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Return of Private Foundation

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

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

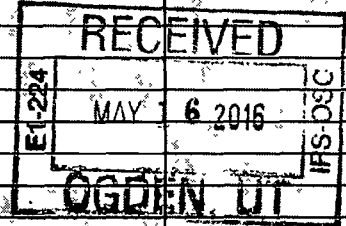
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2015 or tax year beginning , and ending

Name of foundation WILLIAM E. BARTH FOUNDATION		A Employer identification number 62-1328750
Number and street (or P O box number if mail is not delivered to street address) 325 W. MAIN STREET	Room/suite 2000	B Telephone number 502-584-1108
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,648,001.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4.	4.		STATEMENT 1
4 Dividends and interest from securities		34,830.	34,830.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		318,738.			
b Gross sales price for all assets on line 6a		736,831.			
7 Capital gain net income (from Part IV, line 2)			318,738.		
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		2,685.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		356,257.	353,572.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		46,834.	46,834.		0.
b Accounting fees STMT 5		2,006.	2,006.		0.
c Other professional fees STMT 6		28,469.	28,469.		0.
17 Interest					
18 Taxes STMT 7		756.	756.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		1,605.	1,605.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		79,670.	79,670.		0.
25 Contributions, gifts, grants paid		149,500.			149,500.
26 Total expenses and disbursements. Add lines 24 and 25		229,170.	79,670.		149,500.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		127,087.			
b Net investment income (if negative, enter -0-)			273,902.		
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	18,332.	10,933.	10,933.
	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 9	985,449.	1,119,935.	1,637,068.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,003,781.	1,130,868.	1,648,001.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	1,003,781.	1,130,868.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,003,781.	1,130,868.		
31 Total liabilities and net assets/fund balances	1,003,781.	1,130,868.		

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	1,003,781.
2 Enter amount from Part I, line 27a	2	127,087.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,130,868.
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	1,130,868.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	235,640.		256,388.	-20,748.
b	501,191.		161,705.	339,486.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-20,748.
b			339,486.
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	318,738.
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	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	163,000.	1,859,107.	.087677
2013	169,200.	1,870,394.	.090462
2012	122,000.	1,684,585.	.072421
2011	193,100.	1,775,454.	.108761
2010	269,348.	1,926,347.	.139823

2	Total of line 1, column (d)	2	.499144
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	.099829
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,673,117.
5	Multiply line 4 by line 3	5	167,026.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,739.
7	Add lines 5 and 6	7	169,765.
8	Enter qualifying distributions from Part XII, line 4	8	149,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 5,478.
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 5,478.
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 5,478.
6 Credits/Payments:		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 840.	
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		7 840.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 4,638.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>		11

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>KY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?

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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALLEN P. DODD, III 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	PRESIDENT 5.00	0.	0.	0.
ALLEN MCKEE DODD 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	TREASURER 1.00	0.	0.	0.
ELIZABETH DODD LOCOCO 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	SECRETARY 5.00	0.	0.	0.
MARY S. SACHS 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	DIRECTOR 1.00	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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶ 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,674,063.
b	Average of monthly cash balances	1b	24,533.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,698,596.
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	1,698,596.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,479.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,673,117.
6	Minimum investment return Enter 5% of line 5	6	83,656.

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	83,656.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,478.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,478.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,178.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	78,178.
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	78,178.

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	149,500.
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	149,500.
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	149,500.

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				78,178.
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	174,417.			
b From 2011	104,327.			
c From 2012	39,909.			
d From 2013	80,016.			
e From 2014	70,880.			
f Total of lines 3a through e	469,549.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 149,500.				
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				78,178.
e Remaining amount distributed out of corpus	71,322.			
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	540,871.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	174,417.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	366,454.			
10 Analysis of line 9:				
a Excess from 2011	104,327.			
b Excess from 2012	39,909.			
c Excess from 2013	80,016.			
d Excess from 2014	70,880.			
e Excess from 2015	71,322.			

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		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

**ALLEN P. DODD, III, 502-584-1108
325 W. MAIN ST. STE. 2000, LOUISVILLE, KY 40202**

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

WRITTEN APPLICATION, MATERIALS TO BE INCLUDED SPECIFIED IN APPLICATION

c Any submission deadlines:

MAY 31ST OF EACH YEAR ALTHOUGH EXTENSIONS CAN BE GRANTED

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

MUST BE PHYSICALLY LOCATED IN LOUISVILLE, KY OR JEFFERSON COUNTY, KENTUCKY

Part XV Supplementary Information (continued)

3. Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
ACTORS THEATRE OF LOUISVILLE, INC.			SEE ATTACHED	2,500.
AMERICANA COMMUNITY CENTER			SEE ATTACHED	2,500.
BIG BROTHERS/BIG SISTERS OF KENTUCKIANA			SEE ATTACHED	4,000.
BLUE APPLE PLAYERS			SEE ATTACHED	1,500.
BOYS & GIRLS CLUBS			SEE ATTACHED	2,000.
Total	SEE CONTINUATION SHEET(S)			149,500.
b Approved for future payment				
NONE				
Total				0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CABBAGE PATCH			SEE ATTACHED	2,500.
CASA			SEE ATTACHED	3,000.
CENTER FOR WOMEN & CHILDREN			SEE ATTACHED	3,000.
CHILD CONNECTION			SEE ATTACHED	2,000.
CUSTOM QUALITY SERVICES			SEE ATTACHED	2,000.
DARE TO CARE			SEE ATTACHED	2,000.
DIVINE STEPS			SEE ATTACHED	1,500.
DRESS FOR SUCCESS			SEE ATTACHED	2,000.
ELDERSERVE			SEE ATTACHED	2,500.
FAMILY & CHILDREN'S PLACE			SEE ATTACHED	5,000.
Total from continuation sheets				137,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FEAT OF LOUISVILLE			SEE ATTACHED	2,500.
FILSON HISTORICAL SOCIETY			SEE ATTACHED	2,000.
FRAZIER HISTORICAL ARMS MUSEUM			SEE ATTACHED	5,000.
GREEN HILL THERAPY			SEE ATTACHED	2,500.
HOME OF THE INNOCENTS			SEE ATTACHED	4,000.
HOSPARUS			SEE ATTACHED	2,500.
HOUSE OF RUTH			SEE ATTACHED	2,000.
JEWISH FAMILY &			SEE ATTACHED	2,000.
KENTUCKY HUMANE SOCIETY			SEE ATTACHED	1,500.
KENTUCKY MUSEUM OF ART AND CRAFT			SEE ATTACHED	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENTUCKY OPERA ASSOCIATION			SEE ATTACHED	3,000.
LEGAL AID SOCIETY			SEE ATTACHED	5,000.
LIGHTHOUSE PROMISE INC			SEE ATTACHED	4,000.
LOUISVILLE FORUM			SEE ATTACHED	1,000.
LOUISVILLE METRO POLICE			SEE ATTACHED	5,000.
LOUISVILLE WATERFRONT DEVELOPMENT CORPORATION			SEE ATTACHED	6,000.
LOUISVILLE ZOO			SEE ATTACHED	20,000.
MOM'S CLOSET RESOURCE			SEE ATTACHED	2,000.
MORTON CENTER			SEE ATTACHED	5,000.
NEIGHBORHOOD HOUSE			SEE ATTACHED	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD			SEE ATTACHED	2,500.
SOCIETY OF ST. VINCENT DE PAUL			SEE ATTACHED	3,000.
ST. GEORGE COMMUNITY CENTER			SEE ATTACHED	5,000.
ST. JOSEPH CHILDREN'S HOME			SEE ATTACHED	4,000.
STAGE ONE CHILDREN'S THEATER			SEE ATTACHED	1,500.
USPIRITUS, INC.			SEE ATTACHED	2,500.
VISUALLY IMPAIRED PRESCHOOL SERVICES			SEE ATTACHED	3,000.
VOLUNTEERS OF AMERICA OF KENTUCKY, INC			SEE ATTACHED	5,000.
YMCA SAFE PLACE SERVICES			SEE ATTACHED	2,500.
Total from continuation sheets				

A		B	C		D
GRANT REQUESTS WEBF 2014 (PAID 2015)		AMOUNT	Address		PURPOSE
1	Americana	\$2,500	4801 Southside Dr 40214		Family Education Program, provides services to refugee and immigrant families
3	Big Brothers Big Sisters	\$4,000	1519 Gardiner Lane 40218		Project Reach, increase skills, learning and youth development
4	Blue Apple Players	\$1,500	P.O. Box 4261 40204		Drama for Learning, to improve young people's academic and social development
5	Boys & Girls Club	\$2,000	1201 Story Avenue Suite 250 40206		3 children to participate in 1 year of programs and activities
6	Cabbage Patch	\$2,500	1414 South Sixth Street 40208		Recreation/Youth Development Program
7	CASA	\$3,000	982 Eastern Parkway Box 9 40217		Advocacy Support
8	Center for Women and Families	\$3,000	P.O. Box 2048 40201		capital improvements to the basement training room at downtown Louisville campus
9	Child Connection	\$2,000	2210 Meadow Dr. Ste 28 40218		stranger safety program
10	Custom Quality	\$2,000	3401 Jewell Ave. 40212		purchase fork-lift
11	Dare to Care	\$2,000	5803 Fern Valley Road 40228		Backpack buddy, weekend food for elementary students
12	Divine Steps	\$1,500	614 south 35th Street 40212		administration support, computer
13	Dress for Success	\$2,000	317 Guthrie Street 40202		career transformation center
14	ElderServe	\$2,500	411 E. Muhammad Ali Blvd. 40202		TeleCare, telephone reassurance program provides reliable means of contact for older adults
15	Family & Children	\$5,000	525 Zane Street 40203		Kosair Charities Child Advocacy Center, assessment and intervention services for sexually abused children
16	FEAT	\$2,500	1100 East Market Street 40206		Dreams in Motion Summer Camp
17	Frazier	\$5,000	829 West Main Street 40202		Bridge to History Educational programming
18	Green Hill	\$2,500	1410 Long Run Road 40245		Aqua Therapy Program
19	Home of the Innocents	\$4,000	1100 East Market Street 40206		Summer Adventure Camp
20	House of Ruth	\$2,000	607 E. St. Catherine Street 40203		Children's school success project, supplies/necessities for children who are infected or affected by HIV/AIDS
21	Jewish Family & Career Services	\$2,000	2821 Klempner Way 40205		Youth Build Counseling Services, increase chances of successful completion
22	KY Humane Society	\$1,500	241 Steedly Drive 40214		Camp Scholarship & Help Me Heal Fund
23	KY Opera Assoc	\$3,000	323 W. Broadway, Suite 601 40202		Battle Cry of Freedom School Tour
24	Legal Aid Society	\$5,000	416 West Muhamad Ali Blvd., Suite 300 40202		Children At Risk Project, legal aid and JCPS to minimize disruption of children living in poverty by preventing housing crises
25	Lighthouse	\$4,000	5312 Shepherdsville Road 40228		arts, summer camp, field trips, karate, gardening
26	Louisville Forum	\$1,000	P.O. Box 70137 40270		high school student initiative, 8 seats for students for monthly debates

	A	B	C	D
27	Louisville Metro Police Foundation	\$5,000	982 Eastern Parkway 40217	Gentlemen's Academy, 6 week academy focusing on worst youth in city
28	Louisville Waterfront Development	\$6,000	129 E. River Rd 40202	provide funds for park services
29	Mom's Closet	\$2,000	204 Old Harrods Creek Road Suite 11 40223	back to school uniforms and shoes
30	Morton Center	\$5,000	1028 Barret Avenue 40204	provide free alcohol and drug assessments
31	Neighborhood House	\$2,500	201 25th Street 40212	youth development program, enriching and safe educational enviroment after school till 7pm
32	Planned Parenthood	\$2,500	200 South Meridian Street, Suite 400 Indianapolis IN 46225	evidence based sexuality education program
33	St Vincent de Paul	\$3,000	1015-C South Preston 40203	open hand kitchen, 2 warm meals a day
34	St. George	\$5,000	1205 South 26th Street 40210	summer literacy program
35	Stage One	\$1,500	323 West Broadway, Suite 600 40202	play it forward scholarship pool; assistance to attend productions
36	Uspiritus	\$2,500	3121 Brooklawn Campus Drive, 40218	common sense parenting program; address communication, discipline, decision making, relationships, self-control
37	VIPS	\$3,000	1906 Goldsmith Lane 40218	Family services, holiday gatherings, educational seminars, field trips; retreat;
38	VOA	\$5,000	570 South 4th Street Suite 100, 40202	Family Emergency Shelter;
39	YMCA safe place	\$2,500	2400 Crittenden Drive, 40217	Shelter House, free emergency sheltery to teens,
40	PRE APPROVED GRANTS			
41	KMAC	\$5,000	715 West Main Street; 40202	KMAC Arts Ed At-RiskStudents, art-making workshops
42	Actor's Theatre	\$2,500	316 West Main Street; 40202	YouTheatre and provide vital arts education to at-risk youth
43	Filson Historical Society	\$2,000	1310 South Third Street, 40208	expand Old Louisville Campus to enlarge and modernize its research, archival, exhibition, programming
44	Hosparus	\$2,500	3532 Ephraim McDowell Drive; 40205	grief counseling for up to 13 months following the death of a relative
45	St. Joseph Children's Home	\$4,000	2823 Frankfort Avenue; 40206	Specialized Youth Housing Complex
46	Zoo	\$20,000	1100 Trevilian Way; 40213	completion of Glacier Run project
47	TOTAL	\$149,500		

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	3.	3.	
WEB FOUNDATION	1.	1.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	34,830.	0.	34,830.	34,830.	
TO PART I, LINE 4	34,830.	0.	34,830.	34,830.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND OF 990-PF TAX	2,685.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,685.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DODD & DODD ATTORNEY, PLLC	46,834.	46,834.		0.
TO FM 990-PF, PG 1, LN 16A	46,834.	46,834.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BLUE & CO., LLC	2,006.	2,006.		0.
TO FORM 990-PF, PG 1, LN 16B	2,006.	2,006.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SACHS INVESTMENT GROUP	28,469.	28,469.		0.
TO FORM 990-PF, PG 1, LN 16C	28,469.	28,469.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	756.	756.		0.
TO FORM 990-PF, PG 1, LN 18	756.	756.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,322.	1,322.		0.
MISCELLANEOUS ACCOUNT FEES	283.	283.		0.
TO FORM 990-PF, PG 1, LN 23	1,605.	1,605.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NATIONAL FINANCIAL SERVICES LLC NOMINEE-SEE ATTACHED SCHEDULE	1,119,935.	1,637,068.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,119,935.	1,637,068.