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 SEP 1, 2015 , and ending AUG 31, 2016

Name of foundation: V. V. COOKE FOUNDATION CORPORATION

A Employer identification number: 61-6033714

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 7664

Room/suite:

B Telephone number: (502)241-0303

City or town, state or province, country, and ZIP or foreign postal code: LOUISVILLE, KY 40257

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)* ▶$ 6,267,395.

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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,716.	1,716.		STATEMENT 1
	4	Dividends and interest from securities	128,103.	128,103.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	290,686.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		290,686.		
	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	504,055.	504,055.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	924,560.	924,560.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,000.	500.		24,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	5,000.	100.		4,900.
	16a	Legal fees				
	b	Accounting fees STMT 4	3,825.	0.		3,825.
	c	Other professional fees STMT 5	23,018.	23,018.		0.
	17	Interest				
	18	Taxes STMT 6	12,192.	6,614.		5,578.
	19	Depreciation and depletion				
	20	Occupancy	2,700.	270.		2,430.
	21	Travel, conferences, and meetings	982.	0.		982.
	22	Printing and publications				
	23	Other expenses STMT 7	8,748.	3,493.		5,255.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	81,465.	33,995.		47,470.
	25	Contributions, gifts, grants paid	309,050.			309,050.
	26	**Total expenses and disbursements.** Add lines 24 and 25	390,515.	33,995.		356,520.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	534,045.			
	b	**Net investment income** (if negative, enter -0-)		890,565.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2015)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	511,718.	120,431.	120,431.
	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 STMT 8	11,167.	0.	0.
	b	Investments - corporate stock STMT 9	3,902,343.	4,471,426.	4,424,415.
	c	Investments - corporate bonds STMT 10	1,264,249.	1,433,078.	1,368,114.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	155,848.	354,435.	354,435.
	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)	5,845,325.	6,379,370.	6,267,395.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5,845,325.	6,379,370.	
	30	**Total net assets or fund balances**	5,845,325.	6,379,370.	
	31	**Total liabilities and net assets/fund balances**	5,845,325.	6,379,370.	

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	5,845,325.
2	Enter amount from Part I, line 27a	2	534,045.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,379,370.
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	6,379,370.

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	INVESTMENT MANAGEMENT ACCOUNTS		VARIOUS	VARIOUS
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				290,686.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				290,686.
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	290,686.
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	207,255.	5,686,188.	.036449
2013	214,394.	5,586,915.	.038374
2012	214,520.	4,893,532.	.043837
2011	228,890.	4,470,450.	.051201
2010	236,213.	4,801,306.	.049198

2	**Total** of line 1, column (d)	2	.219059
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	.043812
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	6,262,044.
5	Multiply line 4 by line 3	5	274,353.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,906.
7	Add lines 5 and 6	7	283,259.
8	Enter qualifying distributions from Part XII, line 4	8	356,520.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	8,906.
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	8,906.
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	8,906.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	4,800.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,800.
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	4,106.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 ▶ CARL M. THOMAS Telephone no. ▶ (502) 241-0303

Located at ▶ P.O. BOX 7664, PEWEE VALLEY, KY ZIP+4 ▶ 40257

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 12		25,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	6,267,967.
b	Average of monthly cash balances			1b	89,438.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	6,357,405.
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	6,357,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	95,361.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,262,044.
6	**Minimum investment return.** Enter 5% of line 5			6	313,102.

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	313,102.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	8,906.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,906.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	304,196.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	304,196.
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	304,196.

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	356,520.
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	356,520.
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	8,906.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	347,614.

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				304,196.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			62,856.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 356,520.				
a Applied to 2014, but not more than line 2a			62,856.	
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				293,664.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				10,532.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED SCHEDULE ATTACHED	NONE	N/A	UNRESTRICTED	309,050.
Total			▶ 3a	309,050.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,716.	
4 Dividends and interest from securities			14	128,103.	
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			29	504,055.	
8 Gain or (loss) from sales of assets other than inventory			18	290,686.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		924,560.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 924,560.

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge ▶ Carl M. Thomas 11/28/16 ▶ Ex. Director Signature of officer or trustee Date Title		May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name AMELIA SEBASTIAN	Preparer's signature Amelia Sebastian	Date 10/10/16	Check ☐ if self- employed	PTIN P01251828
	Firm's name ▶ DEAN DORTON ALLEN FORD, PLLC			Firm's EIN ▶ 27-3858252	
	Firm's address ▶ 500 W. JEFFERSON STREET, SUITE 1400 LOUISVILLE, KY 40202			Phone no. (502) 589-6050	

GRANTS PAID FISCAL YEAR ENDING AUGUST 31, 2016

BOARD DIRECTED

CHECK #	DATE	PAYEE	AMOUNT
6659	10/7/2015	Christ Church United Methodist	$5,000
6671	11/10/2015	Donor's Forum (Louisville Community Fdn.)	$400
6674	11/19/2015	Alice Lloyd College	$2,000
6675	11/19/2015	Boy's and Girl's Clubs	$2,000
6676	11/19/2015	Cardiovascular Innovation Institute	$10,000
6683	11/19/2015	Custom Quality Services	$2,100
6679	11/19/2015	Dare to Care	$5,000
6680	11/19/2015	Filson Historical Society	$1,000
6681	11/19/2015	The Healing Place	$5,000
6682	11/19/2015	Stage One Family Theatre	$1,000
6684	11/19/2015	Younger Women's Club of Louisville	$5,000
6700	1/28/2016	Walnut Street Baptist Church	$10,000
~~6697~~	~~1/29/2016~~	~~Dare to Care~~	~~$1,000~~
6706	3/1/2016	Americana Community Center, Inc.	$2,500
6707	3/1/2016	Boy Scouts-Lincoln Heritage Council	$2,500
6708	3/1/2016	Center for Non-Profit Excellence	$1,500
6709	3/1/2016	Fund for the Arts	$5,000
6710	3/1/2016	Jefferson Cty Public Education Foundation	$1,000
6711	3/1/2016	Kids Center for Pediatric Therapies	$2,500
6713	3/1/2016	Louisville Free Public Library Foundation	$2,000
6723	4/25/2016	Cabbage Patch	$10,000
6728	5/20/2016	Bluegrass Center for Autism	$2,500
6729	5/20/2016	Campbellsville University	$2,500
6730	5/20/2016	Down Syndrome of Louisville	$2,500
6731	5/20/2016	House of Ruth	$1,000
6732	5/20/2016	Intelligent Change Initiative	$1,000
6733	5/20/2016	Lighthouse Promise	$1,000
6734	5/20/2016	Senior Care Experts	$1,500
6735	5/20/2016	Volunteers of America	$2,500
6736	5/20/2016	YMCA of Greater Louisville	$1,500
6737	5/20/2016	Historic Locust Grove	$2,000
6760	7/18/2016	Donor's Forum (Louisville Community Fdn.)	$400
6771	8/18/2016	Broadway Baptist Church-Fine Arts/Music Program	$10,000
6772	8/25/2016	American Red Cross	$5,000
6773	8/25/2016	Center for Women and Families	$2,500
6774	8/25/2016	Falls of the Ohio Foundation	$1,000
6775	8/25/2016	Family and Children's Place	$2,500
6776	8/25/2016	First Tee of Louisville	$1,500

6777	8/25/2016	Harbor House of Louisville	$2,000
6778	8/25/2016	The Morton Center	$1,000
6779	8/25/2016	St. John Center for Homeless Men	$500
6780	8/25/2016	Veteran's Memorial Park of KY, Inc.	$5,000
6800	8/29/2016	Baptist Hospital Foundation	$25,000
6801	8/29/2016	UL Foundation-Brown Cancer Center	$100,000

SUB-TOTAL **$250,900**

FAMILY DIRECTED

COOKE CHECK #	DATE	PAYEE	AMOUNT	MEMO
6653	9/30/2015	Cabbage Patch/UK	$2,500	Trudi
6662	10/7/2015	Louisville Public Media	$1,200	Trudi
6663	10/7/2015	Dorman Preschool Center	$2,500	Trudi
6720	4/25/2016	U.Va Jefferson Scholars	$5,000	V.V. III
6721	4/25/2016	St. Mary's Espiscopal Church	$1,500	V. V.III
6764	8/4/2016	Louisville Public Media	$2,500	Trudi
6765	8/4/2016	South Oldham HS	$1,800	Trudi
6766	8/4/2016	South Oldham HS Choir	$1,000	Trudi
6767	8/4/2016	One Sight	$500	Trudi

SUB-TOTAL **$18,500**

CROSS CHECK#	DATE	PAYEE	AMOUNT	MEMO
6738	5/20/2016	St. Francis (Rector's Fund)	$3,000	Joe
6739	5/20/2016	St. Francis (Loaves and Fish Fund)	$1,000	Joe
6769	8/18/2016	JCPEF-Wilder Tech Fund	$1,500	Jason
6770	8/18/2016	JCPEF-Brown School Tech Fund	$2,150	Jason
6781	8/19/2016	Peace Education Program	$2,500	Jennifer
6782	8/19/2016	Kentuckiana Children's Center	$1,500	Jennifer
6784	8/19/2016	Walnut Street Baptist Church	$2,000	Julie
6785	8/19/2016	Salvation Tabernacle	$1,000	Julie
6786	8/19/2016	Chapman University	$1,500	Julie
6806	8/31/2016	Boys and Girls Clubs of Ft. Worth	$500	Julie
6790	8/29/2016	Global Game Changers	$3,500	Janet
6791	8/29/2016	Walnut Street Baptist Church	$500	Janet

SUB-TOTAL **$20,650**

HOOK CHECK#	DATE	PAYEE	AMOUNT	MEMO
6749	7/8/2016	Columbia College	$2,000	Debbie
6750	7/8/2016	Hollins University	$1,000	Debbie
6751	7/8/2016	Hazelden Foundation	$1,000	Debbie
6752	7/8/2016	Jackson NH Public Library	$250	Debbie
6753	7/8/2016	Spencer County KY Library	$250	Debbie
6754	7/8/2016	Fund for the Arts (West End Boys Choir)	$250	Debbie
6755	7/8/2016	KET	$250	Debbie
6756	7/8/2016	Dare to Care Food Bank-Spencer Cty	$250	Debbie
6757	7/8/2016	Family Scholar House	$500	Debbie
6758	7/8/2016	21st Century Parks	$500	Debbie
6768	8/18/2016	Louisville Free Public Library-Gwen Barlow	$250	Debbie
6793	8/30/2016	St. George's Community Center	$1,000	Heidi
6794	8/30/2016	Choices, Inc.	$1,000	Heidi
6795	8/30/2016	V Foundation for Cancer Research	$1,000	Heidi
6796	8/30/2016	University Christian Ministries-Uva	$1,000	Heidi
6797	8/30/2016	Duke Divinity School	$500	Heidi
6798	8/30/2016	Blacknall Memorial Presbyterian Church	$1,000	Heidi
6799	8/30/2016	Wake Forest University Law School Annual Fund	$1,000	Heidi
6802	8/31/2016	Broadway Baptist Church	$3,000	Bob, Jr.
6803	8/31/2016	Beargrass Christian Church	$1,000	Bob, III
6804	8/31/2016	Community Pre-School	$1,000	David
6805	8/31/2016	Saving Sunny, Inc.	$1,000	Lauren
SUB-TOTAL			**$19,000**	
TOTAL			**$309,050**	

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
HILLIARD LYONS	689.	689.	
INTEREST BEARING CHECKING AND CERTIFICATES OF DEPOSITS	660.	660.	
INTEREST INCOME	367.	367.	
TOTAL TO PART I, LINE 3	1,716.	1,716.	

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
ANNUITIES	61,329.	0.	61,329.	61,329.	
CASH EQUIVALENTS	2.	0.	2.	2.	
EQUITY ACCOUNTS	66,772.	0.	66,772.	66,772.	
TO PART I, LINE 4	128,103.	0.	128,103.	128,103.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INSURANCE INCOME	504,055.	504,055.	
TOTAL TO FORM 990-PF, PART I, LINE 11	504,055.	504,055.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,825.	0.		3,825.
TO FORM 990-PF, PG 1, LN 16B	3,825.	0.		3,825.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	23,018.	23,018.		0.
TO FORM 990-PF, PG 1, LN 16C	23,018.	23,018.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	6,500.	6,500.		0.
PAYROLL TAXES	5,692.	114.		5,578.
TO FORM 990-PF, PG 1, LN 18	12,192.	6,614.		5,578.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND OFFICE EXPENSE	1,147.	0.		1,147.
INSURANCE	19,969.	17,972.		1,997.
TAX REFUND	<14,713.>	<14,713.>		0.
TELEPHONE	2,345.	234.		2,111.
TO FORM 990-PF, PG 1, LN 23	8,748.	3,493.		5,255.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,471,426.	4,424,415.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,471,426.	4,424,415.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,433,078.	1,368,114.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,433,078.	1,368,114.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICIES	COST	354,435.	354,435.
ALTERNATIVE ACCOUNTS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		354,435.	354,435.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE C. CROSS P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
JENNIFER CROSS P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
ROBERT L. HOOK, III P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
TRUDI C. COOKE P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
JOE D. CROSS, JR. P.O. BOX 7664 LOUISVILLE, KY 40257	VICE PRESIDENT 0.00	0.	0.	0.
FRANK P. HILLIARD P.O. BOX 7664 LOUISVILLE, KY 40257	SECRETARY/TREASURER 0.00	0.	0.	0.
ROBERT L. HOOK, JR. P.O. BOX 7664 LOUISVILLE, KY 40257	PRESIDENT 0.00	0.	0.	0.
CARL M. THOMAS P.O. BOX 7664 LOUISVILLE, KY 40257	EXECUTIVE DIRECTOR 9.00	25,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CARL M. THOMAS, EXECUTIVE DIRECTOR
P.O. BOX 7664
LOUISVILLE, KY 40257

TELEPHONE NUMBER

(502) 241-0303

FORM AND CONTENT OF APPLICATIONS

EIGHT COPIES OF THE APPLICATION ARE REQUIRED TOGETHER WITH A SINGLE COPY OF THE APPLICANT'S IRS 501(C)(3) LETTER.

ANY SUBMISSION DEADLINES

MID JANUARY, APRIL, JULY, AND OCTOBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO 501(C)(3) ORGANIZATIONS LOCATED PRIMARILY IN THE LOUISVILLE, KY AREA AND GRANT PURPOSES MUST BE RELIGIOUS, EDUCATIONAL, CIVIC OR HUMANITARIAN IN NATURE. 509(A)(3) ORGANIZATIONS DO NOT QUALIFY FOR OUR GRANTS.