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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
SIXTY (60) DAY NOTICE AND ANNUAL REPORT
SEPTEMBER 1, 2006
MUST BE RECEIVED BY OCTOBER 31, 2006



0595328

ORGANIZATION ID #
0595328

STATE OR COUNTRY
OF INCORPORATION

KY

ORGANIZATION
DATE

09/20/2004

FILING
FEE

\$4.00

(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

RECEIVED

SEP 01 2006

SECRETARY OF STATE
COMMONWEALTH OF KY

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

(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 THRUMAN CARY	214 WOODLAND ST., BURKESVILLE, KY. 42717

(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, BURKESVILLE, KY. 42717
Name	REBECCA THURMAN CARY	215 WOODLAND ST., BURKESVILLE, KY. 42717
Name		

(7) Check here if you are a cooperative corporation or association organized under KRS 272.

Check here if you are a rural electric or rural telephone cooperative corporation organized under KRS 279.

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

Signature of Officer or Chairman of the Board

TITLE PRESIDENT

DATED 8-30-06

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.