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Return of Private Foundation

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

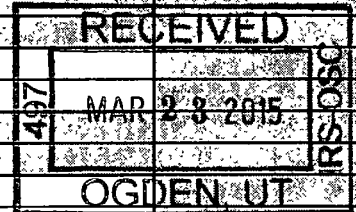
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2014 or tax year beginning , and ending

Name of foundation WILLIAM E. BARTH FOUNDATION		A Employer identification number 62-1328750
Number and street (or P O box number if mail is not delivered to street address) 325 W. MAIN STREET	Room/suite 2000	B Telephone number 502-584-1108
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,077,359. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		3.	3.		STATEMENT 1
4 Dividends and interest from securities		40,364.	40,364.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		86,357.			
b Gross sales price for all assets on line 6a		757,492.			
7 Capital gain net income (from Part IV, line 2)			86,357.		
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		126,724.	126,724.		
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		43,091.	43,091.		0.
b Accounting fees STMT 4		2,020.	2,020.		0.
c Other professional fees STMT 5		30,627.	30,627.		0.
17 Interest					
18 Taxes STMT 6		7,894.	7,894.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,338.	1,338.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		84,970.	84,970.		0.
25 Contributions, gifts, grants paid		163,000.			163,000.
26 Total expenses and disbursements. Add lines 24 and 25		247,970.	84,970.		163,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<121,246.>			
b Net investment income (if negative, enter -0-)			41,754.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAR 25 2015

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		110,090.	18,332.	18,332.	
	2	Savings and temporary cash investments					
	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 STMT 8			1,014,937.	985,449.	2,059,027.
	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	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,125,027.	1,003,781.	2,077,359.	
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	Total liabilities (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			1,125,027.	1,003,781.	
	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	Total net assets or fund balances			1,125,027.	1,003,781.		
31	Total liabilities and net assets/fund balances			1,125,027.	1,003,781.		

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	1,125,027.
2	Enter amount from Part I, line 27a	2	<121,246.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,003,781.
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	1,003,781.

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.)
1a	PUBLICLY TRADED SECURITIES - SHORT TERM			
b	PUBLICLY TRADED SECURITIES - LONG TERM			
c				
d				
e				

	(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)
a	551,322.		556,095.	<4,773.>
b	206,170.		115,040.	91,130.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	
a			<4,773.>
b			91,130.
c			
d			
e			

2	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	86,357.
3	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

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))
2013	169,200.	1,870,394.	.090462
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

2	Total of line 1, column (d)	2	.523797
3	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	.104759
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,859,107.
5	Multiply line 4 by line 3	5	194,758.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	418.
7	Add lines 5 and 6	7	195,176.
8	Enter qualifying distributions from Part XII, line 4	8	163,000.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total amount owed is 3,525, with 840 refunded, resulting in 2,685.

Part VII-A Statements Regarding Activities

Table with 11 rows of activity statements and Yes/No columns. Includes questions about political campaigns, expenditures, and substantial contributors. Most 'No' boxes are marked with an 'X'.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.DODDATTORNEYS.COM/CM/CUSTOM/WILLIAM-E-B
14 The books are in care of ALLEN P. DODD, III Telephone no. 502-584-1108
Located at 325 W. MAIN ST., STE 2000, LOUISVILLE, KY ZIP+4 40202
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
16 At any time during calendar year 2014, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2014 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 2014.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2014?

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 4945(d)(4)(A)? (see instructions) 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.

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.	Expenses
1 N/A	
2	
3	
4	

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.	Amount
1 N/A	
2	
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)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,860,253.
b	Average of monthly cash balances	1b	27,165.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,887,418.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,887,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,311.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,859,107.
6	Minimum investment return. Enter 5% of line 5	6	92,955.

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.)

1	Minimum investment return from Part X, line 6	1	92,955.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	835.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	835.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,120.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	92,120.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	92,120.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	163,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	163,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	163,000.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				92,120.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	111,388.			
b From 2010	174,417.			
c From 2011	104,327.			
d From 2012	39,909.			
e From 2013	80,016.			
f Total of lines 3a through e	510,057.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 163,000.				
a Applied to 2013, 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 2014 distributable amount				92,120.
e Remaining amount distributed out of corpus	70,880.			
5 Excess distributions carryover applied to 2014 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	580,937.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	111,388.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	469,549.			
10 Analysis of line 9:				
a Excess from 2010	174,417.			
b Excess from 2011	104,327.			
c Excess from 2012	39,909.			
d Excess from 2013	80,016.			
e Excess from 2014	70,880.			

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 2014, 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) 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
a Paid during the year 21ST CENTURY PARKS			SEE ATTACHED	20,000.
ACTORS THEATRE OF LOUISVILLE, INC.			SEE ATTACHED	2,500.
AMERICANA COMMUNITY CENTER			SEE ATTACHED	1,500.
BIG BROTHERS/BIG SISTERS OF KENTUCKIANA			SEE ATTACHED	3,000.
BLUE APPLE PLAYERS			SEE ATTACHED	1,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				163,000.
b Approved for future payment NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 3), 4 Dividends and interest from securities (14, 40,364), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 86,357), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 126,724, 0), 13 Total (13, 126,724).

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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
BOYS & GIRLS CLUBS			SEE ATTACHED	2,000.
CENTER FOR WOMEN & CHILDREN			SEE ATTACHED	3,000.
CHILD CONNECTION			SEE ATTACHED	1,500.
COALITION FOR THE HOMELESS			SEE ATTACHED	2,000.
CUSTOM QUALITY SERVICES			SEE ATTACHED	2,000.
FAMILY & CHILDREN'S PLACE			SEE ATTACHED	5,000.
FEAT OF LOUISVILLE			SEE ATTACHED	4,000.
FILSON HISTORICAL SOCIETY			SEE ATTACHED	2,000.
FRAZIER HISTORICAL ARMS MUSEUM			SEE ATTACHED	3,000.
GREEN HILL THERAPY			SEE ATTACHED	2,000.
Total from continuation sheets				134,500.

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
HOME OF THE INNOCENTS			SEE ATTACHED	4,000.
HOSPARUS			SEE ATTACHED	2,500.
HOUSE OF RUTH			SEE ATTACHED	2,000.
JEWISH FAMILY &			SEE ATTACHED	2,500.
JUNIOR ACHIEVEMENT			SEE ATTACHED	1,000.
KENTUCKY HUMANE SOCIETY			SEE ATTACHED	1,500.
KENTUCKY MUSEUM OF ART AND CRAFT			SEE ATTACHED	5,000.
KENTUCKY OPERA ASSOCIATION			SEE ATTACHED	3,000.
LEGAL AID SOCIETY			SEE ATTACHED	5,000.
LIGHTHOUSE PROMISE INC			SEE ATTACHED	3,500.
Total from continuation sheets				

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
LOUISVILLE BALLET			SEE ATTACHED	7,500.
LOUISVILLE FORUM			SEE ATTACHED	1,000.
LOUISVILLE WATERFRONT DEVELOPMENT CORPORATION			SEE ATTACHED	4,000.
LOUISVILLE ZOO			SEE ATTACHED	20,000.
MOM'S CLOSET RESOURCE			SEE ATTACHED	1,000.
MORTON CENTER			SEE ATTACHED	3,000.
PROJECT HEATING			SEE ATTACHED	2,500.
SECOND PRESBYTERIAN WEEKDAY SCHOOL			SEE ATTACHED	4,000.
SENIOR CARE EXPERTS			SEE ATTACHED	1,000.
SEVEN COUNTIES SERVICES			SEE ATTACHED	2,500.
Total from continuation sheets				2,500.

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
SHIVELY AREA MINSTRIES			SEE ATTACHED	2,000.
SOCIETY OF ST. VINCENT DE PAUL			SEE ATTACHED	3,000.
SOUTH LOUISVILLE COMMUNITY MINISTRIES			SEE ATTACHED	2,000.
ST. GEORGE COMMUNITY CENTER			SEE ATTACHED	3,000.
ST. JOSEPH CHILDREN'S HOME			SEE ATTACHED	4,000.
STAGE ONE CHILDREN'S THEATER			SEE ATTACHED	1,500.
UNIVERSITY OF LOUISVILLE FOUNDATION			SEE ATTACHED	4,000.
USPIRITUS, INC.			SEE ATTACHED	3,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES			SEE ATTACHED	2,000.
VOLUNTEERS OF AMERICA OF KENTUCKY, INC			SEE ATTACHED	3,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	3.	3.	
TOTAL TO PART I, LINE 3	3.	3.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	40,364.	0.	40,364.	40,364.	
TO PART I, LINE 4	40,364.	0.	40,364.	40,364.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DODD & DODD ATTORNEY, PLLC	43,091.	43,091.		0.
TO FM 990-PF, PG 1, LN 16A	43,091.	43,091.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BLUE & CO., LLC	2,020.	2,020.		0.
TO FORM 990-PF, PG 1, LN 16B	2,020.	2,020.		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	30,627.	30,627.		0.
TO FORM 990-PF, PG 1, LN 16C	30,627.	30,627.		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	1,357.	1,357.		0.
2013 990-PF TAX	2,177.	2,177.		0.
ESTIMATED PAYMENTS - 2014	4,360.	4,360.		0.
TO FORM 990-PF, PG 1, LN 18	7,894.	7,894.		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	1,262.	1,262.		0.
ANNUAL FEE	15.	15.		0.
MISCELLANEOUS ACCOUNT FEES	61.	61.		0.
TO FORM 990-PF, PG 1, LN 23	1,338.	1,338.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NATIONAL FINANCIAL SERVICES LLC NOMINEE-SEE ATTACHED SCHEDULE	985,449.	2,059,027.
TOTAL TO FORM 990-PF, PART II, LINE 10B	985,449.	2,059,027.

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
GRANTS PAID IN 2014

Grant Recipient and Purpose

- 1. 21st 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. 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. (\$1,500)

- 4. 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. (\$3,000)

- 5. 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)

- 6. 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. (\$1,500.00)

- 7. Coalition for the Homeless; Address: 1300 S. 4th 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)

- 8. Custom Quality Services; Address: 3401 Jewell Avenue, Louisville, KY 40212**
Funding to purchase two electric pallet trucks. (\$2,000)

- 9. 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. (\$5,000.00)

- 10. 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)

11. 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)

12. 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. (\$2,000)

13. 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)

14. 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. (\$2,000.00)

15. 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. (\$5,000)

16. 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)

17. 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. (\$5,000)

18. 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. (\$3,500)

19. 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*. (\$7,500)

20. 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)

21. 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)

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

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

23. 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. (\$3,000.00)

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

"Laptops: Assessment and Communication Tool," funding for laptops in every classroom. (\$4,000)

25. 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. (\$1,000)

26. 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. (\$2,000)

27. 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. (\$2,000)

28. St. George Community Center; Address: 1205 S. 26th 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)

29. 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)

30. 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. (\$3,000)

31. 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. (\$1,500)

32. 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)

- 33. 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)
- 34. 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. (\$3,000)
- 35. 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)
- 36. Boys & Girls Club of Kentuckiana; Address: 1201 Story Avenue, Suite 250, Louisville, Kentucky 40206; BGCK Programming-Academic Success, Character & Leadership, Healthy Lifestyles,"** funding to cover the costs of five (5) children to participate in one full year of programs and activities at BGCK. (\$2,000.00)
- 37. Center for Women; Address: PO Box 2048, Louisville, KY 40201-2048; Capital improvements to the basement training room at our downtown Louisville campus. Funds will allow CWF to finish and furnish the space, providing technology to facilitate programming, trainings, and collaboration with community partners who share our vision of a future without violence. (\$3,000.00)**
- 38. Frazier History Museum; Address: 829 W. Main Street, Louisville, KY 40202; "Bridge to History" educational programming initiative. "Bridge to History" provides FHM's award-winning Core Content-aligned history education programming at reduced cost or free-of-charge to K-12th grade students attending Title 1 schools in Jefferson County and surrounding counties. "Bridge to History" also provides partial bus reimbursement to alleviate the costs for Title 1 school groups to attend onsite FHM programming. Finally, "Bridge to History" covers tuition for content-rich, Museum-based professional development opportunities for Jefferson County and surrounding area teachers. (\$3,000.00)**
- 39. Home of Innocence; Address: 1100 East Market Street, Louisville, KY 40205; "Home of the Innocents 2014 Adventure Camp,"** funding for day camp for medically fragile and technology dependent children. (\$4,000.00)
- 40. Jewish Family & Career Services; Address: 2821 Klemper Way, Louisville, KY 40205; Providing group and individual counseling services to young adults participating in the YouthBuild program to increase their chances of successful completion. (\$2,500.00)**
- 41. Junior Achievement of Kentuckiana, Inc.; Address: 1401 W. Muhammad Ali Blvd., Louisville, KY 40203; Funding for organization which prepares young people for the real world by showing how to generate wealth and managing it, creating jobs, and how to apply entrepreneurial thinking to the workplace. (\$1,000.00)**

42. **Kentucky Humane Society – Animal Rescue**; Address: 241 Steedly Drive, Louisville, KY 40214; For nearly three decades, children in Louisville have enjoyed the opportunity to attend camp at the Kentucky Humane Society (KHS). The Lifelong Friends Camp and Wags ‘N’ Whiskers camp are offered to children age 6-12. Animal Advocate Camp is designed for adolescents age 12-16 and allows them the opportunity to be more involved with the animal shelter, while learning about animal-related careers and issues. The purpose of these camps is not only to teach the next generation of pet owners about responsible and humane pet ownership, but also to instill respect, compassion and empathy in our community’s youth. (\$1,500.00)

43. **Mom’s Closet Resource Center, Inc.**; Address: 204 Old Harrods Creek Road, Suite 11, Louisville, KY 40223; Three Uniform Shirts, Pants, or Skirts as well as a new pair of shoes and a pack of socks as well as a backpack with all school supplies needed to start school. (\$1,000.00)

44. **Seven Counties Services., Inc. First Steps Program**; Address: 101 W. Muhammad Ali Blvd., Louisville, KY 40202; The First steps to Wellness Project is an extension of Seven Counties First Steps Program, annually serving over 2000 children birth to three affected by developmental delays and disabilities. First Steps is the most successful early intervention program in our region, receiving over 150 referrals per month and providing 14 different services such as physical, occupational, and speech therapies; respite; nutrition; developmental intervention; psychology; assistive technology; and more. (\$2,500.00)

45. **Uspiritus, Inc.**; Address: 3121 Brooklawn Campus Drive, Louisville, KY 40218; The Common Sense Parenting program builds upon the skills and strategies of the Boy’s Town Model to help youth and families develop proactive techniques to address issues of communication, discipline, decision making, relationships, self-control, and barriers to academic success. (\$3,000.00)

46. **Project Warm**; Address: 1252 South Shelby Street, Louisville, KY 40203; funding for our First Line Weatherization Service, Annual Fall Blitz Campaign and our highly regarded Energy Management Workshops. It is the ongoing mission of Project Warm to help our clients spend less on energy and be more comfortable in their homes. (\$2,500.00)

47. **West Louisville Performing**; Address: PO Box 11035, Louisville, KY 40251-0035; The WLPAA (formerly the West Louisville Boys Choir and West Louisville Girls Choir) was established in 1990 by McDaniel Bluit, a retired music teacher with twenty-eight years of experience in the Jefferson County Public School system. The WLPAA is a non-profit organization uniquely positioned to address the artistic, academic, and social development of Louisville’s inner city youth through the performing arts. The WLPAA enrolls approximately 100 students per year. These students meet two to four night per week for choir rehearsals and perform, on average, two concerts per month. In addition to rehearsals and performances, the WLPAA provides leadership training and tutoring sessions. The experience of travel is also offered to WLPAA students, some who might otherwise never leave Louisville. (\$1,500.00)

Total: \$163,000.00