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COMMONWEALTH OF KENTUCKY  
TREY GRAYSON, SECRETARY OF STATE  
SIXTY (60) DAY NOTICE AND ANNUAL REPORT  
SEPTEMBER 1, 2005  
MUST BE RECEIVED BY OCTOBER 31, 2005



0595328

ORGANIZATION ID # <b>0595328</b>	STATE OR COUNTRY OF INCORPORATION <b>KY</b>	ORGANIZATION DATE <b>09/20/2004</b>	FILING FEE <b>\$4.00</b>
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(1) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS  
Changes made to the registered agent or registered office cannot be made on this form. Complete (3) to request a form to be mailed or download form from web site.

HARLAN E. JUDD, JR.  
420 PUBLIC SQUARE  
BURKESVILLE, KY 42717

(3) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

2) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

HUGH AND DELLA SPEAR SCHOLARSHIP FUND, INC.  
420 PUBLIC SQUARE  
BURKESVILLE, KY 42717

(4) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

RECEIVED  
SEP 20 2005

SECRETARY OF STATE  
COMMONWEALTH OF KY

(5) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names and titles of officers listed below. Please note any additions to or changes in the principal officers and give the business address for each person listed. If (5) is blank, type or print the names and business addresses of the current principal officers. If sole officer, please note. The annual report will be returned if business addresses are not listed.

President	Harlan E. Judd, Jr.	P.O. Box 415, Burkesville, KY 42717
Vice-President	Ronnie Skipworth	1788 Judio Road, Burkesville, KY 42717
Secretary	Rebecca Thrumman Cary	214 Woodland St., Burkesville, KY 42717
Treasurer		

(6) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors (KRS 271B.8-010(3)). Nonprofit corporations must list three (3) or more directors (KRS 273.211). The annual report will be returned if business addresses are not listed.

Name	Harlan E. Judd, Jr.	P.O. Box 415, Burkesville, KY 42717
Name	Ronnie Skipworth	1788 Judio Road, Burkesivlle, KY 42717
Name	Rebecca Thurman Cary	215 Woodland St., Burkesville, KY 42717
Name		
Name		

(7) Check here if you are a cooperative corporation

I VERIFY THAT THE INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Harlan E. Judd, Jr. TITLE PRESIDENT DATED 9-18-05  
Signature of Officer or Chairman of the Board

ANNUAL REPORT AND FILING FEE

Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS

Trey Grayson  
Secretary of State  
P O Box 1150  
Frankfort, KY 40602-1150

OFFICE LOCATION

Secretary of State  
State Capitol, Room 154  
700 Capital Avenue  
Frankfort, KY 40601  
(502)-564-2848

NOTE: P O Box 1150 is for annual report filings only.