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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning JUN 10, 2015 , and ending DEC 31, 2015

Name of foundation
ROBERT AND FAYE THIENEMAN
FAMILY FOUNDATION INC

A Employer identification number 47-4241732

Number and street (or P O box number if mail is not delivered to street address) Room/suite
12488 LAGRANGE ROAD

B Telephone number 502-491-4645

City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, KY 40245-1901

C If exemption application is pending, check here ▶ ☐

G Check all that apply: [X] 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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,235,590.

J Accounting method: [X] 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))

	Line	Description	(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	1,253,787.		N/A	
	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	7,316.	7,316.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	1,261,103.	7,316.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 2	165.	165.		0.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	165.	165.		0.
	25	Contributions, gifts, grants paid	0.			0.
	26	**Total expenses and disbursements.** Add lines 24 and 25	165.	165.		0.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,260,938.			
	b	**Net investment income** (if negative, enter -0-)		7,151.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		258,508.	258,508.
	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 3	0.	1,002,430.	977,082.
	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)	0.	1,260,938.	1,235,590.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	1,260,938.	
	30 **Total net assets or fund balances**	0.	1,260,938.	
	31 **Total liabilities and net assets/fund balances**	0.	1,260,938.	

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	0.
2	Enter amount from Part I, line 27a	2	1,260,938.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,260,938.
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	1,260,938.

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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				
b	NONE			
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				
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				
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**

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.) N/A

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))
2014			
2013			
2012			
2011			
2010			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	143.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	143.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	143.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	143.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 4	10	X	

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

		Line	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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRIAN THIENEMAN Telephone no. ▶ 502-491-4645

Located at ▶ 12488 LAGRANGE ROAD, LOUISVILLE, KY ZIP+4 ▶ 40245

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Line	Yes	No
	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?	☐ 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		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?	N/A	5b		
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? N/A	☐ 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		X
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?	N/A	7b		

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 5		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	896,271.
b	Average of monthly cash balances		1b	232,985.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,129,256.
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	1,129,256.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	16,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,112,317.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD		6	31,236.

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	31,236.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 143.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	143.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	31,093.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	31,093.
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	31,093.

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	0.
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	0.
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	0.

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.

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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				31,093.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 0.				
a Applied to 2014, 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 2015 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	0.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				31,093.
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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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 (a) 2015	Prior 3 years (b) 2014	(c) 2013	(d) 2012	(e) Total
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 ▶ [X] 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:

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				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
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					
4 Dividends and interest from securities			14	7,316.	
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					
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)		0.		7,316.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 7,316.

(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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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

Signature of officer or trustee: [signature] Date: 6-28-16 Title: PRESIDENT

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
CHRISTINE N KOENIG	Christine N Koenig	5.10.2016		P01022180
Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC			Firm's EIN ▶ 61-1064249	
Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187			Phone no. (502)426-9660	

Form **990-PF** (2015)

523622
11-24-15

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2015

Name of the organization
ROBERT AND FAYE THIENEMAN
FAMILY FOUNDATION INC

Employer identification number
47-4241732

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . .. .. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
ROBERT AND FAYE THIENEMAN FAMILY FOUNDATION INC	47-4241732

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF FAYE THIENEMAN 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	$ 251,357.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ESTATE OF FAYE THIENEMAN 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	$ 1,002,430.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
ROBERT AND FAYE THIENEMAN FAMILY FOUNDATION INC	47-4241732

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MARKETABLE SECURITIES - SEE ATTACHED	$ 1,002,430.	07/13/15
		$	
		$	
		$	
		$	
		$	

Name of organization: ROBERT AND FAYE THIENEMAN FAMILY FOUNDATION INC

Employer identification number: 47-4241732

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ROBERT AND FAYE THIENEMAN FAMILY FOUNDATION
47-4241732
SCHEDULE B, PART II - ATTACHMENT

EQUITY SECURITIES	SHARES	VALUE
AMER EXPRESS COMPANY	393	$ 30,382.83
AMERICAN WTR WKS CO INC	624	31,692.96
AUTOMATIC DATA PROC	504	41,086.08
COMCAST CORP NEW CL A	533	33,680.27
CARDINAL HEALTH INC OHIO	365	31,200.20
CVS HEALTH CORP	497	53,397.68
COSTCO WHOLESALE CRP DEL	320	45,670.40
CATERPILLAR INC DEL	286	23,494.90
CITIGROUP INC COM NEW	549	29,953.44
CUMMINS INC	184	23,688.16
DOMINION RES INC NEW VA	408	28,135.68
DISNEY WALT CO	317	36,911.48
FEDEX CORP DELAWARE	196	33,018.16
HONEYWELL INTL INC DEL	389	39,837.49
HESS CORP	449	28,888.66
HEWLETT PACKARD CO DEL	893	27,370.45
HOME DEPOT INC	333	37,662.30
MONSANTO CO NEW DEL	161	17,518.41
MONDELEZ INTERNATIONAL	977	40,457.57
NIKE INC CL B	230	25,419.60
ORACLE CORP	923	37,252.28
PRICE T ROWE GROUP INC	348	26,945.64
ST JUDE MEDICAL INC	532	40,075.56
SCHLUMBERGER LTD	295	24,768.20
THERMO FISHER SCIENTIFIC INC	287	37,490.81
UNITED TECHS CORP	236	26,002.48
VALERO ENERGY CORP NEW	574	37,797.90
VERIZON COMMUNICATIONS	562	26,414.00
VISA INC CL A	483	33,046.86
ACE LIMITED	188	19,521.92
WELLS FARGO & CO NEW DEL	600	33,648.00
		$ 1,002,430.37

ROBERT AND FAYE THIENEMAN

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2015 - December 31, 2015

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
Bank of America, N.A.	246,002	246,000	.01	2.52	246,002
Bank of America CA, N.A.	10,395	11,563	.01	0.12	12,393
TOTAL ML Bank Deposit Program	256,397			2.64	**258,395**

ITEMS FOR ATTENTION

Security		Message	Date	Security	Message	Date
CUMMINS INC	COM	Opinion Downgraded				

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	113.20	113.20		**113.20**		
+ML BANK DEPOSIT PROGRAM +FDIC INSURED NOT SIPC COVERED	258,395.00	258,395.00	1.0000	**258,395.00**	**26**	.01
TOTAL		258,508.20		**258,508.20**	**26**	.01

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ACE LIMITED	ACE	07/13/15	74	103.8400	7,684.16	116.8500	8,646.90	962.74	199	2.29
		07/13/15	23	103.8400	2,388.32	116.8500	2,687.55	299.23	62	2.29
		07/13/15	91	103.8400	9,449.44	116.8500	10,633.35	1,183.91	244	2.29
Subtotal			*188*		*19,521.92*		***21,967.80***	*2,445.88*	***505***	*2.29*

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YOUR EMA ASSETS

December 01, 2015 - December 31, 2015

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AMER EXPRESS COMPANY	AXP	07/13/15	136	77.3100	10,514.16	69.5500	9,458.80	(1,055.36)	158	1.66
		07/13/15	1	77.3100	77.31	69.5500	69.55	(7.76)	2	1.66
		07/13/15	61	77.3100	4,715.91	69.5500	4,242.55	(473.36)	71	1.66
		07/13/15	195	77.3100	15,075.45	69.5500	13,562.25	(1,513.20)	227	1.66
Subtotal			*393*		*30,382.83*		***27,333.15***	*(3,049.68)*	***458***	*1.66*
AMERICAN WTR WKS CO INC	AWK	07/13/15	251	50.7900	12,748.29	59.7500	14,997.25	2,248.96	342	2.27
NEW		07/13/15	75	50.7900	3,809.25	59.7500	4,481.25	672.00	102	2.27
		07/13/15	298	50.7900	15,135.42	59.7500	17,805.50	2,670.08	406	2.27
Subtotal			*624*		*31,692.96*		***37,284.00***	*5,591.04*	***850***	*2.27*
AUTOMATIC DATA PROC	ADP	07/13/15	295	81.5200	24,048.40	84.7200	24,992.40	944.00	626	2.50
		07/13/15	116	81.5200	9,456.32	84.7200	9,827.52	371.20	246	2.50
		07/13/15	2	81.5200	163.04	84.7200	169.44	6.40	5	2.50
		07/13/15	91	81.5200	7,418.32	84.7200	7,709.52	291.20	193	2.50
Subtotal			*504*		*41,086.08*		***42,698.88***	*1,612.80*	***1,070***	*2.50*
CARDINAL HEALTH INC OHIO	CAH	07/13/15	365	85.4800	31,200.20	89.2700	**32,583.55**	1,383.35	**566**	1.73
CATERPILLAR INC DEL	CAT	07/13/15	73	82.1500	5,996.95	67.9600	4,961.08	(1,035.87)	225	4.53
		07/13/15	33	82.1500	2,710.95	67.9600	2,242.68	(468.27)	102	4.53
		07/13/15	173	82.1500	14,211.95	67.9600	11,757.08	(2,454.87)	533	4.53
		07/13/15	7	82.1500	575.05	67.9600	475.72	(99.33)	22	4.53
Subtotal			*286*		*23,494.90*		***19,436.56***	*(4,058.34)*	***882***	*4.53*
CITIGROUP INC COM NEW	C	07/13/15	215	54.5600	11,730.40	51.7500	11,126.25	(604.15)	43	.38
		07/13/15	64	54.5600	3,491.84	51.7500	3,312.00	(179.84)	13	.38
		07/13/15	270	54.5600	14,731.20	51.7500	13,972.50	(758.70)	54	.38
Subtotal			*549*		*29,953.44*		***28,410.75***	*(1,542.69)*	***110***	*.38*

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Merrill Lynch
Bank of America Corporation

ROBERT AND FAYE THIENEMAN

YOUR EMA ASSETS

December 01, 2015 - December 31, 2015

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
COMCAST CORP NEW CL A	CMCSA	07/13/15	225	63.1900	14,217.75	56.4300	12,696.75	(1,521.00)	225	1.77
		07/13/15	5	63.1900	315.95	56.4300	282.15	(33.80)	5	1.77
		07/13/15	74	63.1900	4,676.06	56.4300	4,175.82	(500.24)	74	1.77
		07/13/15	229	63.1900	14,470.51	56.4300	12,922.47	(1,548.04)	229	1.77
Subtotal			*533*		*33,680.27*		***30,077.19***	*(3,603.08)*	***533***	*1.77*
COSTCO WHOLESALE CRP DEL	COST	07/13/15	123	142.7200	17,554.56	161.5000	19,864.50	2,309.94	197	.99
		07/13/15	39	142.7200	5,566.08	161.5000	6,298.50	732.42	63	.99
		07/13/15	158	142.7200	22,549.76	161.5000	25,517.00	2,967.24	253	.99
Subtotal			*320*		*45,670.40*		***51,680.00***	*6,009.60*	***513***	*.99*
↓ CUMMINS INC COM	CMI	07/13/15	184	128.7400	23,688.16	88.0100	**16,193.84**	(7,494.32)	**718**	4.43
CVS HEALTH CORP	CVS	07/13/15	186	107.4400	19,983.84	97.7700	18,185.22	(1,798.62)	317	1.73
		07/13/15	5	107.4400	537.20	97.7700	488.85	(48.35)	9	1.73
		07/13/15	76	107.4400	8,165.44	97.7700	7,430.52	(734.92)	130	1.73
		07/13/15	230	107.4400	24,711.20	97.7700	22,487.10	(2,224.10)	392	1.73
Subtotal			*497*		*53,397.68*		***48,591.69***	*(4,805.99)*	***848***	*1.73*
DISNEY (WALT) CO COM STK	DIS	07/13/15	317	116.4400	36,911.48	105.0800	**33,310.36**	(3,601.12)	**451**	1.35
DOMINION RES INC NEW VA	D	07/13/15	408	68.9600	28,135.68	67.6400	**27,597.12**	(538.56)	**1,057**	3.82
FEDEX CORP DELAWARE COM	FDX	07/13/15	57	168.4600	9,602.22	148.9900	8,492.43	(1,109.79)	57	.67
		07/13/15	28	168.4600	4,716.88	148.9900	4,171.72	(545.16)	28	.67
		07/13/15	111	168.4600	18,699.06	148.9900	16,537.89	(2,161.17)	111	.67
Subtotal			*196*		*33,018.16*		***29,202.04***	*(3,816.12)*	***196***	*.67*
HESS CORP	HES	07/13/15	449	64.3400	28,888.66	48.4800	**21,767.52**	(7,121.14)	**449**	2.06
HEWLETT PACKARD *ENTERPRISE CO*	HPE	07/13/15	893	16.0492	14,331.96	15.2000	**13,573.60**	(758.36)	**197**	1.44
HOME DEPOT INC	HD	07/13/15	142	113.1000	16,060.20	132.2500	18,779.50	2,719.30	336	1.78
		07/13/15	43	113.1000	4,863.30	132.2500	5,686.75	823.45	102	1.78
		07/13/15	148	113.1000	16,738.80	132.2500	19,573.00	2,834.20	350	1.78
Subtotal			*333*		*37,662.30*		***44,039.25***	*6,376.95*	***788***	*1.78*

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YOUR EMA ASSETS

December 01, 2015 - December 31, 2015

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
HONEYWELL INTL INC DEL	HON	07/13/15	156	102.4100	15,975.96	103.5700	16,156.92	180.96	372	2.29
		07/13/15	54	102.4100	5,530.14	103.5700	5,592.78	62.64	129	2.29
		07/13/15	179	102.4100	18,331.39	103.5700	18,539.03	207.64	427	2.29
Subtotal			*389*		*39,837.49*		***40,288.73***	*451.24*	***928***	*2.29*
HP INC	HPQ	07/13/15	893	14.6007	13,038.48	11.8400	**10,573.12**	(2,465.36)	**443**	4.18
MONDELEZ INTERNATIONAL INC	MDLZ	07/13/15	977	41.4100	40,457.57	44.8400	**43,808.68**	3,351.11	**665**	1.51
MONSANTO CO NEW DEL COM	MON	07/13/15	66	108.8100	7,181.46	98.5200	6,502.32	(679.14)	143	2.19
		07/13/15	19	108.8100	2,067.39	98.5200	1,871.88	(195.51)	42	2.19
		07/13/15	76	108.8100	8,269.56	98.5200	7,487.52	(782.04)	165	2.19
Subtotal			*161*		*17,518.41*		***15,861.72***	*(1,656.69)*	***350***	*2.19*
NIKE INC CL B	NKE	07/13/15	114	55.2600	6,299.64	62.5000	7,125.00	825.36	73	1.02
		07/13/15	74	55.2600	4,089.24	62.5000	4,625.00	535.76	48	1.02
		07/13/15	272	55.2600	15,030.72	62.5000	17,000.00	1,969.28	175	1.02
Subtotal			*460*		*25,419.60*		***28,750.00***	*3,330.40*	***296***	*1.02*
ORACLE CORP $0.01 DEL	ORCL	07/13/15	321	40.3600	12,955.56	36.5300	11,726.13	(1,229.43)	193	1.64
		07/13/15	5	40.3600	201.80	36.5300	182.65	(19.15)	3	1.64
		07/13/15	112	40.3600	4,520.32	36.5300	4,091.36	(428.96)	68	1.64
		07/13/15	485	40.3600	19,574.60	36.5300	17,717.05	(1,857.55)	291	1.64
Subtotal			*923*		*37,252.28*		***33,717.19***	*(3,535.09)*	***555***	*1.64*
PRICE T ROWE GROUP INC	TROW	07/13/15	134	77.4300	10,375.62	71.4900	9,579.66	(795.96)	279	2.90
		07/13/15	40	77.4300	3,097.20	71.4900	2,859.60	(237.60)	84	2.90
		07/13/15	174	77.4300	13,472.82	71.4900	12,439.26	(1,033.56)	362	2.90
Subtotal			*348*		*26,945.64*		***24,878.52***	*(2,067.12)*	***725***	*2.90*
SCHLUMBERGER LTD	SLB	07/13/15	115	83.9600	9,655.40	69.7500	8,021.25	(1,634.15)	230	2.86
		07/13/15	39	83.9600	3,274.44	69.7500	2,720.25	(554.19)	78	2.86
		07/13/15	141	83.9600	11,838.36	69.7500	9,834.75	(2,003.61)	282	2.86
Subtotal			*295*		*24,768.20*		***20,576.25***	*(4,191.95)*	***590***	*2.86*

YOUR EMA ASSETS

December 01, 2015 - December 31, 2015

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ST JUDE MEDICAL INC	STJ	07/13/15	532	75.3300	40,075.56	61.7700	**32,861.64**	(7,213.92)	618	1.87
THERMO FISHER SCIENTIFIC	TMO	07/13/15	61	130.6300	7,968.43	141.8500	8,652.85	684.42	37	.42
INC		07/13/15	51	130.6300	6,662.13	141.8500	7,234.35	572.22	31	.42
		07/13/15	175	130.6300	22,860.25	141.8500	24,823.75	1,963.50	105	.42
Subtotal			*287*		*37,490.81*		***40,710.95***	*3,220.14*	***173***	*.42*
UNITED TECHS CORP COM	UTX	07/13/15	25	110.1800	2,754.50	96.0700	2,401.75	(352.75)	64	2.66
		07/13/15	43	110.1800	4,737.74	96.0700	4,131.01	(606.73)	111	2.66
		07/13/15	168	110.1800	18,510.24	96.0700	16,139.76	(2,370.48)	431	2.66
Subtotal			*236*		*26,002.48*		***22,672.52***	*(3,329.96)*	***606***	*2.66*
VALERO ENERGY CORP NEW	VLO	07/13/15	498	65.8500	32,793.30	70.7100	35,213.58	2,420.28	997	2.82
		07/13/15	76	65.8500	5,004.60	70.7100	5,373.96	369.36	152	2.82
Subtotal			*574*		*37,797.90*		***40,587.54***	*2,789.64*	***1,149***	*2.82*
VERIZON COMMUNICATNS COM	VZ	07/13/15	562	47.0000	26,414.00	46.2200	**25,975.64**	(438.36)	**1,271**	4.88
VISA INC CL A SHRS	V	07/13/15	152	68.4200	10,399.84	77.5500	11,787.60	1,387.76	86	.72
		07/13/15	12	68.4200	821.04	77.5500	930.60	109.56	7	.72
		07/13/15	76	68.4200	5,199.92	77.5500	5,893.80	693.88	43	.72
		07/13/15	243	68.4200	16,626.06	77.5500	18,844.65	2,218.59	137	.72
Subtotal			*483*		*33,046.86*		***37,456.65***	*4,409.79*	***273***	*.72*
WELLS FARGO & CO NEW DEL	WFC	07/13/15	228	56.0800	12,786.24	54.3600	12,394.08	(392.16)	342	2.75
		07/13/15	81	56.0800	4,542.48	54.3600	4,403.16	(139.32)	122	2.75
		07/13/15	291	56.0800	16,319.28	54.3600	15,818.76	(500.52)	437	2.75
Subtotal			*600*		*33,648.00*		***32,616.00***	*(1,032.00)*	***901***	*2.75*
TOTAL					1,002,430.36		**977,082.45**	(25,347.91)	**19,734**	2.02

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
AMER EXPRESS COMPANY	AXP	Underperform (B37)	Buy	Hold
AMERICAN WTR WKS CO INC	AWK	Buy (A17)	Sell	No Coverage

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	7,316.	0.	7,316.	7,316.	
TO PART I, LINE 4	7,316.	0.	7,316.	7,316.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	165.	165.		0.
TO FORM 990-PF, PG 1, LN 16C	165.	165.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 3

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED SCHEDULE	1,002,430.	977,082.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,002,430.	977,082.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 4
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF FAYE THIENEMAN	12488 LAGRANGE ROAD LOUISVILLE, KY 40245

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 5
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRIAN A THIENEMAN 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
ROBERT J THIENEMAN JR 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	DIRECTOR/VICE PRESIDENT 1.00	0.	0.	0.
PATRICIA THIENEMAN-SEITZ 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	DIRECTOR/VICE PRESIDENT 1.00	0.	0.	0.
PAMELA J DAVIS 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	DIRECTOR/SECRETARY 1.00	0.	0.	0.
PAULA T BATES 12488 LAGRANGE ROAD LOUISVILLE, KY 40245	DIRECTOR/TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.