50520

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 07/01/15 , and ending 06/30/16

Name of foundation: THE CONOVER FOUNDATION, INC.

A Employer identification number: 35-6672841

Number and street (or P O box number if mail is not delivered to street address): HILLIARD LYONS TRUST, PO BOX 32760
Room/suite:

B Telephone number (see instructions): 615-754-0564

City or town, state or province, country, and ZIP or foreign postal code: LOUISVILLE KY 40232-2760

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: ☒ 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) ▶ $ 2,675,614

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11,893	11,893	11,893	
	4	Dividends and interest from securities	35,449	35,449	35,449	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,717			
	b	Gross sales price for all assets on line 6a 530,244				
	7	Capital gain net income (from Part IV, line 2)		2,717		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	-7,889	106	-7,889	
	12	**Total.** Add lines 1 through 11	42,170	50,165	39,453	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	3,400			
	c	Other professional fees (attach schedule) STMT 3	16,499	16,499		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	8,616			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	6,256	5,404		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,771	21,903	0	0
	25	Contributions, gifts, grants paid	138,700			138,700
	26	**Total expenses and disbursements.** Add lines 24 and 25	173,471	21,903	0	138,700
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-131,301			
	b	**Net investment income** (if negative, enter -0-)		28,262		
	c	**Adjusted net income** (if negative, enter -0-)			39,453	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	27,248	38,799	38,799
3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) SEE STMT 6	1,948,112	1,770,633	2,181,379
c	Investments – corporate bonds (attach schedule) SEE STMT 7	409,794	444,680	455,436
11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ SEE STATEMENT 8)	4,242	3,983	
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,389,396	2,258,095	2,675,614
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	2,389,396	2,258,095	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,389,396	2,258,095	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,389,396	2,258,095	

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	2,389,396
2	Enter amount from Part I, line 27a	2	-131,301
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,258,095
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,258,095

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
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	2,717
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-146

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	136,400	2,861,852	0.047661
2013	126,754	2,792,510	0.045391
2012	126,800	2,631,374	0.048188
2011	122,201	2,497,406	0.048931
2010	124,177	2,519,286	0.049291

2	**Total** of line 1, column (d)	2	0.239462
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047892
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,687,228
5	Multiply line 4 by line 3	5	128,697
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	283
7	Add lines 5 and 6	7	128,980
8	Enter qualifying distributions from Part XII, line 4	8	138,700

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 ▶ [X] and enter 1% of Part I, line 27b			1	283
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	283
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	283
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,130		
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	3,130
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,847
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 290 Refunded ▶			11	2,557

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)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ▶ IN			
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	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ HILLIARD LYONS TRUST COMPANY Telephone no. ▶ 502-588-4110
PO BOX 32760
Located at ▶ LOUISVILLE KY ZIP+4 ▶ 40232-2760

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			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)? N/A	1b		
	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 ▶ 20 15 , 20 , 20 , 20

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	2b	X	

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20 15 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b		X
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** No: 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 (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHERYL CONOVER STROUD 122 PAIXHAM PLACE	MT.JULIET TN 37122	PRESIDENT 5.00	0	0	0
JANET TOTTEN 604 E MAIN CROSS ST	EDINBURGH IN 46124	SEC/TREAS 2.00	0	0	0
CHRISTINE CONOVER STROUD 5804 STERLING OAKS DRIVE	BRENTWOOD TN 37027	ASSIST SEC 2.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CONTRIBUTIONS TO VARIOUS LOCAL ORGANIZATIONS 21 ORGANIZATIONS WERE SERVED DURING THE 2015/2016 FISCAL YEAR.	138,700
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:				
a	Average monthly fair market value of securities			1a	2,659,360
b	Average of monthly cash balances			1b	68,790
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	2,728,150
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	2,728,150
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	40,922
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,687,228
6	**Minimum investment return.** Enter 5% of line 5			6	134,361

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	134,361
2a	Tax on investment income for 2015 from Part VI, line 5	2a	283		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	283
3	Distributable amount before adjustments Subtract line 2c from line 1			3	134,078
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	134,078
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	134,078

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	138,700
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	138,700
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	283
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	138,417

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				134,078
2	Undistributed income, if any, as of the end of 2015:				
a	Enter amount for 2014 only			139,547	
b	Total for prior years 20____ , 20____ , 20____				
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				
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 138,700				
a	Applied to 2014, but not more than line 2a			138,700	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2015 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2014 Subtract line 4a from line 2a. Taxable amount – see instructions			847	
f	Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				134,078
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a				
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)

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

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

Part XV Supplementary Information (Complete this part only if the 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))

N/A

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

SEE STATEMENT 9

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

HILLIARD LYONS TRUST COMPANY 502-588-4110
PO BOX 32760 LOUISVILLE KY 40232-2760

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

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				138,700
Total			▶ 3a	138,700
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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			14	11,893	
4 Dividends and interest from securities			14	35,449	
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			14	106	
8 Gain or (loss) from sales of assets other than inventory			18	2,717	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b SEE STATEMENT 11		-7,995			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-7,995		50,165	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 42,170

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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.

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

Cheryl Conover Stroud — Signature of officer or trustee | 11/1/16 — Date | PRESIDENT — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DENNIS J. HASH		11/01/16	
Firm's name ▶ HASH CPA GROUP LLC		PTIN	P00381730
Firm's address ▶ P.O. BOX 637 FRANKLIN, IN 46131-0637		Firm's EIN ▶	35-2140590
		Phone no	317-738-2366

DAA

50520

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2015**

For calendar year 2015, or tax year beginning 07/01/15 , and ending 06/30/16

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	70 SHS CHEVRON CORP.	P	10/29/09	03/17/16
(2)	200 SHS CHEVRON CORP.	P	11/05/09	03/17/16
(3)	80 SHS FASTENAL CO.	P	02/13/15	03/18/16
(4)	25,000 FEDERAL HOME LOAN BANKS 2.0%	P	01/14/16	06/20/16
(5)	25,000 FEDERAL FARM CREDIT BANK 2.37	P	02/17/15	12/29/15
(6)	40,000 FEDERAL HOME LOAN BANK 2.875%	P	03/16/10	09/11/15
(7)	2,500.954 SHS GS SATELLITE STRATEGY	P	08/29/11	08/05/15
(8)	1,277.139 SHS GS SATELLITE STRATEGY	P	02/01/12	08/05/15
(9)	2,551.021 SHS GS SATELLITE STRATEGY	P	07/16/12	08/05/15
(10)	5,412.72 SHS GS SATELLITE STRATEGY	P	12/15/11	02/23/16
(11)	59.865 SHS GS SATELLITE STRATEGY	P	08/29/11	02/23/16
(12)	7,042.254 SHS GS SATELLITE STRATEGY	P	09/09/14	02/23/16
(13)	55 SHS JPMORGAN CHASE & CO.	P	04/14/14	03/18/16
(14)	25,000 JPMORGAN CHASE SR. NOTE 2.6%	P	02/15/13	01/15/16
(15)	90 SHS OMNICOM GROUP INC.	P	08/05/13	03/18/16

	(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)
(1)	6,757		5,458	1,299
(2)	19,306		15,417	3,889
(3)	3,922		3,421	501
(4)	25,000		25,000	
(5)	25,000		25,136	-136
(6)	40,000		40,082	-82
(7)	19,758		19,532	226
(8)	10,089		10,000	89
(9)	20,153		20,000	153
(10)	38,376		40,000	-1,624
(11)	424		468	-44
(12)	49,930		60,000	-10,070
(13)	3,331		3,006	325
(14)	25,000		25,456	-456
(15)	7,284		5,702	1,582

	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))
(1)				1,299
(2)				3,889
(3)				501
(4)				
(5)				-136
(6)				-82
(7)				226
(8)				89
(9)				153
(10)				-1,624
(11)				-44
(12)				-10,070
(13)				325
(14)				-456
(15)				1,582

50520

Form 990-PF — Capital Gains and Losses for Tax on Investment Income — 2015

For calendar year 2015, or tax year beginning 07/01/15 , and ending 06/30/16

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	210 SHS PROGRESSIVE CORP.	P	03/12/15	03/18/16
(2)	150 SHS 3M CO.	P	12/13/11	08/05/15
(3)	415 SHS VANGUARD ST BOND ETF	P	12/03/14	08/05/15
(4)	140 SHS VANGUARD MID-CAP ETF	P	04/03/09	02/12/16
(5)	275 SHS VANGUARD MID-CAP ETF	P	10/30/13	02/12/16
(6)	443.853 SHS WF EMERGING MARKETS	P	11/21/14	11/13/15
(7)	1,856.266 SHS WF EMERGING MARKETS	P	11/01/13	11/13/15
(8)	2,345.881 SHS WF EMERGING MARKETS	P	10/30/13	11/13/15
(9)	119 SHS ALLERGAN PLC	P	03/17/15	07/15/15
(10)	L-T CAPITAL GAIN DISTRIBUTION			
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	7,236		5,588	1,648
(2)	22,906		12,000	10,906
(3)	33,191		33,287	-96
(4)	14,798		5,895	8,903
(5)	29,067		29,375	-308
(6)	8,167		10,000	-1,833
(7)	34,155		42,360	-8,205
(8)	43,164		54,049	-10,885
(9)	38,214		36,295	1,919
(10)	5,016			5,016
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				1,648
(2)				10,906
(3)				-96
(4)				8,903
(5)				-308
(6)				-1,833
(7)				-8,205
(8)				-10,885
(9)				1,919
(10)				5,016
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISC. INCOME	$ 106	$ 106	$ 106
AMOS INV. CORP-ORDINARY INC.	-14,753		-14,753
AMOS INV. CORP-RENTAL INC.	2,046		2,046
AMOS INV. CORP-DIVIDENDS	761		761
AMOS INV. CORP-ST CAPITAL G/L	307		307
AMOS INV. CORP-LT CAPITAL G/L	3,565		3,565
AMOS INV CORP-INTEREST INCOME	79		79
TOTAL	$ -7,889	$ 106	$ -7,889

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 3,400	$	$	$
TOTAL	$ 3,400	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 16,499	$ 16,499	$	$
TOTAL	$ 16,499	$ 16,499	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAXES	$ 4,187	$	$	$
INDIANA EXCISE TAXES	1,218			
FEDERAL UNRELATED INCOME TAXES	3,211			
TOTAL	$ 8,616	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
FILING FEES	50			
PORTFOLIO DEDUCTIONS	5,404	5,404		
ACCRUED INTEREST PAID	802			
TOTAL	$ 6,256	$ 5,404	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100 JPMORGAN CHASE & CO.	$ 4,664	$ 4,664	COST	$ 6,214
100 WALT DISNEY CO.	3,448	3,448	COST	9,782
1001.502 ARTISAN INTL. FUND #661	20,000	20,000	COST	27,321
1150 MATTEL INC.	24,325	22,665	COST	35,984
119 ALLGERGAN PLC - SOLD	36,295		COST	
35 OMNICOM GROUP INC.	2,218	2,218	COST	2,852
90 OMNICOM GROUP INC. - SOLD	5,702		COST	
1277.139 GOLDMAN SACH SATELLITE-SOLD	10,000		COST	
1280.748 ROYCE TOTAL RETURN #427	13,407	13,407	COST	16,317
1375 PFIZER INC.	21,228	21,200	COST	48,414
140 VANGUARD MID CAP FUND ETF - SOLD	5,895		COST	
150 3M CO. - SOLD	12,000		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
150 BERKSHIRE HATHAWAY	$ 9,960	$ 9,960	COST	$ 21,718
150 BERKSHIRE HATHAWAY	10,848	10,848	COST	21,719
150 IBM CORP.	27,420	27,420	COST	22,767
153 HARLEY DAVIDSON INC.	9,577	9,577	COST	6,931
1758.288 ROYCE TOTAL RETURN # 427	25,988	25,988	COST	22,400
1856.266 WF ADV EM. MKT #4146 - SOLD	42,360		COST	
1856.306 DODGE & COX INTL. FUND #104	78,299	78,299	COST	64,395
1941 AMOS INVESTMENT CORPORATION	636,113	622,344	COST	622,344
200 CHEVRON CORP. - SOLD	15,417		COST	
145 JPMORGAN CHASE & CO.	7,926	7,926	COST	9,010
55 JPMORGAN CHASE & CO. - SOLD	3,006		COST	
2000 STAPLES INC.	30,640	30,640	COST	17,240
225 GENERAL ELECTRIC	6,613	6,613	COST	7,083
2345.881 WF ADV EM MKTS #4146 - SOLD	54,049		COST	
2551.021 GOLDMAN SACH SATELLIT- SOL	20,000		COST	
2560.819 GOLDMAN SACH SATELLIT- SOLD	20,000		COST	
2665.044 ARTISAN INTL. FUND #661	78,299	78,299	COST	72,702
275 VANGUARD MID CAP FUND ETF - SOLD	29,375		COST	
300 GENERAL ELECTRIC	10,833	10,833	COST	9,444
300 GENERAL ELECTRIC CO.	10,831	10,831	COST	9,444
315.657 DODGE & COX INTL. FUND #1048	10,000	10,000	COST	10,950
325 NORTHERN TRUST CO.	16,146	16,146	COST	21,535
326.645 ARTISAN INTL. FUND #661	7,000	7,000	COST	8,911
335 FASTENAL CO.	13,643	13,643	COST	14,871
150 PROGRESSIVE CORP.	3,991	3,991	COST	5,025
210 PROGRESSIVE CORP. - SOLD	5,588		COST	
390 HARLEY DAVIDSON INC.	24,898	24,898	COST	17,667
415 VANGUARD ST BOND ETF - SOLD	33,287		COST	
422.416 DODGE & COX INTL. FUND #1048	15,000	15,000	COST	14,654
425 OMNICOM GROUP INC.	19,354	19,354	COST	34,633
443.853 WELLS FARGO EMER MKT - SOLD	10,000		COST	
450 TJX COMPANIES	6,113	6,113	COST	34,753
475 EXXON-MOBIL	4,559	4,559	COST	44,527
400 APPLE INC.	23,389	23,389	COST	38,240
500 CISCO SYSTEMS INC.	8,701	8,701	COST	14,345
500 CISCO SYSTEMS INC.	9,098	9,098	COST	14,345
500 EXPEDITORS INTL. INC.	18,490	18,490	COST	24,520

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
420 FASTENAL CO.	$ 17,959	$ 17,959	COST	$ 18,643
80 FASTENAL CO. - SOLD	3,421			
500 WALT DISNEY CO.	14,155	14,155	COST	48,910
525 HOME DEPOT INC.	14,936	14,936	COST	67,037
5412.72 GOLDMAN SACH SATELLITE- SOLD	40,000		COST	
550 CISCO SYSTEMS INC.	14,547	14,547	COST	15,780
550 CVS HEALTH CORP.	19,943	19,943	COST	52,657
550 JOHNSON & JOHNSON	35,370	35,370	COST	66,715
500 TE CONNECTIVITY LTD.	18,205	18,205	COST	28,555
59 ALPHABET INC.	32,682	32,682	COST	40,834
475 JPMORGAN CHASE & CO.	23,821	23,821	COST	29,517
621.311 DODGE & COX INTL. FUND #1048	20,000	20,000	COST	21,553
650 WELLS FARGO & CO.	17,394	17,394	COST	30,764
688.073 ARTISAN FUNDS INTL. # 661	15,000	15,000	COST	18,771
70 CHEVRON CORP. - SOLD	5,458		COST	
7042.254 GOLDMAN SACH SATELLITE-SOLD	60,000		COST	
950 MICROSOFT CORP.	25,204	24,078	COST	48,611
80 EXPEDITORS INTL. INC.	3,098	3,098	COST	3,923
850 US BANCORP	29,410	29,410	COST	34,281
925 PROGRESSIVE CORP.	21,516	21,516	COST	30,987
320 UNION PACIFIC COM.		30,750	COST	27,920
3812.79 ROYCE TOTAL RETURN #427		43,123	COST	48,575
2214.349 ROYCE TOTAL RETURN #427		25,000	COST	28,211
379.507 DODGE & COX INTL. FUND #1048		14,000	COST	13,165
9645.444 VIRTUS EMERGING MKTS #1736		87,484	COST	93,947
665 VANGUARD INDEX REIT ETF		50,600	COST	58,966
TOTAL	$ 1,948,112	$ 1,770,633		$ 2,181,379

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
40,000 FEDERAL HOME LN 2.875% - SOLD	$ 40,091	$	COST	$
20,000 FEDERAL FARM CREDIT 3.9%	20,529	20,463	COST	21,953
20,000 FEDERAL HOME LOAN BANK 3.125%	20,198	20,164	COST	20,707
20,000 JOHN DEERE CAPITAL CORP 2.25%	20,749	20,615	COST	20,553
20,000 GE CAPITAL CORP. 3.75%	21,078	20,914	COST	21,200
25,000 GOLDMAN SACHS 2.375%	25,187	25,147	COST	25,336
25,000 JPMORGAN SR. NOTE 2.6% - SOLD	25,729		COST	
25,000 PEPSICO SR. NOTE 3.125%	26,273	26,081	COST	26,732
20,000 TENN STATE GO BOND 2.67%	21,201	20,962	COST	20,823
20,000 WELLS FARGO 3.5%	21,048	20,934	COST	21,453
20,000 FEDERAL FARM CR BKS CONS 2.5%	20,279	20,225	COST	21,146
25,000 FEDERAL HOME LOAN BKS 2.25%	25,716	25,432	COST	25,471
20,000 FEDERAL HOME LOAN BKS 1.75%	20,102	20,073	COST	20,485
25,000 APPLE INC. SR. GLOBAL 2.1%	25,126	25,096	COST	25,728
25,000 BERKSHIRE HATHAWAY SR. 1.9%	25,503	25,253	COST	25,167
25,000 FED. FARM CREDIT 2.37% - SOLD	25,151		COST	
25,000 INTEL SR. NOTE 3.3%	25,834	25,715	COST	27,103
40,000 IBM NOTE 3.375%		40,798	COST	43,381
25,000 MICROSOFT CORP. NOTE 4.20%		27,018	COST	27,221
25,000 US BANCORP MTNS 3.70%		26,578	COST	27,500
2,208.275 JOHNSON INST S-T BOND FUND		33,212	COST	33,477
TOTAL	$ 409,794	$ 444,680		$ 455,436

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACC INTEREST PURCHASED, NOT RECEIVED	$ 4,242	$ 3,983	$
TOTAL	$ 4,242	$ 3,983	$ 0

Statement 9 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
CHERYL CONOVER STROUD - OWNS 10.58% OF AMOS INVESTMENT CORP.	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
BARTHOLOMEW COUNTY HUMANE SOCIETY COLUMBUS IN 47201	NONE	4110 EAST 200 SOUTH PUBLIC	CHARITABLE	7,500
COLUMBUS FIREMAN'S CHEER FUND COLUMBUS IN 47201	NONE	1101 JACKSON STREET PUBLIC	CHARITABLE	2,500
ECUMENICAL ASSEMBLY COLUMBUS IN 47202	NONE	P.O. BOX 1421 PUBLIC	CHARITABLE	4,500
EDINBURGH DOLLARS FOR SCHOLARS EDINBURGH IN 46124	NONE	P.O. BOX 305 PUBLIC	CHARITABLE	3,000
EDINBURGH PUBLIC LIBRARY EDINBURGH IN 46124	NONE	119 W. MAIN CROSS ST. PUBLIC	CHARITABLE	3,000
FOP - SHOP WITH A COP COLUMBUS IN 47201	NONE	543 SECOND STREET PUBLIC	CHARITABLE	2,500
HABITAT FOR HUMANITY FRANKLIN IN 46131	NONE	98 S. EDWARDS PUBLIC	CHARITABLE	10,000
HOSPICE OF SOUTH CENTRAL INDIANA COLUMBUS IN 47201	NONE	2626 E. 17TH STREET PUBLIC	CHARITABLE	3,000
JOHNSON COUNTY HISTORICAL SOCIETY FRANKLIN IN 46131	NONE	135 N. MAIN STREET PUBLIC	CHARITABLE	11,200
KAPPA KAPPA KAPPA INC. EDINBURGH IN 46124	NONE	618 MEMORIAL DRIVE PUBLIC	CHARITABLE	4,000
NEW SONG MISSION NASHVILLE IN 47448	NONE	P.O. BOX 488 PUBLIC	CHARITABLE	4,000
SALVATION ARMY INDIANAPOLIS IN 46208	NONE	3100 NORTH MERIDIAN PUBLIC	CHARITABLE	2,000
SOCIETY FOR PROGRESSIVE HUNT VALLEY MD 21031	NONE	11350 MCCORMICK RD SUITE PUBLIC	CHARITABLE	4,000
TURNING POINT COLUMBUS IN 47201	NONE	745 WASHINGTON ST. PUBLIC	CHARITABLE	4,000
MILL RACE CENTER INC. COLUMBUS IN 47201	NONE	900 LINDSEY STREET PUBLIC	CHARITABLE	10,000
EDINBURGH MINISTERIAL ASSOCATION EDINBURGH IN 46124	NONE	P.O. BOX 83 PUBLIC	CHARITABLE	4,000
EASTSIDE ELEMENTARY CLOTHE-A-CHILD EDINBURGH IN 46124	NONE	810 E. MAIN CROSS ST. PUBLIC	CHARITABLE	4,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
EDINBURGH FIRE & RESUCE CHEER FUND	203 S. WALNUT ST.			
EDINBURGH IN 46124	NONE	PUBLIC	CHARITABLE	2,500
JENNINGS COUNTY SHERIFF'S OFFICE	925 S. STATE STREET			
VERNON IN 47282	NONE	PUBLIC	CHARITABLE	10,000
FAMILY SERVICE	1531 13TH STREET			
COLUMBUS IN 47201	NONE	PUBLIC	CHARITABLE	2,000
INDIANA LANDMARKS FOUNDATION	1201 CENTRAL AVENUE			
INDIANAPOLIS IN 46202	NONE	PUBLIC	CHARITABLE	41,000
TOTAL				138,700

Federal Statements

Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
AMOS INV. CORP-ORDINARY INC	531390	$ -14,753		$	$
AMOS INV. CORP-RENTAL INC.	531190	2,046			
AMOS INV. CORP-DIVIDENDS	523000	761			
AMOS INV. CORP-ST CAPITAL G	523000	307			
AMOS INV. CORP-LT CAPITAL G	523000	3,565			
AMOS INV CORP-INTEREST INCO	523000	79			
TOTAL		$ -7,995		$ 0	$ 0