARITABLE PURPOSES.

PART X, LINE 2: THE FOUNDATION IS EXEMPT FROM FEDERAL INCOME TAXES

UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (CODE).

ADDITIONALLY, THE FOUNDATION HAS BEEN DETERMINED BY THE INTERNAL REVENUE

SERVICE NOT TO BE A PRIVATE FOUNDATION WITHIN THE CONTEXT OF SECTION

Part XIII Supplemental Information *(continued)*

509(A) OF THE CODE.

WHEN APPLICABLE, THE FOUNDATION RECOGNIZES UNCERTAIN INCOME TAX POSITIONS

USING THE "MORE-LIKELY-THAN-NOT" APPROACH AS DEFINED IN THE ACCOUNTING

STANDARDS CODIFICATION. NO LIABILITY FOR UNCERTAIN TAX POSITIONS HAS BEEN

REFLECTED IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS. THE

FOUNDATION'S 2009 THROUGH 2012 TAX YEARS REMAIN OPEN AND SUBJECT TO

EXAMINATION.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **THE COMMUNITY FOUNDATION OF LOUISVILLE,
INC.**

Employer identification number
31-0997017

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
21ST CENTURY PARKS, INC. 471 W. MAIN ST. # 202 LOUISVILLE, KY 40202	20-1780317	501(C)(3)	2,680,000.	0.			RECREATION & SPORTS
SAN FRANCISCO FOUNDATION 225 BUSH ST., SUITE 500 SAN FRANCISCO, CA 94104	01-0679337	501(C)(3)	1,195,802.	0.			PHILANTHROPY, VOLUNTARISM
THE UNIVERSITY OF LOUISVILLE FOUNDATION, INC. - 215 CENTRAL AVE., #300 - LOUISVILLE, KY 40208	23-7078461	501(C)(3)	1,186,100.	0.			EDUCATION
MUHAMMAD ALI MUSEUM AND EDUCATION CENTER, INC. - 144 N. 6TH STREET - LOUISVILLE, KY 40202	61-1323046	501(C)(3)	829,500.	0.			ARTS, CULTURE & HUMANITIES
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521	06-0646973	501(C)(3)	625,500.	0.			EDUCATION
METRO UNITED WAY P.O. BOX 950148 LOUISVILLE, KY 40295	61-0444680	501(C)(3)	549,858.	0.			PHILANTHROPY, VOLUNTARISM

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 220.
- 3** Enter total number of other organizations listed in the line 1 table ▶

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SPEED ART MUSEUM 2035 SOUTH THIRD ST. LOUISVILLE, KY 40208	61-0444823	501(C)(3)	530,727.	0.			ARTS, CULTURE & HUMANITIES
LOUISVILLE & JEFFERSON COUNTY METRO PARKS - 1297 TREVILIAN WAY - LOUISVILLE, KY 40233	20-4372292	501(C)(3)	450,000.	0.			COMMUNITY IMPROVEMENT & CAPACITY BUILDING
ST. FRANCIS SCHOOL INC. 11000 U.S. HWY. 42 GOSHEN, KY 40026	61-0663057	501(C)(3)	390,250.	0.			EDUCATION
LOUISVILLE ORCHESTRA, INC. 323 W. BROADWAY, STE. 700 LOUISVILLE, KY 40202	61-6000384	501(C)(3)	347,900.	0.			ARTS, CULTURE & HUMANITIES
PRESIDENT AND FELLOWS OF MIDDLEBURY COLLEGE - 14 OLD CHAPEL RD - MIDDLEBURY, VT 05753	03-0179298	501(C)(3)	250,000.	0.			EDUCATION
RACHEL'S NETWORK INC. 1200 18TH STREET NW #310 WASHINGTON, DC 20036	31-1644905	501(C)(3)	230,000.	0.			ENVIRONMENT
WEST END PREPARATORY SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	04-3798875	501(C)(3)	220,000.	0.			EDUCATION
HEALING PLACE INC 1020 WEST MARKET STREET LOUISVILLE, KY 40202	61-1164775	501(C)(3)	197,934.	0.			MENTAL HEALTH & CRISIS INTERVENTION
GEORGETOWN COLLEGE 400 EAST COLLEGE STREET GEORGETOWN, KY 40324	61-0444695	501(C)(3)	177,000.	0.			EDUCATION

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FUND FOR THE ARTS, INC. 623 WEST MAIN STREET LOUISVILLE, KY 40202	61-0479626	501(C)(3)	172,450.	0.			ARTS, CULTURE & HUMANITIES
KENTUCKY NATURAL LANDS TRUST, INC. 433 CHESTNUT ST. BEREA, KY 40403	61-1276913	501(C)(3)	149,653.	0.			ENVIRONMENT
NATIONAL MULTIPLE SCLEROSIS SOCIETY - 1201 STORY AVE, STE 200 - LOUISVILLE, KY 40206	61-0702202	501(C)(3)	125,000.	0.			DISEASES, DISORDERS & MEDICAL DISCIPLINES
THE SALVATION ARMY - LOUISVILLE AREA COMMAND - P.O. BOX 1149 - LOUISVILLE, KY 40201	58-0660607	501(C)(3)	115,400.	0.			HUMAN SERVICES
EDGE OUTREACH, INC. 625 MYRTLE ST. LOUISVILLE, KY 40208	61-1262016	501(C)(3)	105,400.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
CENTRAL KENTUCKY COMMUNITY FOUNDATION INC - 306 W DIXIE AVE - ELIZABETHTOWN, KY 42701	61-6035002	501(C)(3)	103,716.	0.			EDUCATION
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE. NE WASHINGTON, DC 20002	23-7327730	501(C)(3)	102,000.	0.			PUBLIC & SOCIETAL BENEFIT
BOYS & GIRLS CLUBS INC. P.O. BOX 4989 LOUISVILLE, KY 40204	61-0568789	501(C)(3)	101,950.	0.			YOUTH DEVELOPMENT
BETTY FORD CENTER AT EISENHOWER 41990 COOK ST. #C-301 PALM DESERT, CA 92211	95-3863994	501(C)(3)	100,000.	0.			MENTAL HEALTH & CRISIS INTERVENTION

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PUNDARIKA FOUNDATION PO BOX 57 CRESTONE, CO 81131	84-1295990	501(C)(3)	100,000.	0.			RELIGION-RELATED
SUNSYSTEM DEVELOPMENT CORPORATION 2809 N. ORANGE AVE. ORLANDO, FL 32804	59-2219301	501(C)(3)	100,000.	0.			HEALTH CARE
THE KENTUCKIANAWORKS FOUNDATION INC. - 410 W. CHESTNUT ST., #200 - LOUISVILLE, KY 40202	37-1508088	501(C)(3)	100,000.	0.			EDUCATION
UNIVERSITY OF LOUISVILLE ATHLETIC ASSOCIATION, INC. - UNIVERSITY OF LOUISVILLE - LOUISVILLE, KY 40292	31-1106941	501(C)(3)	100,000.	0.			EDUCATION
UNIVERSITY OF NASHVILLE MONTGOMERY BELL ACADEMY - 4001 HARDING ROAD - NASHVILLE, TN 37205	62-0513741	501(C)(3)	100,000.	0.			EDUCATION
FILSON HISTORICAL SOCIETY 1310 SOUTH THIRD STREET LOUISVILLE, KY 40208	61-0444690	501(C)(3)	95,011.	0.			ARTS, CULTURE & HUMANITIES
THE COMMUNITY FOUNDATION SERVING RICHMOND & CENTRAL VIRGINIA - 7501 BOULDERS VIEW DRIVE, #110 - RICHMOND, VA 23225	23-7009135	501(C)(3)	87,500.	0.			PHILANTHROPY, VOLUNTARISM
COMMUNITY FOUNDATION OF LOUISVILLE DEPOSITORY - 325 W. MAIN, SUITE 1110 - LOUISVILLE, KY 40202	31-1140889	501(C)(3)	76,200.	0.			PHILANTHROPY, VOLUNTARISM
CATHOLIC EDUCATION FOUNDATION 401 W. MAIN ST. #806 LOUISVILLE, KY 40202	61-1294640	501(C)(3)	76,000.	0.			EDUCATION

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PRESIDENT & FELLOWS OF MIDDLEBURY 5 COURT STREET MIDDLEBURY, VT 05753	03-0179298	501(C)(3)	75,000.	0.			EDUCATION
WOODBERRY FOREST SCHOOL 402 WOODBERRY STATION WOODBERRY FOREST, VA 22989	54-0519590	501(C)(3)	65,300.	0.			EDUCATION
FAMILY & CHILDREN'S PLACE 525 ZANE ST LOUISVILLE, KY 40203	61-0549561	501(C)(3)	65,190.	0.			HUMAN SERVICES
KENTUCKY SCHOOL OF ART 845 S 3RD ST. LOUISVILLE, KY 40203	27-2232797	501(C)(3)	64,000.	0.			EDUCATION
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	61-0444771	501(C)(3)	61,250.	0.			HUMAN SERVICES
LOUISVILLE OLMSTED PARKS CONSERVANCY, INC. - 1299 TREVILIAN WAY - LOUISVILLE, KY 40213	61-1196368	501(C)(3)	56,485.	0.			RECREATION & SPORTS
SUMMIT ACADEMY OF GREATER LOUISVILLE, INC. - 11508 MAIN STREET - LOUISVILLE, KY 40243	61-1214457	501(C)(3)	56,000.	0.			EDUCATION
CLIFTON CULTURAL CENTER 2117 PAYNE STREET LOUISVILLE, KY 40206	61-1270383	501(C)(3)	55,000.	0.			ARTS, CULTURE & HUMANITIES
ACTORS THEATRE OF LOUISVILLE INC. 316 WEST MAIN STREET LOUISVILLE, KY 40202	61-0645030	501(C)(3)	54,500.	0.			ARTS, CULTURE & HUMANITIES

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HIGHLAND PRESBYTERIAN CHURCH 1011 CHEROKEE ROAD LOUISVILLE, KY 40204	61-0538145	501(C)(3)	51,875.	0.			RELIGION-RELATED
BELLARMINE UNIVERSITY 2001 NEWBURG ROAD LOUISVILLE, KY 40205	61-0482955	501(C)(3)	50,500.	0.			EDUCATION
BEREA COLLEGE CPO 2216 BEREA, KY 40404	61-0444650	501(C)(3)	50,000.	0.			EDUCATION
LOUISVILLE GROWS, INC. 1708 FERNWOOD AVE. LOUISVILLE, KY 40205	27-0959401	501(C)(3)	50,000.	0.			FOOD, AGRICULTURE & NUTRITION
MARINE CORPS SCHOLARSHIP FOUNDATION INC. - 909 N. WASHINGTON ST. #400 - ALEXANDRIA, VA 22314	22-1905062	501(C)(3)	50,000.	0.			PHILANTHROPY, VOLUNTARISM
NATIONAL FFA FOUNDATION, INC. P.O. BOX 68960 INDIANAPOLIS, IN 46268	54-6044662	501(C)(3)	50,000.	0.			FOOD, AGRICULTURE & NUTRITION
THE DE PAUL SCHOOL 1925 DUKER AVENUE LOUISVILLE, KY 40205	61-0711082	501(C)(3)	50,000.	0.			EDUCATION
TRANSYLVANIA UNIVERSITY 300 N. BROADWAY LEXINGTON, KY 40508	61-0444825	501(C)(3)	50,000.	0.			EDUCATION
LOUISVILLE COLLEGIATE SCHOOL P.O. BOX 4369 LOUISVILLE, KY 40204	61-0449630	501(C)(3)	45,000.	0.			EDUCATION

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ST. MATTHEW'S EPISCOPAL CHURCH 330 N. HUBBARDS LANE LOUISVILLE, KY 40207	61-0476701	RELIGIOUS ORGANI	44,500.	0.			RELIGION-RELATED
LINCOLN FOUNDATION 200 WEST BROADWAY, STE. 500 LOUISVILLE, KY 40202	61-0449631	501(C)(3)	40,750.	0.			EDUCATION
LOUISVILLE CENTRAL COMMUNITY CENTER, INC. - 1300 W. MUHAMMAD ALI BLVD. - LOUISVILLE, KY 40203	61-0590743	501(C)(3)	40,300.	0.			HUMAN SERVICES
KNOXVILLE EPISCOPAL SCHOOL PROJECT INC. - 950 EPISCOPAL SCHOOL WAY - KNOXVILLE, TN 37932	62-1543373	501(C)(3)	40,000.	0.			EDUCATION
ISAAC W. BERNHEIM FOUNDATION, INC. P.O. BOX 130 CLERMONT, KY 40110	61-0444651	501(C)(3)	38,766.	0.			ENVIRONMENT
COMMONWEALTH FUND FOR KET 560 COOPER DRIVE LEXINGTON, KY 40502	61-1285473	501(C)(3)	34,850.	0.			EDUCATION
BLUE RIDGE SCHOOL 273 MAYO DRIVE ST. GEORGE, VA 22935	54-0505868	501(C)(3)	30,000.	0.			EDUCATION
QUALITY DEER MANAGEMENT ASSOCIATION - PO BOX 160 - BOGART, GA 30622	57-0941892	501(C)(3)	30,000.	0.			ANIMAL-RELATED
WHOLE AGAIN INTERNATIONAL 4222 HAMILTON AVE. CINCINNATI, OH 45223	04-3810137	501(C)(3)	30,000.	0.			YOUTH DEVELOPMENT

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HOLY TRINITY CHURCH 501 CHERRYWOOD ROAD LOUISVILLE, KY 40207	61-0507073	RELIGIOUS ORGANI	28,000.	0.			RELIGION-RELATED
WELLSPRING, INC. P.O. BOX 1927 LOUISVILLE, KY 40201	31-1020023	501(C)(3)	27,700.	0.			MENTAL HEALTH & CRISIS INTERVENTION
SCHOOL CHOICE SCHOLARSHIPS, INC. PO BOX 221546 LOUISVILLE, KY 40252	31-1589289	501(C)(3)	27,500.	0.			EDUCATION
KENTUCKY HORSE PARK FOUNDATION 4089 IRON WORKS PARKWAY LEXINGTON, KY 40511	62-1257717	501(C)(3)	27,150.	0.			RECREATION & SPORTS
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	61-0466721	501(C)(3)	27,100.	0.			RELIGION-RELATED
WESTERN KENTUCKY UNIVERSITY FOUNDATION - 1906 COLLEGE HEIGHTS BLVD #8094 - BOWLING GREEN, KY 42101	61-1251555	501(C)(3)	27,100.	0.			EDUCATION
BAPTIST HOSPITAL FOUNDATION OF GREATER LOUISVILLE, INC. - 4000 KRESGE WAY - LOUISVILLE, KY 40207	20-0292291	501(C)(3)	26,200.	0.			HEALTH CARE
HOSPARUS INC 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205	61-0921718	501(C)(3)	25,903.	0.			HUMAN SERVICES
BETHESDA HOSPITAL FOUNDATION, INC. 2815 S SEACREST BLVD BOYNTON BEACH, FL 33435	59-6137805	501(C)(3)	25,000.	0.			HEALTH CARE

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CHANCE SCHOOL, INC. 4200 LIME KILN LANE LOUISVILLE, KY 40222	61-0549871	501(C)(3)	25,000.	0.			EDUCATION
COMMITTEE FOR CHARLOTTE 2012 400 S. TYRON ST. #5D CHARLOTTE, NC 28285	27-2536781	501(C)(3)	25,000.	0.			ARTS, CULTURE & HUMANITIES
CREATIVE CAPITAL FOUNDATION 65 BLEECKER ST., 7TH FLOOR NEW YORK, NY 10012	31-1605982	501(C)(3)	25,000.	0.			HUMAN SERVICES
MARINE CORPS HERITAGE FOUNDATION P.O. BOX 420 QUANTICO, VA 22134	52-1147967	501(C)(3)	25,000.	0.			ARTS, CULTURE & HUMANITIES
SULLIVAN UNIVERSITY FOUNDATION INC. - 3101 BARDSTOWN RD. - LOUISVILLE, KY 40205	33-1009808	501(C)(3)	25,000.	0.			EDUCATION
THE VILLAGE WELL, INC. 2325 UNION ST. SAN FRANCISCO, CA 94123	61-1562467	501(C)(3)	25,000.	0.			HUMAN SERVICES
THOMAS JEFFERSON FOUNDATION, INC. P.O. BOX 217 CHARLOTTESVILLE, VA 22902	54-0505959	501(C)(3)	25,000.	0.			ARTS, CULTURE & HUMANITIES
UNITED STATES SPORTSMEN'S ALLIANCE FOUNDATION - 801 KINGSMILL PKWY - COLUMBUS, OH 43229	31-0941103	501(C)(3)	25,000.	0.			ANIMAL-RELATED
HOPKINSVILLE-CHRISTIAN COUNTY PUBLIC LIBRARY - 1101 BETHEL ST. - HOPKINSVILLE, KY 42240	61-0669235	501(C)(3)	24,054.	0.			EDUCATION

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CENTRAL PRESBYTERIAN CHURCH 318 WEST KENTUCKY ST. LOUISVILLE, KY 40203	61-0459493	501(C)(3)	23,000.	0.			RELIGION-RELATED
KENTUCKY COALITION, INC. PO BOX 1450 LONDON, KY 40743	31-1113237	501(C)(3)	21,000.	0.			CIVIL RIGHTS, SOCIAL ACTION & ADVOCACY
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	83-0204184	501(C)(3)	20,500.	0.			EDUCATION
BEMENT SCHOOL 94 MAIN STREET DEERFIELD, MA 01342	04-2234135	501(C)(3)	20,000.	0.			EDUCATION
BILLY GRAHAM EVANGELISTIC ASSOCIATION - 1 BILLY GRAHAM PKWY - CHARLOTTE, NC 28201	41-0692230	501(C)(3)	20,000.	0.			RELIGION-RELATED
CROSSROADS PREGNANCY RESOURCE CENTER - PO BOX 609 - CRESTWOOD, KY 40014	27-4097169	501(C)(3)	20,000.	0.			HUMAN SERVICES
HAGER PRESCHOOL 1701 W. 7TH ST. OWENSBORO, KY 42301	61-6001339	GOVERNMENT MUNIC	20,000.	0.			EDUCATION
KENTUCKY FISH & WILDLIFE EDUCATION AND RESOURCE FOUNDATION - #1 SPORTSMAN'S LANE - FRANKFORT, KY 40601	61-1273612	501(C)(3)	20,000.	0.			PHILANTHROPY, VOLUNTARISM
NORTON HEALTHCARE FOUNDATION P. O. BOX 950184 LOUISVILLE, KY 40295	31-0914919	501(C)(3)	20,000.	0.			HEALTH CARE

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SAMARITAN'S PURSE P.O. BOX 3000 BOONE, NC 28607	58-1437002	501(C)(3)	20,000.	0.			RELIGION-RELATED
YOUNG LIFE OF GREATER LOUISVILLE PO BOX 5098 LOUISVILLE, KY 40255	84-0385934	501(C)(3)	20,000.	0.			PHILANTHROPY, VOLUNTARISM
HOME OF THE INNOCENTS 1100 E MARKET ST LOUISVILLE, KY 40206	61-0445834	501(C)(3)	19,953.	0.			HUMAN SERVICES
DESTIN UNITED METHODIST CHURCH PO BOX 39 DESTIN, FL 32540	59-1482866	RELIGIOUS ORGANI	19,788.	0.			RELIGION-RELATED
UNITED CRESCENT HILL MINISTRIES 150 S. STATE ST. LOUISVILLE, KY 40206	51-0166794	501(C)(3)	19,500.	0.			HUMAN SERVICES
LIBERTY HALL, INC. 202 WILKINSON STREET FRANKFORT, KY 40601	61-0469278	501(C)(3)	19,000.	0.			ARTS, CULTURE & HUMANITIES
DONORSCHOOSE INC. 213 W. 35TH ST. 2ND FLOOR EAST NEW YORK, NY 10001	13-4129457	501(C)(3)	18,462.	0.			EDUCATION
ARCHDIOCESE OF LOUISVILLE PO BOX 1073 LOUISVILLE, KY 40201	61-0447247	501(C)(3)	18,000.	0.			RELIGION-RELATED
DZI FOUNDATION, A COLORADO NON-PROFIT ORGANIZATION - PO BOX 632 - RIDGWAY, CO 81432	84-1595852	501(C)(3)	17,500.	0.			HUMAN SERVICES

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MOUNTAINFILM LTD PO BOX 1088 TELLURIDE, CO 81435	84-1271056	501(C)(3)	17,500.	0.			ARTS, CULTURE & HUMANITIES
MARY BYRON PROJECT, INC. 10401 LINN STATION RD. LOUISVILLE, KY 40223	61-1374726	501(C)(3)	17,450.	0.			CRIME & LEGAL-RELATED
TRINITY HIGH SCHOOL FOUNDATION, INC. - 4011 SHELBYVILLE RD. - LOUISVILLE, KY 40207	31-1105966	501(C)(3)	17,000.	0.			EDUCATION
ROTARY FUND OF LOUISVILLE, INC. 401 WEST MAIN ST #810 LOUISVILLE, KY 40202	61-6029858	501(C)(3)	16,500.	0.			COMMUNITY IMPROVEMENT & CAPACITY BUILDING
NATIVITY ACADEMY AT ST. BONIFACE 529 E. LIBERTY STREET LOUISVILLE, KY 40202	51-0450314	501(C)(3)	16,250.	0.			EDUCATION
AMERICAN RED CROSS - LOUISVILLE AREA CHAPTER - P.O. BOX 1675 - LOUISVILLE, KY 40201	53-0196605	501(C)(3)	16,000.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
PRESERVATION KENTUCKY, INC. P.O. BOX 5192 FRANKFORT, KY 40601	31-1665931	501(C)(3)	15,500.	0.			ARTS, CULTURE & HUMANITIES
1 FOR THE PLANET, INC. PO BOX 650 WAITSFIELD, VT 05673	91-2151932	501(C)(3)	15,000.	0.			ENVIRONMENT
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	02-0222111	501(C)(3)	15,000.	0.			EDUCATION

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CABBAGE PATCH SETTLEMENT HOUSE, INC. - 1413 SOUTH SIXTH STREET - LOUISVILLE, KY 40208	61-0458359	501(C)(3)	14,100.	0.			HUMAN SERVICES
NATURE CONSERVANCY, INC. - COLORADO - 2424 SPRUCE ST. - BOULDER, CO 80302	53-0242652	501(C)(3)	14,000.	0.			ENVIRONMENT
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750402 DALLAS, TX 75275	75-0800689	501(C)(3)	14,000.	0.			EDUCATION
ONE STORY INC. 232 3RD STREET, # A108 BROOKLYN, NY 11215	11-3639386	501(C)(3)	13,750.	0.			EDUCATION
CHI OMEGA EDUCATION AND CHARITY FUND OF DALLAS - 3419 WESTMINSTER AVE. #331 - DALLAS, TX 75205	23-7039387	501(C)(3)	13,500.	0.			EDUCATION
KENTUCKY OPERA ASSOCIATION 323 W. BROADWAY, SUITE 601 LOUISVILLE, KY 40202	61-6013111	501(C)(3)	12,750.	0.			ARTS, CULTURE & HUMANITIES
ST. STEPHEN CATHEDRAL 610 LOCUST ST. OWENSBORO, KY 42301	61-0598513	501(C)(3)	12,500.	0.			RELIGION-RELATED
BRIDGEHAVEN, INC. 950 S. FIRST ST. LOUISVILLE, KY 40203	61-0548949	501(C)(3)	12,219.	0.			MENTAL HEALTH & CRISIS INTERVENTION
ST. FRANCIS IN THE FIELDS EPISCOPAL CHURCH - 6710 WOLF PEN BRANCH ROAD - HARRODS CREEK, KY 40027	61-0444805	RELIGIOUS ORGANI	12,175.	0.			RELIGION-RELATED

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KENTUCKY DANCE COUNCIL 315 EAST MAIN STREET LOUISVILLE, KY 40202	61-6033779	501(C)(3)	12,000.	0.			ARTS, CULTURE & HUMANITIES
CENTER FOR WOMEN AND FAMILIES 927 S. 2ND ST. LOUISVILLE, KY 40201	61-0444846	501(C)(3)	11,950.	0.			HUMAN SERVICES
GROVELAND AREA INVOLVED NEIGHBORS PO BOX 179 GROVELAND, CA 95321	91-2167031	501(C)(3)	11,500.	0.			HEALTH CARE
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION - 301 YORK STREET - LOUISVILLE, KY 40203	61-0969361	501(C)(3)	11,500.	0.			EDUCATION
HONOR FLIGHT, INC. P.O. BOX 991364 LOUISVILLE, KY 40269	20-2751460	501(C)(3)	11,000.	0.			HUMAN SERVICES
JUNIOR ACHIEVEMENT OF KENTUCKIANA 1401 W. MUHAMMAD ALI BLVD. LOUISVILLE, KY 40203	61-0476694	501(C)(3)	11,000.	0.			EDUCATION
LAMAR UNIVERSITY FOUNDATION P.O. BOX 11500 BEAUMONT, TX 77710	23-7298265	501(C)(3)	11,000.	0.			EDUCATION
CATHEDRAL OF THE ASSUMPTION 443 SOUTH FIFTH STREET LOUISVILLE, KY 40202	61-0447247	501(C)(3)	10,800.	0.			RELIGION-RELATED
DIRECTORS & VISITORS OF THE UNIVERSITY OF VIRGINIA - P.O. BOX 400807 - CHARLOTTESVILLE, VA 22904	54-6001796	501(C)(3)	10,500.	0.			EDUCATION

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SHAKERTOWN AT PLEASANT HILL, KENTUCKY, INC. - 3501 LEXINGTON ROAD - HARRODSBURG, KY 40330	61-0592561	501(C)(3)	10,500.	0.			ARTS, CULTURE & HUMANITIES
AMERICAN RED CROSS - JERSEY COAST CHAPTER - 1540 W. PARK AVE. - OCEAN, NJ 07712	53-0196605	501(C)(3)	10,000.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
AMERICAN RED CROSS IN GREATER NEW YORK - 520 W 49TH ST - NEW YORK, NY 10019	53-0196605	501(C)(3)	10,000.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
BERRY CENTER, INC. PO BOX 582 NEW CASTLE, KY 40050	80-0721644	501(C)(3)	10,000.	0.			EDUCATION
BLESSINGS IN A BACKPACK INC PO BOX 950291 LOUISVILLE, KY 40295	26-1964620	501(C)(3)	10,000.	0.			HUMAN SERVICES
BOYS & GIRLS CLUBS OF CENTRAL VIRGINIA - PO BOX 707 - CHARLOTTESVILLE, VA 22902	54-1602004	501(C)(3)	10,000.	0.			YOUTH DEVELOPMENT
CARMELITE SISTERS FO DIVINE HEART OF JESUS OF MISSOURI CARME - 2501 OLD HARTFORD RD. - OWENSBORO, KY 42303	61-0487456	501(C)(3)	10,000.	0.			HEALTH CARE
FISHERS ISLAND RECREATIONAL PATH FOUNDATION - PO BOX 619 - FISHERS ISLAND, NY 06390	11-3588899	PRIVATE OPERATIN	10,000.	0.			RECREATION & SPORTS
INDIAN RIVER HOSPITAL FOUNDATION, INC. - 1000 36TH ST. - VERO BEACH, FL 32960	59-0760215	501(C)(3)	10,000.	0.			HEALTH CARE

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INDIAN RIVER LAND TRUST, INC. 80 ROYAL PALM POINTE, #301 VERO BEACH, FL 32960	65-0059649	501(C)(3)	10,000.	0.			ENVIRONMENT
NATIONAL FOUNDATION TO SUPPORT CELL TRANSPLANT RESEARCH - 333 EAST MAIN STREET, #400 - LOUISVILLE, KY 40202	83-0392250	501(C)(3)	10,000.	0.			MEDICAL RESEARCH
NEW ART PUBLICATIONS, INC. 80 HANSON PLACE, #703 BROOKLYN, NY 11217	13-3336695	501(C)(3)	10,000.	0.			ARTS, CULTURE & HUMANITIES
OWENSBORO MUSEUM OF FINE ART FOUNDATION INC. - 901 FREDERICA ST. - OWENSBORO, KY 42301	61-1297343	501(C)(3)	10,000.	0.			ARTS, CULTURE & HUMANITIES
PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF UPPER SOUTH CA - 1100 SUMTER ST. - COLUMBIA, SC 29201	57-0314384	501(C)(3)	10,000.	0.			RELIGION-RELATED
SALVATION ARMY - HOPKINSVILLE 310 E. 7TH ST. HOPKINSVILLE, KY 42241	58-0660607	501(C)(3)	10,000.	0.			HUMAN SERVICES
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W. MAIN STREET, #14 CHARLOTTESVILLE, VA 22902	52-1436778	501(C)(3)	10,000.	0.			ENVIRONMENT
ST. ANTHONY FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	94-1513140	501(C)(3)	10,000.	0.			HUMAN SERVICES
STROUD WATER RESEARCH CENTER INC. 970 SPENCER RD. AVONDALE, PA 19311	52-2081073	501(C)(3)	10,000.	0.			SCIENCE & TECHNOLOGY

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TELLURIDE ACADEMY PO BOX 2255 TELLURIDE, CO 81435	84-0945670	501(C)(3)	10,000.	0.			RECREATION & SPORTS
UNIVERSITY OF VIRGINIA SCHOOL OF ARCHITECTURE - P.O. BOX 400122 - CHARLOTTESVILLE, VA 22904	20-1154531	501(C)(3)	10,000.	0.			EDUCATION
VILCAP, INC. 2200 CENTURY PKWY NE #100 ATLANTA, GA 30345	27-4059343	501(C)(3)	10,000.	0.			UNKNOWN
WORDPLAY 4041 HAMILTON AVE. CINCINNATI, OH 45223	45-3969713	501(C)(3)	10,000.	0.			EDUCATION
KENTUCKY PUBLIC RADIO INC 619 SOUTH 4TH STREET LOUISVILLE, KY 40202	61-1259787	501(C)(3)	9,100.	0.			ARTS, CULTURE & HUMANITIES
THE ROXIE THEATER 3125 16TH ST. SAN FRANCISCO, CA 94103	26-2408760	501(C)(3)	8,873.	0.			ARTS, CULTURE & HUMANITIES
YEW DELL, INC. P.O. BOX 1334 CRESTWOOD, KY 40014	61-1390688	501(C)(3)	8,600.	0.			ENVIRONMENT
CHILDREN'S HOSPITAL FOUNDATION - LOUISVILLE - 234 EAST GRAY ST., #450 - LOUISVILLE, KY 40202	61-6027530	501(C)(3)	8,500.	0.			HEALTH CARE
SMITH COLLEGE PO BOX 340029 BOSTON, MA 02241	04-1843040	501(C)(3)	8,500.	0.			EDUCATION

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JEWISH COMMUNITY OF LOUISVILLE INC. - 3630 DUTCHMANS LANE - LOUISVILLE, KY 40205	61-0444765	501(C)(3)	8,249.	0.			PHILANTHROPY, VOLUNTARISM
TRINITY BOSTON FOUNDATION, INC. 206 CLARENDON STREET BOSTON, MA 02116	04-2736718	501(C)(3)	8,000.	0.			ARTS, CULTURE & HUMANITIES
HAND IN HAND MINISTRIES 2225 STEIER LANE LOUISVILLE, KY 40218	61-1352889	501(C)(3)	7,800.	0.			HUMAN SERVICES
ARTHRITIS FOUNDATION - KENTUCKY BRANCH - 2908 BROWNSBORO RD. #S-117 - LOUISVILLE, KY 40206	27-4014550	501(C)(3)	7,500.	0.			DISEASES, DISORDERS & MEDICAL DISCIPLINES
ARTHRITIS FOUNDATION - KENTUCKY OFFICE - 2908 BROWNSBORO RD. #S-117 - LOUISVILLE, KY 40206	27-4014550	501(C)(3)	7,500.	0.			DISEASES, DISORDERS & MEDICAL DISCIPLINES
BARREN HEIGHTS CHRISTIAN RETREAT CENTER INC. - 3109 BROWNSBORO VISTA DR. - LOUISVILLE, KY 40242	32-0121355	501(C)(3)	7,500.	0.			RECREATION & SPORTS
NATURE CONSERVANCY - KENTUCKY CHAPTER - 114 WOODLAND AVE - LEXINGTON, KY 40502	53-0242652	501(C)(3)	7,500.	0.			ENVIRONMENT
THE TEMPLE-CONGREGATION ADATH ISRAEL BRITH SHOLOM - 5101 U.S. HIGHWAY 42 - LOUISVILLE, KY 40241	61-0918772	RELIGIOUS ORGANI	7,259.	0.			RELIGION-RELATED
HISTORIC LOCUST GROVE, INC. 561 BLANKENBAKER LANE LOUISVILLE, KY 40207	61-1390403	501(C)(3)	7,150.	0.			ARTS, CULTURE & HUMANITIES

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WAYSIDE CHRISTIAN MISSION 432 E. JEFFERSON ST. LOUISVILLE, KY 40257	61-0667139	501(C)(3)	7,070.	0.			HUMAN SERVICES
LOUISVILLE PRESBYTERIAN THEOLOGICAL SEMINARY - 1044 ALTA VISTA ROAD - LOUISVILLE, KY 40205	61-0444768	501(C)(3)	6,950.	0.			EDUCATION
ANCHORAGE INDEPENDENT SCHOOL DISTRICT - 11400 RIDGE RD. - ANCHORAGE, KY 40223	61-6000999	GOVERNMENT MUNIC	6,700.	0.			EDUCATION
ST. XAVIER HIGH SCHOOL 1609 POPLAR LEVEL ROAD LOUISVILLE, KY 40217	61-0480949	RELIGIOUS ORGANI	6,700.	0.			EDUCATION
WHAS CRUSADE FOR CHILDREN, INC. 520 WEST CHESTNUT LOUISVILLE, KY 40202	23-7075524	501(C)(3)	6,700.	0.			HUMAN SERVICES
BASILICA OF ST. JOSEPH PROTO-CATHEDRAL - 310 WEST STEPHEN FOSTER - BARDSTOWN, KY 40004	61-0485640	RELIGIOUS ORGANI	6,500.	0.			RELIGION-RELATED
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	95-3188150	501(C)(3)	6,500.	0.			RELIGION-RELATED
KENTUCKY MUSEUM OF ART AND CRAFT 715 WEST MAIN STREET LOUISVILLE, KY 40202	61-0985312	501(C)(3)	6,500.	0.			ARTS, CULTURE & HUMANITIES
PLANNED PARENTHOOD OF KENTUCKY 200 SOUTH MERIDIAN STREET INDIANAPOLIS, IN 46206	35-0874276	501(C)(3)	6,500.	0.			HEALTH CARE

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUTHERN INDIANA ASSET BUILDING COALITION - 405 E. COURT AVE. #3 - JEFFERSONVILLE, IN 47131	26-1415254	501(C)(3)	6,500.	0.			HUMAN SERVICES
AMERICAN RED CROSS - DES MOINES PO BOX 4002018 DES MOINES, IA 50340	53-0196605	501(C)(3)	6,000.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
AMERICAN RED CROSS - DISASTER RELIEF - PO BOX 4002018 - DES MOINES, IA 50340	53-0196605	501(C)(3)	6,000.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
LOUISVILLE MALE HIGH SCHOOL 4409 PRESTON HIGHWAY LOUISVILLE, KY 40213	61-6001316	GOVERNMENT MUNIC	6,000.	0.			EDUCATION
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	13-2654926	501(C)(3)	6,000.	0.			ENVIRONMENT
ST. BERNADETTE CHURCH 6500 ST. BERNADETTE AVENUE PROSPECT, KY 40059	61-0447247	RELIGIOUS ORGANI	6,000.	0.			RELIGION-RELATED
UNIVERSITY OF VIRGINIA ALUMNI ASSOCIATION - PO BOX 400314 - CHARLOTTESVILLE, VA 22904	54-0485595	501(C)(3)	6,000.	0.			EDUCATION
DARE TO CARE, INC. 5803 FERN VALLEY ROAD LOUISVILLE, KY 40232	23-7345952	501(C)(3)	5,981.	0.			FOOD, AGRICULTURE & NUTRITION
LITTLE SISTERS OF THE POOR 15 AUDUBON PLAZA DRIVE LOUISVILLE, KY 40217	61-0487466	501(C)(3)	5,500.	0.			HEALTH CARE

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF GEORGIA FOUNDATION 394 S. MILLEAGE AVE. ATHENS, GA 30602	58-6033837	501(C)(3)	5,500.	0.			EDUCATION
KENTUCKY SHAKESPEARE FESTIVAL 323 W BROADWAY, #401 LOUISVILLE, KY 40202	61-6036654	501(C)(3)	5,314.	0.			ARTS, CULTURE & HUMANITIES
BOURBON BAROQUE P.O. BOX 4176 LOUISVILLE, KY 40204	26-2689413	501(C)(3)	5,100.	0.			ARTS, CULTURE & HUMANITIES
AMERICAN HEART ASSOCIATION - GREAT RIVERS AFFILIATE - PO BOX 4002907 - DES MOINES, IA 50340	13-5613797	501(C)(3)	5,000.	0.			DISEASES, DISORDERS & MEDICAL DISCIPLINES
ANCHOR BAPTIST CHURCH INC. 3601 WINTHROP DR. LEXINGTON, KY 40514	61-1364459	501(C)(3)	5,000.	0.			RELIGION-RELATED
BILLY GOAT HILL GARDEN, INC. 1963 PAYNE ST. LOUISVILLE, KY 40206	27-2484000	501(C)(3)	5,000.	0.			ENVIRONMENT
CEDAR, INC. PO BOX 2152 PIKEVILLE, KY 41502	61-1244951	501(C)(3)	5,000.	0.			UNKNOWN
CENTER FOR PUBLIC INTEGRITY 910 17TH ST. NW 7TH FLOOR WASHINGTON, DC 20006	54-1512177	501(C)(3)	5,000.	0.			PUBLIC & SOCIETAL BENEFIT
CHURCH OF THE HOLY SPIRIT 3345 LEXINGTON ROAD LOUISVILLE, KY 40206	61-0700575	501(C)(3)	5,000.	0.			RELIGION-RELATED

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CORPUS CHRISTI INC. PO BOX 395 SIMPSONVILLE, KY 40067	61-1335590	501(C)(3)	5,000.	0.			HUMAN SERVICES
DHARMATA FOUNDATION 235 WASHINGTON AVE. POINT RICHMOND, CA 94801	41-2174392	501(C)(3)	5,000.	0.			RELIGION-RELATED
EDUCATIONAL FOUNDATION OF KENTUCKY SOCIETY OF CPAS - 1735 ALLIANT AVE. - LOUISVILLE, KY 40299	61-6037533	501(C)(3)	5,000.	0.			EDUCATION
FAITH PRESBYTERIAN CHURCH 9800 STONESTREET ROAD LOUISVILLE, KY 40272	61-0739190	RELIGIOUS ORGANI	5,000.	0.			RELIGION-RELATED
FOUNDATION FOR DAVIESS COUNTY PUBLIC SCHOOLS INC - 1622 SOUTHEASTERN PARKWAY - OWENSBORO, KY 42303	61-1346930	501(C)(3)	5,000.	0.			PHILANTHROPY, VOLUNTARISM
FRIST CENTER FOR THE VISUAL ARTS 919 BROADWAY NASHVILLE, TN 37203	62-1731492	501(C)(3)	5,000.	0.			ARTS, CULTURE & HUMANITIES
GUIDING STAR BAPTIST CHURCH 2724 W. MUHAMMAD ALI BLVD LOUISVILLE, KY 40212	61-1051855	RELIGIOUS ORGANI	5,000.	0.			RELIGION-RELATED
GULF BREEZE PRESBYTERIAN CHURCH P.O. BOX 130 GULF BREEZE, FL 32561	59-1428550	RELIGIOUS ORGANI	5,000.	0.			RELIGION-RELATED
HABITAT FOR HUMANITY OF METRO LOUISVILLE, INC. - 1620 BANK STREET - LOUISVILLE, KY 40203	58-1735528	501(C)(3)	5,000.	0.			HOUSING & SHELTER

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HIGH MOUNTAIN INSTITUTE, INC. PO BOX 970 LEADVILLE, CO 80461	84-1306470	501(C)(3)	5,000.	0.			EDUCATION
INSTITUTE OF FOOD TECHNOLOGISTS FOUNDATION - 525 W. VAN BUREN ST. #1000 - CHICAGO, IL 60607	36-2136957	501(C)(3)	5,000.	0.			FOOD, AGRICULTURE & NUTRITION
INTERNATIONAL CONTEMPORARY ARTS FOUNDATION - 710 WEST MAIN ST. #201 - LOUISVILLE, KY 40202	20-1680864	PRIVATE OPERATIN	5,000.	0.			ARTS, CULTURE & HUMANITIES
JOHN PAUL STEVENS FELLOWSHIP FOUNDATION - 3 EMBARDCADERO CENTER, 7TH FLOOR - SAN FRANCISCO, CA 94111	27-2556295	501(C)(3)	5,000.	0.			EDUCATION
JUST FOR KIDS FOUNDATION INC. PO BOX 308 TELLURIDE, CO 81435	84-1560982	501(C)(3)	5,000.	0.			PHILANTHROPY, VOLUNTARISM
KENTUCKY JUNIOR GOLF FOUNDATION INC - 1116 ELMORE JUST DRIVE - LOUISVILLE, KY 40245	31-0917072	501(C)(3)	5,000.	0.			RECREATION & SPORTS
LOUISVILLE METRO CRIMINAL JUSTICE COMMISSION - 514 W. LIBERTY ST. #106 - LOUISVILLE, KY 40202	32-0049006	GOVERNMENT MUNIC	5,000.	0.			CRIME & LEGAL-RELATED
MERCURY ONE, INC. PO BOX 701869 DALLAS, TX 75370	45-3929881	501(C)(3)	5,000.	0.			INTERNATIONAL, FOREIGN AFFAIRS
NASHVILLE PUBLIC RADIO 630 MAINSTREAM DRIVE NASHVILLE, TN 37228	62-1631652	501(C)(3)	5,000.	0.			PUBLIC & SOCIETAL BENEFIT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHEAST YMCA - LOUISVILLE 9400 MILL BROOK RD. LOUISVILLE, KY 40223	61-0444843	501(C)(3)	5,000.	0.			HUMAN SERVICES
NORTHRIDGE PRESBYTERIAN CHURCH 6920 BOB-O-LINK DR. DALLAS, TX 75214	75-0846305	RELIGIOUS ORGANI	5,000.	0.			RELIGION-RELATED
ONE FUND BOSTON, INC. 800 BOYLSTON STREET #990009 BOSTON, MA 02199	46-2547157	501(C)(3)	5,000.	0.			PUBLIC SAFETY, DISASTER PREPAREDNESS & RELIEF
OWENSBORO CONSOLIDATED CATHOLIC SCHOOL SYSTEM - 1524 W. PARRISH AVE. - OWENSBORO, KY 42301	62-1357472	501(C)(3)	5,000.	0.			EDUCATION
PASSIONISTS OF HOLY CROSS PROVINCE 5700 N. HARLEM AVE CHICAGO, IL 60631	36-2170826	501(C)(3)	5,000.	0.			RELIGION-RELATED
PORT CITY COMMUNITY CHURCH 250 VISION DR. WILMINGTON, NC 28403	56-2159428	501(C)(3)	5,000.	0.			RELIGION-RELATED
PORTLAND AVENUE PRESBYTERIAN CHURCH - 3126 PORTLAND AVE - LOUISVILLE, KY 40212	61-0471575	RELIGIOUS ORGANI	5,000.	0.			RELIGION-RELATED
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - 124 MOUNT AUBURN STREET - CAMBRIDGE, MA 02138	04-2103580	501(C)(3)	5,000.	0.			EDUCATION
RADCLIFFE INSTITUTE FOR ADVANCED STUDY - 10 GARDEN STREET - CAMBRIDGE, MA 02138	23-7373717	501(C)(3)	5,000.	0.			EDUCATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
STONY BROOK-MILLSTONE WATERSHED ASSN - 31 TITUS MILL RD - PENNINGTON, NJ 08534	21-0649717	501(C)(3)	5,000.	0.			ENVIRONMENT
SUNRISE CHILDREN'S SERVICES PO BOX 1429 MT. WASHINGTON, KY 40047	61-0597273	501(C)(3)	5,000.	0.			HUMAN SERVICES
THE CONSERVANCY FOR THE PARTHENON AND CENTENNIAL PARK - PO BOX 196340 - NASHVILLE, TN 37219	58-1609026	501(C)(3)	5,000.	0.			ARTS, CULTURE & HUMANITIES
THE MUSIC BOX INC 14600 WOODBLUFF TRACE LOUISVILLE, KY 40245	51-0565474	501(C)(3)	5,000.	0.			ARTS, CULTURE & HUMANITIES
THE URSULINE SCHOOL OF NEW ROCHELLE - 1354 NORTH AVE. - NEW ROCHELLE, NY 10804	13-1740495	501(C)(3)	5,000.	0.			EDUCATION
WALDEN SCHOOL CORPORATION 4238 WESTPORT ROAD LOUISVILLE, KY 40207	61-0883146	501(C)(3)	5,000.	0.			EDUCATION
WESTERN KENTUCKY BOTANICAL GARDEN P.O. BOX 22562 OWENSBORO, KY 42304	61-1251188	501(C)(3)	5,000.	0.			ENVIRONMENT

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: FOR GRANTS THAT ARE ISSUED FROM THE ENDOWMENT

FUNDS, THE ORGANIZATION USES GUIDESTAR.ORG TO CONFIRM THAT THE RECIPIENT

ORGANIZATION IS IN GOOD STANDING. WHEN THE DONATION IS SENT TO THE

RECIPIENT ORGANIZATION A LETTER IS INCLUDED WITH THE DONATION THAT GOODS

AND/OR SERVICES THAT MAY BE GIVEN IN EXCHANGE FOR THE DISTRIBUTION ARE

BEING DECLINED, EXCEPT THOSE THAT WOULD NOT REDUCE AN INDIVIDUALS

CHARITABLE TAX DEDUCTION. THE LETTER ALSO INDICATES THAT BY ACCEPTING THE

CHECK THE RECIPIENT ORGANIZATION CERTIFIES TO THE COMMUNITY FOUNDATION OF

LOUISVILLE THAT THEIR ORGANIZATION CONTINUES TO BE PUBLICLY SUPPORTED AND

Part IV Supplemental Information

EXEMPT UNDER SECTION 501(C)(3) OF THE IRS CODE. THE RECEIPIENT ORGANIZATION
IS ALSO INFORMED THAT THEY ARE REQUIRED TO NOTIFY THE ORGANIZATION
IMMEDIATELY OF ANY CHANGE TO THEIR IRS CLASSIFICATION. BY RECEIVING THE
LETTER THE ORGANIZATION ALSO CERTIFIES THAT NO TANGIBLE BENEFIT, GOODS OR
SERVICES WERE RECEIVED BY ANY INDIVIDUALS OR ENTITIES CONNECTED WITH THE
COMMUNITY FOUNDATION OF LOUISVILLE, AND THAT THE GRANT WILL NOT BE USED TO
SATISFY THE PAYMENT OF ANY ENFORCEABLE PLEDGE OR LEGALLY BINDING FINANCIAL
OBLIGATION ON BEHALF OF THE DONOR.

FOR GRANT RECIPIENTS THAT ARE DETERMINED BY THE ORGANIZATION'S BOARD, ONCE
THE GRANTS ARE AWARDED (AFTER APPLICATIONS ARE REVIEWED AND SITE VISITS ARE
COMPLETED) QUARTERLY PROGRESS REPORTS ARE REQUIRED FROM THE ORGANIZATIONS.
ALSO, DROP IN SITE VISITS ARE DONE.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2012

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.

Employer identification number 31-0997017

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) SUSAN A BARRY PRESIDENT & CEO	(i)	216,428.	0.	0.	14,446.	8,593.	239,467.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

Name of the organization **THE COMMUNITY FOUNDATION OF LOUISVILLE,
INC.**

Employer identification number
31-0997017

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	25	7,265,627.	FMV AT DATE OF GIFT
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (BASKETBALL TI)	X	1	16,072.	FMV AT DATE OF GIFT
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: BROKERAGE FIRMS SUCH AS MERRILL LYNCH ARE USED

TO SELL PUBLICLY TRADED SECURITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.	Employer identification number 31-0997017
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FORM 990, PART VI, SECTION B, LINE 11: A DRAFT OF THE RETURN IS REVIEWED

FIRST BY INTERNAL MANAGEMENT. AFTER INTERNAL MANAGEMENT HAS REVIEWED THE

RETURN AND ANY CHANGES ARE MADE A DRAFT IS PROVIDED TO THE FINANCE

COMMITTEE FOR REVIEW AND A COPY IS PROVIDED TO THE ENTIRE BOARD. ONCE THE

COMMENTS FROM THE BOARD ARE REVIEWED THE FINAL DRAFT OF THE RETURN IS

PREPARED AND SIGNED BY THE CHIEF FINANCIAL OFFICER.

FORM 990, PART VI, SECTION B, LINE 12C: THE OFFICERS, DIRECTORS AND KEY

EMPLOYEES ARE REQUIRED TO SUBMIT A CONFLICT OF INTEREST STATEMENT ANNUALLY.

THESE STATEMENTS ARE REVIEWED BY THE CHIEF FINANCIAL OFFICER.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION HAS A COMPENSATION

COMMITTEE THAT REVIEWS FORM 990'S AND COMPENSATION STUDIES TO DETERMINE A

FAIR AND REASONABLE COMPENSATION FOR THE OFFICERS AND KEY EMPLOYEES. THE

PRESIDENT'S AND OFFICERS' COMPENSATION IS THEN APPROVED BY THE COMPENSATION

COMMITTEE. COMPENSATION FOR ALL EMPLOYEES IS APPROVED BY THE COMPENSATION

COMMITTEE AND BOARD.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS

GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS

AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XII, LINE 2C

THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR.

THE COMMUNITY FOUNDATION OF LOUISVILLE IS AUDITED AS PART OF THE

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization THE COMMUNITY FOUNDATION OF LOUISVILLE,
INC.

Employer identification number
31-0997017

COMMUNITY FOUNDATION OF LOUISVILLE COMBINED GROUP. THE COMMUNITY

FOUNDATION OF LOUISVILLE IS INCLUDED IN THE COMMUNITY FOUNDATION OF

LOUISVILLE COMBINED FINANCIAL STATEMENTS.

THE ORGANIZATION HAS AN AUDIT COMMITTEE THAT OVERSEES THE AUDIT OF THE

FINANCIAL STATEMENTS AND THE SELECTION OF THE INDEPENDENT AUDITOR FOR

THE COMBINED GROUP.

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization **THE COMMUNITY FOUNDATION OF LOUISVILLE, INC.** Employer identification number **31-0997017**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
THE COMMUNITY FOUNDATION OF LOUISVILLE DEPOSITORY - 31-1140889, 325 W. MAIN STREET, SUITE 1110, LOUISVILLE, KY 40202	FACILITATE INDIVIDUAL DONORS' CHARITABLE GIVING	KENTUCKY	501(C)(3)	7	COMMUNITY FOUNDATION OF LOUISVILLE, INC.		X
THE COMMUNITY FOUNDATION OF LOUISVILLE CORPORATE DEPOSITORY - 61-1100993, 325 W. MAIN STREET, SUITE 1110, LOUISVILLE, KY	FACILITATE INDIVIDUAL DONORS' CHARITABLE GIVING	KENTUCKY	501(C)(3)	7	COMMUNITY FOUNDATION OF LOUISVILLE, INC.		X
FELIX E. MARTIN JR. FOUNDATION, INC - 26-2193468, 325 W. MAIN STREET, SUITE 1110, LOUISVILLE, KY 40202	TYPE I SUPPORTING ORGANIZATION - MAINTAIN AND RECEIVE CONTRIBUTIONS	KENTUCKY	501(C)(3)	11 TYPE I	COMMUNITY FOUNDATION OF LOUISVILLE, INC.		X
THE REAL ESTATE ASSET LEGACY FOUNDATION OF KENTUCKY, INC - 26-2417672, 325 W. MAIN STREET, SUITE 1110, LOUISVILLE, KY 40202	TYPE I SUPPORTING ORGANIZATION - MAINTAIN AND RECEIVE CONTRIBUTIONS	KENTUCKY	501(C)(3)	11 TYPE I	COMMUNITY FOUNDATION OF LOUISVILLE, INC.		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule R (Form 990) 2012**

SEE PART VII FOR CONTINUATIONS

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:

THE COMMUNITY FOUNDATION OF LOUISVILLE CORPORATE DEPOSITORY

EIN: 61-1100993

325 W. MAIN STREET, SUITE 1110

LOUISVILLE, KY 40202