Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
WHITAKER FOUNDATION INC

A Employer identification number
30-0262001

Number and street (or P O box number if mail is not delivered to street address)
POB 14037 2937 PARIS PIKE

Room/suite

B Telephone number (see instructions)
(859) 299-5246

City or town, state or province, country, and ZIP or foreign postal code
LEXINGTON, KY 40512

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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)* ▶$ 1,082,340

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify)
(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 ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(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 (attach schedule)	550			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,473	37,473	37,473	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,897			
	b	Gross sales price for all assets on line 6a 98,247				
	7	Capital gain net income (from Part IV, line 2)		21,897		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	59,920	59,370	37,473	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,945			7,945
	c	Other professional fees (attach schedule)	5,520	5,520		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	907			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,387	5,520		7,945
	25	Contributions, gifts, grants paid	47,800			47,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	62,187	5,520		55,745
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,267			
	b	**Net investment income** (if negative, enter -0-)		53,850		
	c	**Adjusted net income** (if negative, enter -0-)			37,473	

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	35,755	9,638	9,638
2	Savings and temporary cash investments	68,387	60,190	60,190
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 (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule)	592,719	579,335	579,335
c	Investments—corporate bonds (attach schedule)	222,612	216,341	216,341
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	235,415	216,836	216,836
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,154,888	1,082,340	1,082,340
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	1,154,888	1,082,340	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	1,154,888	1,082,340	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,154,888	1,082,340	

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	1,154,888
2	Enter amount from Part I, line 27a	2	-2,267
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,152,621
5	Decreases not included in line 2 (itemize) ▶	5	70,281
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,082,340

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
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	21,897
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) (see instructions) 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 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))
2014	25,675	1,068,543	0 02403
2013	9,775	994,890	0 00983
2012	17,904	905,542	0 01977
2011	44,909	835,791	0 05373
2010	66,609	797,027	0 08357

2	**Total** of line 1, column (d).	2	0 190929
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	0 038186
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	1,094,441
5	Multiply line 4 by line 3.	5	41,792
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	539
7	Add lines 5 and 6.	7	42,331
8	Enter qualifying distributions from Part XII, line 4.	8	55,745

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	539
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	
3	Add lines 1 and 2.	3	539
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	539
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 800		
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	800
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	2
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**. . . ▶	10	259
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 259 **Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
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 General Instruction G? *If "No," attach explanation* .	8b	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

				Yes	No
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)		11		No
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)		12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶N/A

14 The books are in care of ▶JACK WHITAKER Telephone no ▶(859) 299-5246

Located at ▶POB 14037 2937 PARIS PIKE LEXINGTON KY ZIP+4 ▶405124037

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 |

			Yes	No
16	At any time during calendar year 2015, 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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the 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.			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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ 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)?	☐ Yes ☑ 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)	☐ Yes ☑ 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)?		1b		No
	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 2015?		1c		No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)*		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2015?		4b		No

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)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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).			
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?	**6b**		**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?	**7b**		**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 (see instructions).

(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
BEVERLY R WHITAKER POB 14037 2937 PARIS PIKE LEXINGTON, KY 405124037	Director 0 00	0		
JACK E WHITAKER POB 14037 2937 PARIS PIKE LEXINGTON, KY 405124037	President 0 00	0		
MITCH DURHAM POB 14037 2937 PARIS PIKE LEXINGTON, KY 405124037	Treasurer 0 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). 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. . . . . ▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	1,021,428
b	Average of monthly cash balances	1b	89,680
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,111,108
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	
3	Subtract line 2 from line 1d	3	1,111,108
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,667
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,094,441
6	**Minimum investment return.** Enter 5% of line 5	6	54,722

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	54,722
2a	Tax on investment income for 2015 from Part VI, line 5 2a 539		
b	Income tax for 2015 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	539
3	Distributable amount before adjustments Subtract line 2c from line 1	3	54,183
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,183
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	54,183

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	55,745
b	Program-related investments—total from Part IX-B	1b	
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	55,745
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 (see instructions)	5	539
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,206

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					54,183
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2015					
a From 2010.	9,866				
b From 2011.	3,694				
c From 2012.					
d From 2013.					
e From 2014.					
f **Total** of lines 3a through e.		13,560			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 55,745					
a Applied to 2014, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2015 distributable amount.					54,183
e Remaining amount distributed out of corpus		1,562			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		15,122			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 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)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .		9,866			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		5,256			
10 Analysis of line 9					
a Excess from 2011. . . .	3,694				
b Excess from 2012. . . .					
c Excess from 2013. . . .					
d Excess from 2014. . . .					
e Excess from 2015. . . .	1,562				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a 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 organization 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))

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

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 email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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* See Additional Data Table				
Total . . . . ▶ **3a**				47,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities. . .			14	37,473	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					21,897
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				37,473	21,897

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 59,370

(See worksheet in line 13 instructions to verify calculations)

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

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) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2016-06-07	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Stewart A Smith				P00120721

Firm's name ▶ DUNCAN SMITH & STILZ PSC

Firm's EIN ▶

Firm's address ▶ 824 E EUCLID AVE LEXINGTON, KY 40502

Phone no (859) 268-2221

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 00 SH ABBIEVIE INC	P	2011-04-13	2015-09-10
240 500 SH BUFFALO SMALL CAP	P	2008-03-24	2015-03-20
6 101 SH BUFFALO SMALL CAP	P	2008-05-14	2015-03-20
93 589 SH BUFFALO SMALL CAP	P	2008-06-20	2015-03-20
138 760 SH BUFFALO SMALL CAP	P	2008-09-03	2015-03-20
187 196 SH COLUMBIA ACORN Z	P	2008-03-05	2015-03-20
172 414 SH COLUMBIA ACORN Z	P	2008-05-14	2015-03-20
71 225 SH COLUMBIA ACORN Z	P	2008-06-20	2015-03-20
113 982 SH COLUMBIA ACORN Z	P	2008-09-03	2015-03-20
GOLDMAN SACHS BOND 3 70%	P	2011-05-18	2015-08-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,980		10,114	13,866
7,970		5,000	2,970
202		140	62
3,102		2,000	1,102
4,599		3,000	1,599
6,320		5,000	1,320
5,821		5,000	821
2,405		2,000	405
3,848		3,000	848
40,000		41,096	-1,096

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			13,866
			2,970
			62
			1,102
			1,599
			1,320
			821
			405
			848
			-1,096

Form 990PF Part XV Line 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*				
ALICE LLOYD COLLEGE 100 PURPSOE ROAD PIPPA PASSES,KY 41844	PUBLIC	N/A	SUPPORT OF COLLEGE	5,000
CUMBERLAND COLLEGE 6191 COLLEGE STATION DR WILLIAMSBURG,KY 40769	PUBLIC	PUBLIC	SUPPORT OF COLLEGE	5,000
AMERICAN HEART ASSOCIATION 210 MALABU DRIVE LEXINGTON,KY 40503	PUBLIC	N/A	SUPPORT OF PROGRAMS	2,000
BETHEL MENNONITE CAMP 2773 BETHEL CHURCH ROAD CLAYHOLE,KY 41317	PUBLIC	N/A	SUPPORT OF CHURCH PROGRAMS FOR YOUTH	1,000
SALVATION ARMY 736 WEST MAIN ST LEXINGTON,KY 40508	PUBLIC	N/A	SUPPORT TO THE HOMELESS	5,000
GALILEAN CHILDRENS HOME POB 880 LIBERTY,KY 42539	PUBLIC	N/A	SUPPORT OF CHILDREN'S HOME & SCHOOL	1,000
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON,KY 40511	PUBLIC	N/A	SUPPORT OF PROGRAMS	3,000
OLD PARIS ROAD CHURCH OF GOD 1859 OLD PARIS ROAD LEXINGTON,KY 40505	PUBLIC	N/A	SUPPORT OF PROGRAMS	2,500
HOSPICE OF THE BLUEGRASS 2312 ALEXANDRIA DRIVE LEXINGTON,KY 40504	PUBLIC	N/A	SUPPORT TO THE TERMINALLY ILL	2,000
ST JOSEPH HOSPITAL FOUNDATION ONE SAINT JOSEPH DRIVE LEXINGTON,KY 40504	PUBLIC	EOF	SUPPORT OF PROGRAMS	500
HOPE CENTER 360 WEST LOUDEN AVE LEXINGTON,KY 40592	PUBLIC	N/A	SUPPORT OF PROGRAMS	3,000
CARDINAL HILL HOSPITAL FOUNDATION 2050 VERSAILLES ROAD LEXINGTON,KY 40504	PUBLIC	EOF	SUPPORT OF PROGRAMS	1,000
SAYRE SCHOOL 194 NORTH LIMESTONE STREET LEXINGTON,KY 40507	PUBLIC	N/A	SUPPORT OF SCHOOL	2,500
BLUEGRASS COUNCIL OF BOY SCOUTS 415 NORTH BROADWAY LEXINGTON,KY 40508	PUBLIC	N/A	SUPPORT OF PROGRAMS	1,000
MARCH OF DIMES BIRTH DEFECTS FOUNDA POB 2610 BOWLING GREEN,KY 42101	PUBLIC	EOF	SUPPORT OF FOUNDATION PROGRAMS	100
Total . . . . ▶ **3a**				47,800

Form 990PF Part XV Line 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*				
RONALD MCDONALD HOUSE POB 22414 LEXINGTON, KY 40522	PUBLIC	N/A	SUPPORT OF PROGRAMS	200
WOOTEN SISTERS MINISTRIES INC POB 507 SOMERSET, KY 42502	PUBLIC	N/A	SUPPORT OF PROGRAMS	250
LEXINGTON CHRISTIAN ACADEMY POB 24057 LEXINGTON, KY 40524	PUBLIC	N/A	SUPPORT OF SCHOOL PROGRAMS	2,500
DISABLED AMERICAN VETERANS POB 14301 CINCINNATI, OH 45250	PUBLIC	N/A	SUPPORT OF PROGRAMS FOR DISABLED VETERANS	250
FRONTIER NURSING SERVICE INC 132 FNS DRIVE WENDOVER, KY 41775	PUBLIC	N/A	SUPPORT OF PROGRAMS	500
LEXINGTON RESCUE MISSION INC 649 N LIMESTONE STREET LEXINGTON, KY 40507	PUBLIC	N/A	SUPPORT OF PROGRAMS	500
OLEIKA SHRINERS HOSPITAL FOUNDATION 1900 RICHMOND ROAD LXINGTON, KY 40502	PUBLIC	EOF	SUPPORT OF PROGRAMS	1,000
SOUTHWEST INDIAN RELIEF COUNCIL POB 16777 MESA, AZ 85202	PUBLIC	N/A	SUPPORT OF PROGRAMS	500
AMERICAN INDIAN RELIEF COUNCIL POB 6200 RAPID CITY, SD 57709	PUBLIC	N/A	SUPPORT OF PROGRAMS	250
LOTTS CREEK COMMUNITY SCHOOL INC 5837 LOTTS CREEK ROAD HAZARD, KY 41701	PUBLIC	N/A	SUPPORT OF SCHOOL PROGRAMS	1,000
NEW LIFE DAY CENTER 224 N MARTIN LUTHER KING BLVD LEXINGTON, KY 40507	PUBLIC	N/A	SUPPORT OF PROGRAMS	1,000
MADISON SOUTHER HIGH SCHOOL ATHLETI 279 GLADES ROAD BEREA, KY 40403		N/A	SUPPORT OF SCHOOL ATHLETIC PROGRAMS	500
WOUNDED WARRIOR PROJECT POB 758517 TOPEKA, KS 66675	PUBLIC	N/A	SUPPORT OF PROGRAMS FOR WOUNDED VETERANS	250
BEREA BAPTIST CHURCH 310 CHESTNUT STREET BEREA, KY 40403	PUBLIC	N/A	SUPPORT OF CHURCH PROGRAMS	1,000
LEXINGTON MONTESSORI SCHOOL 319 S BRADWAY PARK LEXINGTON, KY 40504	PUBLIC	N/A	SUPPORT OF SCHOOL PROGRAMS	2,500
Total . . . . ▶ **3a**				47,800

Form 990PF Part XV Line 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*				
MADISON SOUTHER HIGH SCHOOL FCA 279 GLADES ROAD BEREA, KY 40403	PUBLIC	N/A	SUPPORT OF CHRISTIAN PROGRAMS	1,000
Total . . . . ▶ **3a**				47,800

TY 2015 Accounting Fees Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Duncan Smith and Stilz	7,945	0	0	7,945

TY 2015 Investments Corporate Bonds Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CAPITAL	50,231	50,231
GOLDMAN SACHS BOND		
MORGAN STANLEY BOND	39,641	39,641
RIO TINTO FIN BOND	49,072	49,072
STANDARD CHARTERED PLLC BOND	38,430	38,430
CVX BOND 2.411%	38,967	38,967

TY 2015 Investments Corporate Stock Schedule

Name: WHITAKER FOUNDATION INC
EIN: 30-0262001
Software ID: 15000324
Software Version: 2015v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T, INC.	37,851	37,851
CITIGROUP, INC.	8,901	8,901
EXXON MOBIL CORP	62,360	62,360
GENERAL ELECTRIC COMPANY	41,928	41,928
PFIZER, INC.	45,644	45,644
WAL-MART STORES, INC.	18,390	18,390
JOHNSON & JOHNSON	51,360	51,360
LOWES COMPANIES	30,416	30,416
MMM COMPANY	22,596	22,596
NOVARTIS AG ADR	43,020	43,020
SYSCO	24,600	24,600
EXELON CORP	16,662	16,662
PAYCHEX INC	42,312	42,312
PROCTOR & GAMBLE	47,646	47,646
RAYONIER INC	9,990	9,990
SPECTRA ENERGY	21,546	21,546
ABBOTT LABS	17,964	17,964
INTEL	17,225	17,225
ABBIEVIE INC		
EMERSON ELECTRIC	9,566	9,566
SOUTHERN CO	9,358	9,358

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TY 2015 Investments - Other Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
T ROWE PRICE HIGH YIELD	FMV	14,829	14,829
VANGUARD HIGH YIELD CORPORATE	FMV	24,139	24,139
COLUMBIA ACORN Z	FMV		
BUFFALO SMALL CAP	FMV		
DODGE & COX INTERNATIONAL	FMV	15,687	15,687
FIDELITY DIVERSIFIED INTERNATIONAL	FMV	12,576	12,576
T ROWE PRICE INTL DISCOVERY	FMV	10,024	10,024
T ROWE PRICE EMERGING MARKETS	FMV	8,278	8,278
T ROWE PRICE MID CAP VALUE	FMV	17,350	17,350
THIRD AVENUE REIT VALUE	FMV	13,166	13,166
VANGUARD REIT INDEX	FMV	9,429	9,429
FIDELITY FLOATING RATE HI INCOME	FMV	18,873	18,873
HARBOR REAL RETURN	FMV	8,229	8,229
ISHARES TR S & P US PREFERED	FMV	15,540	15,540
FIDELITY REAL ESTATE INCOME	FMV	5,247	5,247
FIDELITY NEW MKTS INCOME	FMV	16,491	16,491
WASATCH SMALL CAP GROWTH	FMV	7,596	7,596
DFA US SMALL CAP VALUE 1	FMV	8,488	8,488
PRIMECAP ODYSSEY AGGRESSIVE GROWTH	FMV	10,894	10,894

TY 2015 Other Expenses Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORP FILING FEE	15			

TY 2015 Other Professional Fees Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Kentucky Trust Company	5,520	5,520	0	0

TY 2015 Substantial Contributors Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Name	Address
ELMER WHITAKER REVOCABLE TRUST	POB 14037 2937 PARIS PIKE LEXINGTON, KY 405124037
ELMER WHITAKER	2750 PARIS PIKE LEXINGTON, KY 40505
JACK E WHITAKER	2750 PARIS PIKE LEXINGTON, KY 40505

TY 2015 Taxes Schedule

Name: WHITAKER FOUNDATION INC

EIN: 30-0262001

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAX EXPENSE	907			