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COMMONWEALTH OF KENTUCKY  
TREY GRAYSON, SECRETARY OF STATE  
60-DAY NOTICE AND ANNUAL REPORT  
SEPTEMBER 1, 2008  
MUST BE RECEIVED BY OCTOBER 31, 2008



0595328

ORGANIZATION ID #  
0595328

STATE OR COUNTRY OF INCORPORATION  
KY

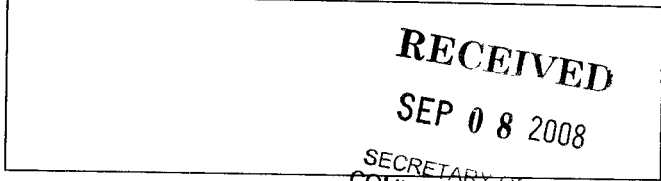
ORGANIZATION DATE  
09/20/2004

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) A.  Statement of Change of Designated or Principal Office Address Form  
B.  Statement of Change of Registered Agent or Registered Office Form  
MAIL FORM TO



(2) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS  
Changes made to the principal office address cannot be made on this form. Complete (3) to request a form to be mailed or download form from web site.

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

(4) PRINCIPAL OFFICERS 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. 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.

President	HARLAN E JUDD, JR.	420 Public Sq., Box 415, Burkesville, KY	42717
Vice President	RONNIE SKIPWORTH	1788 Judio Rd., Burkesville, KY	42717
Secretary	REBECCA THRUMAN CARY	215 Woodland St., Burkesville, KY	42717

(5) 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.	420 Public Sq., Box 415, Burkesville, KY	42717
Name	RONNIE SKIPWORTH	1788 Judio Rd., Burkesville, KY	42717
Name	REBECCA THURMAN CARY	215 Woodland St., Burkesville, KY	42717
Name			
Name			

(6) 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  
Harlan E. Judd, Jr., President  
Type or Print Name Title Date

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.