



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation JAMES R. WATTS TRUST		A Employer identification number 20-1585269
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 708	Room/suite	B Telephone number 270-247-9333
City or town, state or province, country, and ZIP or foreign postal code MAYFIELD, KY 42066		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 215,663. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
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		103.	103.		STATEMENT 1
4 Dividends and interest from securities		4,707.	4,707.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		698.			
b Gross sales price for all assets on line 6a		18,215.			
7 Capital gain net income (from Part IV, line 2)			698.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		5,508.	5,508.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		725.	725.		0.
c Other professional fees					
17 Interest					
18 Taxes		370.	370.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		3,914.	3,914.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,009.	5,009.		0.
25 Contributions, gifts, grants paid		13,652.			13,652.
26 Total expenses and disbursements. Add lines 24 and 25		18,661.	5,009.		13,652.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-13,153.			
b Net investment income (if negative, enter -0-)			499.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	16,671.	17,326.	17,326.
	2 Savings and temporary cash investments	195,280.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	0.	181,472.	192,337.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 6,000.			
	Less accumulated depreciation ▶	6,000.	6,000.	6,000.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	217,951.	204,798.	215,663.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	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	217,951.	204,798.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	217,951.	204,798.	
	31 Total liabilities and net assets/fund balances	217,951.	204,798.	

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	1	217,951.
(must agree with end-of-year figure reported on prior year's return)		
2 Enter amount from Part I, line 27a	2	-13,153.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	204,798.
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	204,798.

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 ANGEL OAK MULTI-STRATEGY INCOME FUND CLASS	P	03/31/16	10/12/16
b BLACKROCK HIGH YIELD BOND	P	03/31/16	09/22/16
c REAL ESTATE SELECT SECT SPDR ETF	P	09/19/16	09/22/16
d CAPITAL GAINS DIVIDENDS			
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 10,145.		10,000.	145.
b 7,962.		7,500.	462.
c 18.		17.	1.
d 90.			90.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			145.
b			462.
c			1.
d			90.
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	698.
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))
2015	13,652.	273,217.	.049968
2014	15,578.	281,333.	.055372
2013	15,578.	298,141.	.052250
2012	16,672.	315,566.	.052832
2011	17,549.	333,437.	.052631

2 Total of line 1, column (d)	2	.263053
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	.052611
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	17,066.
5 Multiply line 4 by line 3	5	898.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5.
7 Add lines 5 and 6	7	903.
8 Enter qualifying distributions from Part XII, line 4	8	13,652.

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)	1	5.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	5.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	5.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5.
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 2017 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>KY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NA</u>	X	
14 The books are in care of ► <u>JAMES B. BRIEN, JR.</u> Telephone no. ► <u>270-247-9333</u> Located at ► <u>P.O. BOX 708, MAYFIELD, KY</u> ZIP+4 ► <u>42066</u>		
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		N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ 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.)	N/A	
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 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

Form 990-PF (2016)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES B. BRIEN, JR. P.O. BOX 708 MAYFIELD, KY 42066	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

▶ 0

Form 990-PF (2016)

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 SCHOLARSHIP FUNDS TO STUDENTS FROM GRAVES COUNTY HIGH SCHOOL.	6,826.
2 SCHOLARSHIP FUNDS TO STUDENTS FROM MAYFIELD HIGH SCHOOL.	6,826.
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2016)

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	0.
b Average of monthly cash balances	1b	17,326.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	17,326.
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	17,326.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	260.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,066.
6 Minimum investment return. Enter 5% of line 5	6	853.

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	853.
2a Tax on investment income for 2016 from Part VI, line 5	2a	5.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	5.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	848.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	848.
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	848.

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	13,652.
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	13,652.
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	5.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,647.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				848.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			13,396.	
b Total for prior years: 2012, _____, _____		200.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 13,652.				
a Applied to 2015, but not more than line 2a			13,396.	
b Applied to undistributed income of prior years (Election required - see instructions) *		200.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				56.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				792.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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)

- 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(i)(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:

- 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				
GRAVES COUNTY HIGH SCHOOL 1107 HOUSMAN STREET MAYFIELD 42066		NC	SCHOLARSHIP FUNDS	6,826.
MAYFIELD HIGH SCHOOL 700 DOUTHITT STREET MAYFIELD 42066		NC	SCHOLARSHIP FUNDS	6,826.
Total			3a	13,652.
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) Exclu- sion 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					103.
4 Dividends and interest from securities					4,707.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					698.
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.		0.	5,508.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,508.

(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).
1	THE NET INCOME OF THE TRUST, AFTER PAYMENT OF COSTS AND EXPENSES, IS TO BE USED TO FUND OR PARTIALLY FUND EDUCATIONAL SCHOLARSHIPS FOR TWO STUDENTS (ONE FROM GRAVES COUNTY HIGH SCHOOL AND ONE FROM MAYFIELD HIGH SCHOOL) WHO DESIRE TO ATTEND AN ACCREDITED COLLEGE LOCATED IN THE COMMONWEALTH OF KENTUCKY (EXCLUDING VOCATIONAL OR TECHNICAL SCHOOLS).
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	

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
FNB MONEY MARKET INTEREST	103.	103.	
TOTAL TO PART I, LINE 3	103.	103.	

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
UBS	4,797.	90.	4,707.	4,707.	
TO PART I, LINE 4	4,797.	90.	4,707.	4,707.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	725.	725.		0.
TO FORM 990-PF, PG 1, LN 16B	725.	725.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM	370.	370.		0.
TO FORM 990-PF, PG 1, LN 18	370.	370.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTOM HIRE - MAINTENANCE	2,460.	2,460.			0.
MANAGEMENT FEES UBS	1,244.	1,244.			0.
MISC EXPENSE	210.	210.			0.
TO FORM 990-PF, PG 1, LN 23	3,914.	3,914.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
COMSUMER DISCRETIONARY SELECT SECTOR SPDR FUND ETF	19,611.	20,431.		
CONSUMERS STAPLES SELECTOR SECTOR SPDR FUND ETF	6,380.	6,205.		
ENERGY SELECT SECTOR SPDR FUND	10,203.	11,675.		
FINANCIAL SELECT SECTOR SPDR FUND ETF	19,860.	23,343.		
HEALTH CARE SELECT SECTOR SPDR FUND ETF	24,640.	24,198.		
INDUSTRIAL SELECT SECTOR SPDR FUND ETF	10,580.	11,884.		
REAL ESTATE SELECT SECT SPDR	3,515.	3,321.		
VANGUARD INFORMATION TECHNOLOGY ETF	34,095.	38,394.		
BLACKROCK STRATEGIC INCOME	7,500.	7,632.		
DOUBLE LINE TOTAL RETURN FUND INSTL	5,088.	4,966.		
GUGGENHEIM TOTAL RETURN BOND FUND CLASS INSTITUTIONAL	5,082.	4,957.		
LORD ABBETT FLOATING RATE FUND CLASS F	9,918.	10,026.		
PUTNAM DIVERSIFIED INCOME FUND CLASS Y	10,000.	10,563.		
WESTERN ASSET CORE PLUS BOND FUND CLASS I	15,000.	14,742.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	181,472.	192,337.		

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

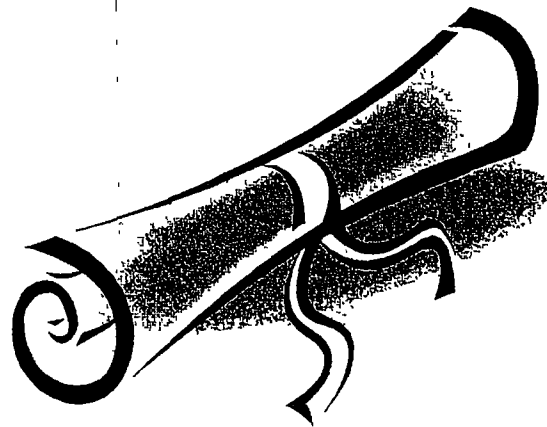
STATEMENT 7

THE FOUNDATION IS ELECTING TO APPLY CURRENT YEAR EXCESS QUALIFYING
DISTRIBUTIONS TO PRIOR YEARS. IN 2012 THE FOUNDATION HAD UNDISTRIBUTED
NET INCOME OF 200 AND 200 OF THE CURRENT YEAR QUALIFYING DISTRIBUTIONS
WILL BE USED AGAINST THAT AMOUNT.

**RANDLE WATTS AND VERSA WATTS
SCHOLARSHIP FUND PROGRAM**

ESTABLISHED BY:

JAMES R. WATTS, JR.



Mayfield High School
700 Douthitt Street
Mayfield, KY 42066
270-247-4461

Graves County High School
1107 Housman Street
Mayfield, KY 42066
270-328-6242

- I. The amounts set forth below are estimates. The exact amount will be determined on a year to year basis based on the earnings of the Trust and the rules and regulations of the Internal Revenue Service. Since the granting of the first scholarships were delayed for various reasons, those that receive scholarships the first year will receive more than those that receive scholarships in later years. However, the estimated commitment of the Trust is as follows:

YEAR	MAYFIELD SCHOLARSHIP	GRAVES CO. SCHOLARSHIP	TOTAL
First	\$20,000.00 for two four year scholarship(s)	\$20,000.00 for two four year scholarship(s)	\$40,000.00 to be paid over four years
Second	\$8,000.00 (est.) for one four year scholarship	\$8,000.00 (est.) for one four year scholarship	\$16,000.00
Third	\$8,000.00 (est.) for one four year scholarship	\$8,000.00 (est.) for one four year scholarship	\$16,000.00
Fourth	\$8,000.00 (est.) for one four year scholarship	\$8,000.00 (est.) for one four year scholarship	\$16,000.00
Each Year Thereafter	\$8,000.00 (est.) for one four year scholarship	\$8,000.00 (est.) for one four year scholarship	\$16,000.00

II. **The Randle Watts & Versa Watts Scholarship Criteria**

Each year for the one student at Mayfield High School and the one student at Graves County High School, must meet the following requirements:

- Must have resided in Graves County (which includes the City of Mayfield) for a continuous period of five years.
- Must be a High School Senior.
- Must have a minimum ACT score of 20.
- Must plan to attend a Kentucky four year accredited college (regardless whether a private or public college).
- Must agree to be a full time student at the four year Kentucky accredited college (earn at least 12 hours per semester or 24 hours per year).
- Must maintain a college grade point average of at least 2.5 (based on a 4.0 scale) each semester or quarter.
- Must submit a copy of his/her actual college transcript to James B. Brien, Jr., who is the Trustee, at the end of each semester. The Trustee will then review the actual college transcript to approve the recipient for future scholarship monies.
- Must submit invoices for tuition, room or board directly to James B. Brien, Jr., who is the Trustee; he will approve/disapprove the invoice. If approved, notification will be given to the appropriate person in each school system. The school system then will make payments directly to the college or institution that the scholarship recipient is attending, as opposed to making payments directly to the recipient.

III. **Requirements that a Scholarship applicant must comply with:**

The following must be in the office of the guidance counselor for the respective schools by March 30th of each and every year.

- General Application Form
- College Acceptance Data Form
- Scholarship Acceptance Agreement Form
- Three completed reference questionnaires (two from educators and one from a person not in education who has observed the students in activities such as sports, scouts, church, community work, extracurricular activities, etc.) These references should be sent directly to the guidance counselor or placed in a sealed envelope and given to the counselor.
- Financial aid form provided in packet
- High School Transcript
- An essay outlining the student's career goals and educational goals. In the essay, the applicant should outline the reasons he/she thinks that the scholarship should be awarded to them.

Incomplete, late, or incorrectly submitted applications will not be considered by the Selection Committee. It is the student's responsibility to determine whether the application is complete.

Randle Watts and Versa Watts Scholarship Fund Program 20__ Scholarship Application

Name: _____ Date: _____ SSN: _____

High School: _____ Class of: _____

Address: _____ Phone No: _____

Length of residence in Graves County (which includes the City of Mayfield): _____

Father's Name: _____ Age: _____ Phone No.: _____

Address: _____ Marital Status: _____

Occupation: _____ Company: _____

Mother's Name: _____ Age: _____ Phone No.: _____

Address: _____ Marital Status: _____

Occupation: _____ Company: _____

Planned College Major: _____

Colleges accepted by: 1) _____
2) _____
3) _____

FOR PROGRAM USE ONLY

- 1) APPLICATION: _____
- 2) COLLEGE DATA VERIFICATION FORM: _____
- 3) TRANSCRIPT WITH SAT OR ACT SCORE: _____
- 4) HIGH SCHOOL GPA: _____
- 5) FINANCIAL AID FORM: _____
- 6) ESSAY: _____
- 7) REFERENCES: _____

**RANDLE AND VERSA WATTS
SCHOLARSHIP APPLICATION FOR 20____**

Applicant's Name _____ SSN: _____

(DO NOT be brief. Use reverse side or additional paper.)

Honors and Awards:

Extracurricular Activities:

Leadership Positions – School Related:

Organization	Year	Office Held
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Leadership Positions – Church/Civic:

Organization	Year	Office Held
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Randle and Versa Watts Scholarship Fund Program

Financial Aid Form

The Financial Aid Form is a document to collect information for determining a student's need for financial aid. The information you report is confidential and is read only by the Selection Committee for the scholarship. It is important that you provide accurate and complete information on the form.

1. Name of Candidate: _____
2. Was Candidate listed (or will Candidate be listed) on parents' U. S. Income Tax Return for: 2008? _____ 2007? _____ 2006? _____
3. Did (or will) Candidate receive assistance worth \$600 or more from parents during:
2008? _____ 2007? _____ 2006? _____
4. PARENTS' ANNUAL INCOME AND EXPENSES
 - A. Total gross income of parents during 2008: \$ _____
 - B. U. S. Income Tax Paid by parents for 2008: \$ _____
 - C. State Income Taxes and other taxes paid by parents for 2008: \$ _____
 - D. Medical expenses not covered by insurance: \$ _____
 - E. Other extreme hardships: \$ _____
5. Total number of people residing in parent's household: _____
Number of these people who are dependents: _____
6. Number of parents' children currently enrolled in college or other education beyond high school: _____

I (we) declare that the information reported is true, correct, and complete. I (we) agree that I (we) will, upon request, provide any documentation necessary to verify information reported on this form.

Candidate's Signature

Telephone Number

Signature of Parent or Guardian

Date Completed

Signature of Parent or Guardian

(Please have both parents or guardians sign form.)

**Randle and Versa Watts Scholarship Fund Program
Mayfield High School / Graves County High School**

Reference Questionnaire

Name

Social Security Number

This is a private communication to be received by the Randle and Versa Watts Scholarship Fund Program. The student should not see the completed evaluation. Please submit evaluation form to the appropriate person by March 24, 2009. The appropriate person is the Guidance Counselor for Mayfield High School and the Principal for Graves County High School.

Please evaluate the candidate on all fifteen factors listed below. Check only one choice for each factor that best describes the qualities of the applicant in relation to those of his/her peers.

Rate Scale

(use scale of 1 to 6 as indicated with 1 being inferior and 6 being superior)

- 6-Superior..... Outstanding potential based on demonstrated performance
5-Above Average..... Demonstrates capabilities head of peers
4-Average..... Demonstrates capabilities typical of peers
3-Below Average..... Capabilities on a lower scale than that of peers
2-Not observed..... Insufficient contact to give an opinion
1-Inferior..... No capabilities or growth potential demonstrated

- _____ 1. Academic potential as reflected by performance in class
_____ 2. Respect demonstrated by peers
_____ 3. Ability to accept criticism by persons with authority
_____ 4. Ability and willingness to conform to established rules of conduct
_____ 5. Ability to communicate orally
_____ 6. Interest and willingness to accept responsibilities in extracurricular activities
_____ 7. Ability to make friends easily
_____ 8. Interest in participating in competitive situations
_____ 9. Ability to work toward goals when in a subordinate position
_____ 10. Ability to influence others in definite lines of actions
_____ 11. Interest in seeking positions of leadership
_____ 12. Ability to carry a demanding academic program at the college level
_____ 13. Ability to deal with frustration
_____ 14. Personal appearance
_____ 15. Ability to communicate in writing

In your own words, please state the applicant's most outstanding qualities, and how long and in what capacity you have known the applicant.

To be completed by Applicant:

To be completed by Evaluator:

Full Name

Signature of Evaluator

Address

Date

Phone

City

State

Zip

Address

School Presently Attending

School/Company

Randle and Versa Watts Scholarship Fund Program
Scholarship Acceptance Agreement

Recipient: _____ Scholarship Value: _____

I accept the scholarship funds provided by the Randle and Versa Watts Scholarship Fund Program. I understand that I must comply with the conditions listed below in order to qualify for the funds.

- A. I have been a continuous resident of Mayfield or Graves County for a continuous period of five years prior to the date listed below. _____
- B. I plan to enter _____ during the _____ term.
- C. I plan to study/major in _____.
- D. I must maintain a college grade point average of at least 2.5 (based on a 4 point scale) each semester or quarter and must be classified as a full time student by the college (earn at least 12 hours credit per semester and 24 hours per year. In addition, I will submit my grades for each college grade period to the guidance counselor of Mayfield High School (if a Mayfield High School scholarship recipient) and to the Principal of Graves County High School (if a Graves County High School scholarship recipient).
- E. I will immediately inform the program if I receive any additional financial aid or scholarship funding. (Submit a copy of Financial Aid disclosure letter to the program prior to beginning class.)
- F. I must communicate with the Trustee of the Randle and Versa Watts Trust twice a year to keep him/her apprised of my grades, plus I must provide the program with a true and correct copy of my grades at the end of each term. I understand that failure to provide these grades will terminate my scholarship.
- G. If I transfer or withdraw from college, I will immediately notify the program.
- H. I understand that all scholarship payments will be made directly to the college and that I must provide an invoice for my tuition and/or room and board and/or books.
- I. The program must have my correct school mailing address and my correct home address at all times.

Date

Signature of Recipient

Signature of Parent/Guardian

Recipient's Home Mailing Address

Recipient's School Mailing Address

Randle and Versa Watts Scholarship Fund Program

Mayfield High School
700 Douthitt Street
Mayfield, KY 42066
270-247-4461

Graves County High School
1107 Housman Street
Mayfield, KY 42066
270-328-6242

College Acceptance Data Form

Student's Name

Social Security Number

High School

I have verified the following information: (enclose college acceptance letter)

1. Name of Institution: _____
2. Date Student Accepted: _____
3. Estimated tuition cost for 2009-2010 year: _____
per year per year
4. Estimated scholarship offered: _____
5. Other financial aid offered: _____
6. Date fall term begins: _____

If not determined, state unknown.

Signature of Guidance Counselor or
Principal

Date

Signature of Student