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**Return of Private Foundation**

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

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation: **WILLIAM E. BARTH FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **325 W. MAIN STREET**

Room/suite: **2000**

City or town, state or province, country, and ZIP or foreign postal code: **LOUISVILLE, KY 40202**

A Employer identification number: **62-1328750**

B Telephone number: **502-584-1108**

C If exemption application is pending, check here

D 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

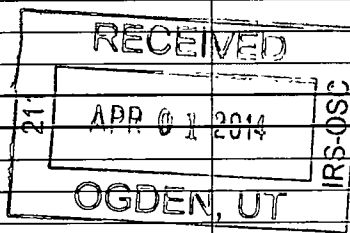
H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 2,123,521.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1	
	4 Dividends and interest from securities	38,744.	38,744.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	237,641.				
	b Gross sales price for all assets on line 6a	863,815.				
	7 Capital gain net income (from Part IV, line 2)		237,641.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total Add lines 1 through 11		276,390.	276,390.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees	STMT 3	22,617.	22,617.		0.
	b Accounting fees	STMT 4	1,990.	1,990.		0.
	c Other professional fees	STMT 5	27,932.	27,932.		0.
	17 Interest					
	18 Taxes	STMT 6	5,192.	5,192.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 7	1,883.	1,883.		0.
	24 Total operating and administrative expenses Add lines 13 through 23		59,614.	59,614.		0.
	25 Contributions, gifts, grants paid		169,200.			169,200.
26 Total expenses and disbursements Add lines 24 and 25		228,814.	59,614.		169,200.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		47,576.				
b Net investment income (if negative, enter -0-)			216,776.			
c Adjusted net income (if negative, enter -0-)				N/A		



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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	30,498.	110,090.	110,090.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 8</b>	1,046,953.	1,014,937.	2,013,431.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,077,451.	1,125,027.	2,123,521.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,077,451.	1,125,027.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 <b>Total net assets or fund balances</b>	1,077,451.	1,125,027.		
31 <b>Total liabilities and net assets/fund balances</b>	1,077,451.	1,125,027.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,077,451.
2 Enter amount from Part I, line 27a	2	47,576.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,125,027.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,125,027.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES-SHORT TERM</b>			
<b>b PUBLICLY TRADED SECURITIES-LONG TERM</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 461,389.		433,492.	27,897.
<b>b</b> 402,426.		192,682.	209,744.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			27,897.
<b>b</b>			209,744.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	237,641.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	122,000.	1,684,585.	.072421
2011	193,100.	1,775,454.	.108761
2010	269,348.	1,926,347.	.139823
2009	200,740.	1,787,050.	.112330
2008	244,768.	2,625,294.	.093235

<b>2</b> Total of line 1, column (d)	2	.526570
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.105314
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,870,394.
<b>5</b> Multiply line 4 by line 3	5	196,979.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	2,168.
<b>7</b> Add lines 5 and 6	7	199,147.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	169,200.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,336.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,336.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	4,336.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,160.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,160.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	1.
9 <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		9	2,177.
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		10	
11 Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>KY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.DODDATTORNEYS.COM/CM/CUSTOM/WILLIAM-E-B</u>	X		
14	The books are in care of ► <u>ALLEN P. DODD, III</u> Telephone no. ► <u>502-584-1108</u> Located at ► <u>325 W. MAIN ST., STE 2000, LOUISVILLE, KY</u> ZIP+4 ► <u>40202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
		15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No
		16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)  N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.  N/A

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	Expenses
N/A	

**Part IX-B** Summary of Program-Related Investments

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

1	Amount
N/A	

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3 ▶ 0.

**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	1,868,927.
<b>b</b> Average of monthly cash balances	<b>1b</b>	29,950.
<b>c</b> Fair market value of all other assets	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,898,877.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	1,898,877.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	28,483.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,870,394.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	93,520.

**Part XI**

**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	93,520.
<b>2a</b> Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	4,336.
<b>b</b> Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	4,336.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	89,184.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b> Add lines 3 and 4	<b>5</b>	89,184.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	89,184.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	169,200.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	169,200.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6 Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	169,200.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				89,184.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	113,635.			
b From 2009	111,388.			
c From 2010	174,417.			
d From 2011	104,327.			
e From 2012	39,909.			
f Total of lines 3a through e	543,676.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 169,200.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				89,184.
e Remaining amount distributed out of corpus	80,016.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	623,692.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	113,635.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	510,057.			
10 Analysis of line 9:				
a Excess from 2009	111,388.			
b Excess from 2010	174,417.			
c Excess from 2011	104,327.			
d Excess from 2012	39,909.			
e Excess from 2013	80,016.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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

**NONE**  
**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**  
**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
**ALLEN P. DODD, III, 502-584-1108**  
**325 W. MAIN ST. STE. 2000, LOUISVILLE, KY 40202**

**b** The form in which applications should be submitted and information and materials they should include:  
**WRITTEN APPLICATION, MATERIALS TO BE INCLUDED SPECIFIED IN APPLICATION**

**c** Any submission deadlines:  
**MAY 31ST OF EACH YEAR ALTHOUGH EXTENSIONS CAN BE GRANTED**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**MUST BE PHYSICALLY LOCATED IN LOUISVILLE, KY OR JEFFERSON COUNTY, KENTUCKY**

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
21ST CENTURY PARKS			SEE ATTACHED	20,000.
ACTORS THEATRE OF LOUISVILLE, INC.			SEE ATTACHED	2,500.
ADELANTE HISPANIC ACHIEVERS			SEE ATTACHED	1,000.
AMERICANA COMMUNITY CENTER			SEE ATTACHED	1,000.
BELLEWOOD PRESBYTERIAN HOME FOR CHILDREN			SEE ATTACHED	3,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>▶ 3a</b> 169,200.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>▶ 3b</b> 0.





**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS/BIG SISTERS OF KENTUCKIANA			SEE ATTACHED	2,500.
BLACKACRE CONSERVATORY			SEE ATTACHED	2,000.
BLUE APPLE PLAYERS			SEE ATTACHED	1,500.
BROOKLAWN CHILD & FAMILY SERVICES			SEE ATTACHED	2,500.
CABBAGE PATCH			SEE ATTACHED	10,000.
CASA FOR THE RIVER REGION			SEE ATTACHED	1,500.
CHILD CONNECTION			SEE ATTACHED	2,000.
COALITION FOR THE HOMELESS			SEE ATTACHED	2,000.
CUSTOM QUALITY SERVICES			SEE ATTACHED	1,000.
FAMILY & CHILDREN'S PLACE			SEE ATTACHED	2,500.
<b>Total from continuation sheets</b>				<b>141,700.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FATHER MALONEY'S BOYS AND GIRLS HAVEN			SEE ATTACHED	2,000.
FEAT OF LOUISVILLE			SEE ATTACHED	3,500.
FILSON HISTORICAL SOCIETY			SEE ATTACHED	2,000.
GREEN HILL THERAPY			SEE ATTACHED	1,000.
HEALING PLACE			SEE ATTACHED	5,000.
HIGHLANDS COMMUNITY MINISTRIES			SEE ATTACHED	1,000.
HOSPARUS			SEE ATTACHED	2,500.
HOUSE OF RUTH			SEE ATTACHED	1,500.
KENTUCKY CENTER FOR THE ARTS ENDOWMENT FUND			SEE ATTACHED	1,200.
KENTUCKY MUSEUM OF ART AND CRAFT			SEE ATTACHED	2,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENTUCKY OPERA ASSOCIATION			SEE ATTACHED	3,000.
KENTUCKY SHAKESPEARE			SEE ATTACHED	1,500.
LEGAL AID SOCIETY			SEE ATTACHED	3,000.
LIGHTHOUSE PROMISE INC			SEE ATTACHED	3,000.
LOUISVILLE BALLET			SEE ATTACHED	8,000.
LOUISVILLE COLLEGIATE SCHOOL			SEE ATTACHED	3,000.
LOUISVILLE FORUM			SEE ATTACHED	1,000.
LOUISVILLE WATERFRONT DEVELOPMENT CORPORATION			SEE ATTACHED	4,000.
LOUISVILLE ZOO			SEE ATTACHED	20,000.
MORTON CENTER			SEE ATTACHED	2,500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEIGHBORHOOD HOUSE			SEE ATTACHED	2,500.
PARKINSON SUPPORT CENTER OF KENTUCKIANA			SEE ATTACHED	1,000.
PLANNED PARENTHOOD			SEE ATTACHED	4,000.
PLYMOUTH COMMUNITY RENEWAL CENTER			SEE ATTACHED	3,000.
SECOND PRESBYTERIAN WEEKDAY SCHOOL			SEE ATTACHED	3,500.
SENIOR CARE EXPERTS			SEE ATTACHED	2,000.
SHIVELY AREA MINSTRIES			SEE ATTACHED	1,000.
SOCIETY OF ST. VINCENT DE PAUL			SEE ATTACHED	2,500.
SOUTH LOUISVILLE COMMUNITY MINISTRIES			SEE ATTACHED	1,000.
ST. GEORGE COMMUNITY CENTER			SEE ATTACHED	3,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. JOSEPH CHILDREN'S HOME			SEE ATTACHED	4,000.
STAGE ONE CHILDREN'S THEATER			SEE ATTACHED	2,500.
UNIVERSITY OF LOUISVILLE FOUNDATION			SEE ATTACHED	4,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES			SEE ATTACHED	2,000.
VOLUNTEERS OF AMERICA OF KENTUCKY, INC			SEE ATTACHED	4,000.
WELLSPRING			SEE ATTACHED	1,000.
YMCA SAFE PLACE SERVICES			SEE ATTACHED	2,500.
<b>Total from continuation sheets</b>				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES LLC	3.
WEB FOUNDATION	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL FINANCIAL SERVICES LLC	38,744.	0.	38,744.
TOTAL TO FM 990-PF, PART I, LN 4	38,744.	0.	38,744.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DODD & DODD ATTORNEY, PLLC	22,617.	22,617.		0.
TO FM 990-PF, PG 1, LN 16A	22,617.	22,617.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BLUE & CO., LLC	1,990.	1,990.		0.
TO FORM 990-PF, PG 1, LN 16B	1,990.	1,990.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SACHS INVESTMENT GROUP	27,932.	27,932.			0.
TO FORM 990-PF, PG 1, LN 16C	27,932.	27,932.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	846.	846.			0.
EXTENSION TAX PAYMENT - 2012	2,800.	2,800.			0.
ESTIMATED PAYMENTS - 2013	1,546.	1,546.			0.
TO FORM 990-PF, PG 1, LN 18	5,192.	5,192.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	1,211.	1,211.			0.
ANNUAL FEE	15.	15.			0.
MISCELLANEOUS ACCOUNT FEES	657.	657.			0.
TO FORM 990-PF, PG 1, LN 23	1,883.	1,883.			0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
NATIONAL FINANCIAL SERVICES LLC NOMINEE-SEE ATTACHED SCHEDULE	1,014,937.	2,013,431.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,014,937.	2,013,431.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB EXPENSE ACCOUNT
ALLEN P. DODD, III 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	PRESIDENT 5.00	0.	0. 0.
ALLEN MCKEE DODD 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	TREASURER 1.00	0.	0. 0.
ELIZABETH DODD LOCOCO 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	SECRETARY 5.00	0.	0. 0.
JACOB CROUSE 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	DIRECTOR 1.00	0.	0. 0.
MARY S. SACHS 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	DIRECTOR 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

WILLIAM E BARTH FOUNDATION  
62-1328750

**2013 Investment Report**

January 1, 2013 - December 31, 2013

**Brokerage 670-810410 WILLIAM E BARTH FOUNDATION INC**

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
<b>Stocks</b>					
AMERICAN EXPRESS CO (AXP)	\$1,720.00	2,000,000	\$90.730	\$95,230.00	\$181,460.00
AQUA AMERICA INC (WTR)	3,345.84	5,010,000	23.590	36,403.69	118,185.90
CLIFFS NAT RES INC COM (CLF)	600.00	4,000,000	26.210	109,987.88	104,840.00
DOW CHEMICAL CO (DOW)	6,080.00	6,000,000	44.400	101,463.55	266,400.00
EXELON CORP (EXC)	5,412.60	1,500,000	27.390	25,945.49	41,085.00
FIFTH THIRD BANCORP (FITB)	3,360.00	7,000,000	21.030	101,005.38	147,210.00
HARTFORD FINL SVCS GROUP INC (HIG)	2,400.00	6,000,000	36.230	131,753.28	217,380.00
HEALTH NET INC COM (HNT)	0.00	3,000,000	29.670	85,775.31	89,010.00
HUNTSMAN CORP (HUN)	5,125.00	10,000,000	24.600	54,787.18	246,000.00
MACYS INC (M)	4,700.00	5,000,000	53.400	75,270.95	267,000.00
REVLON INC CL A NEW (REV)	0.00	5,000,000	24.960	64,158.45	124,800.00
ROGERS COMMUNICATIONS INC	3,322.55	2,000,000	45.250	54,605.80	90,500.00
CLASS B COM CAD1.62478 ISIN					
#CA7751092007 SEDOL #2169051 (RCI)	0.00	2,000,000	59.780	78,550.07	119,560.00
VERISIGN INC (VRSN)					
<b>Core Account</b>					
CASH	3.02	114,678.260	1.000	not applicable	114,678.26
<b>Total Market Value as of December 31, 2013</b>					
<b>Total Income earned on positions no longer held</b>	2,677.54				
<b>2013 Income Earned</b>	<b>\$ 38,748.55</b>				<b>\$2,128,109.16</b>

All positions held in cash account unless indicated otherwise.

( - Third-party provided

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.



# 2013 Informational Tax Reporting Statement

WILLIAM E BARTH FOUNDATION INC  
 Account No. 670-810410  
 Recipient ID No. 62-1328750  
 Customer Service: CALL ADVISOR  
 Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

## 2013 Proceeds from Broker and Barter Exchange Transactions

### Short-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
<b>AMEDSYS INC, AMED, 023436108</b>										
Sale	05/02/13	01/28/13	4,000,000	39,650.95	46,981.92	-7,310.97				
Sale	07/25/13	01/28/13	1,000,000	11,490.82	11,740.48	-249.66				
Sale	07/25/13	03/11/13	5,000,000	57,454.10	60,151.95	-2,697.85				
<b>Subtotals</b>				<b>108,595.87</b>	<b>118,854.35</b>					
<b>CISCO SYS INC, CSCO, 17275R102</b>										
Sale	11/15/13	11/12/13	3,000,000	64,190.57	70,865.22	-6,674.65				
<b>FIFTH THIRD BANCORP, FITB, 316773100</b>										
Sale	04/24/13	12/14/12	1,000,000	16,674.62	14,429.34	2,245.28				
<b>GOODYEAR TIRE &amp; RUBBER CO, GT, 382550101</b>										
Sale	03/11/13	02/11/13	5,000,000	64,679.60	68,869.20	-4,189.60				
<b>TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH, TEVA, 8816242D9</b>										
Sale	11/12/13	05/02/13	1,000,000	37,479.44	37,956.90	-477.46				
<b>VALERO ENERGY CORP, VLO, 91913Y100</b>										
Sale	01/28/13	04/30/12	2,000,000	77,908.25	50,864.88	27,043.37				
Sale	12/02/13	07/25/13	2,000,000	91,860.82	71,651.86	20,208.96				
<b>Subtotals</b>				<b>169,769.07</b>	<b>122,616.74</b>					
<b>TOTALS</b>				<b>461,389.17</b>	<b>433,491.75</b>					<b>0.00</b>
										<b>49,487.61</b>
										<b>-21,600.19</b>
										<b>0.00</b>
										<b>0.00</b>

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.



02/10/2014 9101020239

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## **2013 APPROVED GRANTS**

### **Grant Recipient and Purpose**

- 1. 21<sup>st</sup> Century Parks; Address: 471 W. Main St., Ste 202, Louisville, KY 40202**  
Completion of a park project for Jefferson County, Kentucky. (\$20,000)
- 2. Actors Theatre of Louisville, Inc.; Address: 316 West Main Street, Louisville, KY 40202**  
"YouTheatre": funding to support two community centers' participation in YouTheatre and provide vital arts education to at-risk youth. (\$2,500)
- 3. Adelante Hispanic Achievers; Address: 4801 Southside Drive, Louisville, KY 40214**  
Mentoring, Enrichment and Academic Support for Hispanic/Latino Students for 80 middle and high school students in Jefferson County. (\$1,000)
- 4. Americana Community Center; Address: 4801 Southside Drive, Louisville, KY 40214**  
"Americana Youth Program," after school programming for refugee, immigrant, and US born youth living in low income families. (\$1,000)
- 5. Bellewood Presbyterian Home for Children; Address: 11103 Park Road, Louisville, KY 40223**  
"Bellewood Permanent Housing Program," housing for homeless, pregnant, and parenting young adults in Louisville. (\$3,000)
- 6. Big Brothers/Big Sisters of Kentuckiana; Address: 1519 Gardiner Lane, Louisville, KY 40218**  
"Middle School Transition Project," funding for services and activities to 50 Jefferson County at-risk youth transition to and from middle school. (\$2,500)
- 7. Blackacre Conservatory; Address: 3200 Tucker Station Road, Louisville, KY 40299-5499**  
"Blackacre Visitor Services Improvement ," Purchase 10 GPS Units to aid development. (\$2,000)
- 8. Blue Apple Players; Address: P.O. Box 4261, Louisville, KY 40204**  
"Drama for Learning; Drama for Life," funding for workshop using drama to help students make proactive choices to address bullying. (\$1,500)
- 9. Brooklawn Child & Family Services; Address: 3121 Brooklawn Campus Drive, Louisville, KY 40218**  
"Boys Town Model of Care," funding to develop a long term treatment program to prepare troubled children for college, work and life. (\$2,500)
- 10. CASA for the River Region; 982 Eastern Parkway, Box 9, Louisville, KY 40217**  
"Advocacy Academy," funding for increase of the number of volunteer advocates who provide

services to abused and neglected children in Louisville. (\$1,500)

**11. Cabbage Patch; Address: 1413 South Sixth Street, Louisville, KY 40208**

“Capital Campaign/Brown Foundation Matching Grant” - Grant to qualify for Brown grant and better serve their charitable endeavors. (\$10,000)

**12. The Child Connection; Address: 2210 Meadow Drive, Suite 28, Louisville, KY 40218**

“Stranger Safety Program,” Providing demonstrations to elementary, middle, and high school age children that use role-play to show the lures utilized by child predators. (\$2,000)

**13. Coalition for the Homeless; Address: 1300 S. 4<sup>th</sup> Street, Suite 250, Louisville, KY 40208**

“Jefferson County, Kentucky 16-24 Year Olds in Crisis Without Supports,” funding for strong mentoring programs to prepare young adults to live successfully within the community. (\$2,000)

**14. Custom Quality Services; Address: 3401 Jewell Avenue, Louisville, KY 40212**

Funding to purchase two electric pallet trucks. (\$1,000)

**15. Family & Children’s Place; Address: 2303 River Road, Ste 200, Louisville, KY 40206**

“Child Advocacy & Visitation Center,” offers assessment and intervention services for children birth to 17 who are alleged to have been sexually abused. (\$2,500)

**16. Father Maloney’s Boys and Girls Haven; Address: 2301 Goldsmith Lane, Louisville, KY 40218**

Funding to provide employment training for at-risk youth who have been unemployable with little prospect of post-secondary studies. (\$2,000)

**17. FEAT of Louisville (Families for Effective Autism Treatment; Address: 1100 East Market Street, Louisville, KY 40206**

“Dreams in Motion Summer Camp for 2012,” a therapeutic/recreational/educational/social summer camp program specifically designed for children and young adults with autism. (\$3,500)

**18. Filson Historical Society; Address: 1310 South Third Street, Louisville, KY 40208**

Funding to expand Old Louisville Campus to enlarge and modernize its research, archival, exhibition, programming and event facilities. (\$2,000)

**19. Green Hill Therapy; Address: 1410 Long Run Road, Louisville, KY 40245**

“Green Hill Therapy Aquatherapy Program,” funding for capacity building grant that will allow program to grow and serve additional special needs children. (\$1,000)

**20. The Healing Place; Address: 1020 West Market Street, Louisville, KY 40202**

“Men’s and Women’s Recovery Program,” funds to provide societal and medical outreach to the homeless and to attract those addicted to alcohol and/or drugs into recovery so they may have the opportunity to become contributing members of society. (\$5,000)

**21. Highlands Community Ministries; Address: 1140 Cherokee Road, Louisville, KY 40204**  
To serve people with counseling and emergency financial assistance. (\$1,000)

**22. Hosparus, Inc.; Address: 3532 Ephraim McDowell Drive, Louisville, KY 40205**  
Funding for grief counseling for up to 13 months following the death of a relative. (\$2,500)

**23. House of Ruth; Address: 607 E. St. Catherine Street, Louisville, KY 40203**  
"Children's School Success" Project - Funding to provide school clothing for 127 children either infected or affect by HIV/AIDS. (\$1,500)

**24. Kentucky Center for the Arts Endowment Fund; Address: 501 West Main Street, Louisville, KY 40202**  
Funding to provide opportunities to youth who have visual disabilities and limited access to quality arts programming and experiences. (\$1,200)

**25. Kentucky Museum of Art & Craft (KMAC); Address: 715 West Main Street, Louisville, KY 40202**  
"KMAC Arts Education for At-Risk Louisville Students," art-making workshops at Museum, Schools and community sites. (\$2,000)

**26. Kentucky Opera Association; Address: 323 W. Broadway, Ste 601, Louisville, KY 40202**  
"We Sing America," introduce new and under served audiences to the operatic pieces by taking them through American History via song. (\$3,000)

**27. Kentucky Shakespeare; Address: 323 W. Broadway, Ste 401, Louisville, KY 40202**  
"Camp Shakespeare," held on St. Francis High School campus for children ages 4-18 to become immersed in Shakespeare. (\$1,500)

**28. Legal Aid Society; Address: 416 W. Muhammad Ali Blvd., Suite 300, Louisville, KY 40202**  
"Children-at-Risk," a collaborative effort between Legal Aid Society and Jefferson County Public Schools to minimize educational disruption by preventing housing crises. (\$3,000)

**29. Lighthouse Promise; Address: 5312 Old Shepherdsville Road, Louisville, KY 40228**  
"Arts, Camping, Karate and Gardening," provides arts and education to children from kindergarten to eighth grade for at-risk youth. (\$3,000)

**30. Louisville Ballet; Address: 315 E. Main Street, Louisville, KY 40202**  
"Bridge the Gap," ticket subsidy for economically disadvantaged families to attend the *Brown-Forman Nutcracker*. (\$8,000)

**31. Louisville Collegiate School; Address: 2427 Glenmary Avenue, Louisville, KY 40204**  
"Youth Fitness Program," an integrated approach to learning about physical fitness and nutrition.

(\$3,000)

**32. Louisville Forum; Address: P.O. Box 70137, Louisville, KY 40270**

"High School Student Initiative," provide 8 seats at monthly debates for high school students and faculty. (\$1,000)

**33. Louisville Waterfront Development Corporation; Address: 129 East River Road  
Louisville, KY 40202**

Develop the area under the Big Four Ramp as an event space for small events such as family reunions, picnics, weddings and parties. (\$4,000)

**34. Louisville Zoo; Address: 1100 Trevilian Way, Louisville, KY 40213**

Funding to assist in the completion of Glacier Run project. (\$20,000)

**35. The Morton Center; Address: 1028 Barret Avenue, Louisville, KY 40204**

Funding for two full time adolescent counselors to provide direct support to children, adolescents and their families who have been exposed to substance abuse/dependency. (\$2,500)

**36. Neighborhood House; Address: 201 North 25<sup>th</sup> Street, Louisville, KY 40212**

Funding for program which allows West Louisville youth a safe out-of-school time environment where educational, recreational and life skills take place. (\$2,500)

**37. Parkinson Support Center of Kentuckiana; Address: 315 Townpark Circle, Suite 100,  
Louisville, KY 40243**

Funding for two-part course in which a licensed senior pharmacist teaches people with Parkinson's to utilize their medications to achieve great potential for use and support for patients and families. (\$1,000)

**38. Planned Parenthood; Address: 1025 South 2<sup>nd</sup> Street, Louisville, KY 40203**

"teenReach," funding for peer program to educate teens about reproductive help. (\$4,000)

**39. Plymouth Community Renewal Center; Address: 1626 West Chestnut Street,  
Louisville, KY 40203**

Funding to provide 6 teens (ages 13-19) 41 weeks of employments as junior counselors. (\$3,000)

**40. Second Presbyterian Weekday School; Address: 3701 Old Brownsboro Road,  
Louisville, KY 40207**

"Laptops: Assessment and Communication Tool," funding for laptops in every classroom. (\$3,500)

**41. SeniorCare Experts; Address: 145 Thierman Lane, Louisville, KY 40207**

Funding to provide services to seniors so that they can live independently for as long as possible. (\$2,000)

- 42. Shively Area Ministries; Address: 4415 Dixie Highway, Louisville, KY 40216**  
Funding for financial assistance to help people in poverty or crisis through food, utility payments, and rent payments. (\$1,000)
- 43. South Louisville Community Ministries; Address: 4803 Southside Drive, Louisville, KY 40214**  
Funding to assist in financial assistance for those who cannot afford to purchase non-controlled medication. (\$1,000)
- 44. St. George Community Center; Address: 1205 S. 26<sup>th</sup> Street, Louisville, KY 40210**  
"Leave No Child Behind" mission- Funding to provide quality after-school and summer programming to youth in poor communities. (\$3,000)
- 45. St. Joseph Children's Home; Address: 2823 Frankfort Avenue, Louisville, KY 40206**  
"Specialized Youth Housing Complex," For children who reside at St. Joseph's for over a year who have been abandoned, abused, neglected, or from a broken home. (\$4,000)
- 46. Society of St. Vincent de Paul; Address: 1015 C-South Preston, Louisville, KY 40203**  
"Open Hand Kitchen and Kids Cafe and Culinary Lab," the Smoketown/Shelby Park campus is expanding units for homeless families and this request was to provide funding to serve the younger clients. (\$2,500)
- 47. Stage One Children's Theater; Address: 323 W. Broadway, Suite 600, Louisville, KY 40203**  
"Play It Forward," a ticket underwriting problem to subsidize tickets for school children. (\$2,500)
- 48. University of Louisville Foundation; Address: University of Louisville, Louisville, KY 40299**  
"Arts and Culture Partnership Initiative Internships," Internships for first generation college students with limited financial resources. (\$4,000)
- 49. Visually Impaired Preschool Services (VIPS); Address: 1906 Goldsmith Lane, Louisville, KY 40218**  
Annual two-day program for blind and visually impaired children and parents. (\$2,000)
- 50. Volunteers of America of Kentucky, Inc.; Address: 933 Goss Avenue, Louisville, KY 40217**  
"Family Emergency Shelter," Funds to support the operating costs of the Family Emergency Shelter. (\$4,000)
- 51. Wellspring; Address: P.O. Box 1927, Louisville, KY 40201**  
Funding for two Automatic External Defibrillators for use on occasions of cardiac arrest at Wellspring Crisis Stabilization Units. (\$1,000)

**52. YMCA Safe Place Services.; Address: 2400 Crittenden Drive, Louisville, KY 40217**  
Funding for free 24 hour crisis shelter for teens 12-17 years old in Louisville as well as professional case management. (\$2,500)