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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing . . . . .	20	20	20
	2 Savings and temporary cash investments . . . . .	94,543	112,259	112,259
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	202,246	410,285	406,176
	b Investments—corporate stock (attach schedule) . . . . .	5,784,783	5,862,688	7,692,476
	c Investments—corporate bonds (attach schedule) . . . . .	1,911,724	1,936,934	1,893,346
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .			
	14 Land, buildings, and equipment basis ▶ _____ 21,189 Less accumulated depreciation (attach schedule) ▶ _____ 21,189			
15 Other assets (describe ▶ _____)	1	1		
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,993,317	8,322,187	10,104,277	
Liabilities	17 Accounts payable and accrued expenses . . . . .	319	2,732	
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ _____)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	319	2,732	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,992,998	8,319,455	
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	7,992,998	8,319,455		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	7,993,317	8,322,187		

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	7,992,998
2 Enter amount from Part I, line 27a . . . . .	2	326,457
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3 . . . . .	4	8,319,455
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	8,319,455

**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 )
<b>1 a</b> HILLIARD LYONS 630037018	P	2016-01-01	2016-01-01
<b>b</b> HILLIARD LYONS 630037018	P	2001-01-01	2016-01-01
<b>c</b> US BANK 4508-3525	P	2001-01-01	2016-01-01
<b>d</b> Capital Gain Dividends			
<b>e</b>			

(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)
<b>a</b> 229,103		229,967	-864
<b>b</b> 324,852		297,421	27,431
<b>c</b> 106,295		110,675	-4,380
<b>d</b>			7,785
<b>e</b>			

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	
<b>a</b>			-864
<b>b</b>			27,431
<b>c</b>			-4,380
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	29,972
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-864

**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 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			
2014			
2013			
2012			
2011			

<b>2</b> Total of line 1, column (d)	2	
<b>3</b> 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	
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
<b>5</b> Multiply line 4 by line 3	5	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	
<b>7</b> Add lines 5 and 6	7	
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	5,306
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	5,306
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	5,306
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	10,237
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	10,237
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ▶	<b>10</b>	4,931
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ 4,931 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>▶</b> ANDERSON JONES CPAs PSC Telephone no <b>▶</b> (606) 564-6260			

Located at **▶** 1 WEST MCDONALD PKWY MAYSVILLE KY MAYSVILLE KY ZIP+4 **▶** 41056

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <b>15</b>			
<b>16</b>	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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> <b>1b</b>			<b>No</b>
<b>c</b>	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? <input type="checkbox"/> <b>1c</b>			<b>No</b>
<b>2</b>	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))			
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> <b>2b</b>			<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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). <input type="checkbox"/> <b>3b</b>			<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>5b</b>		<b>No</b>
<b>c</b> 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? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <i>If "Yes" to 6b, file Form 8870</i>	<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>7b</b>		<b>No</b>

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

**Total** number of other employees paid over \$50,000. ☐ Yes ☒ No

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> DONATIONS TO LOCAL CHARITIES	236,593
<b>2</b> SCHOLARSHIPS	155,089
<b>3</b>	
<b>4</b>	

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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	9,617,385
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	275,103
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	9,892,488
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	9,892,488
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	148,387
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	9,744,101
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	487,205

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	487,205
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	5,306
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	5,306
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	481,899
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	481,899
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	481,899

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	433,800
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	433,800
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	433,800

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				481,899
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			45,982	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>433,800</u>				
<b>a</b> Applied to 2015, but not more than line 2a			45,982	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				387,818
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				94,081
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

## Part XIV

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**b**

**C**

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**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	391,682
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

## Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

## Part XVII

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     | No |
| 1a(2) |     | No |
| 1b(1) |     | No |
| 1b(2) |     | No |
| 1b(3) |     | No |
| 1b(4) |     | No |
| 1b(5) |     | No |
| 1b(6) |     | No |
| 1c    |     | No |

[illegible]

- 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

Print/Type preparer's name  MARSHA JONES	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN  P01202748
Firm's name ► ANDERSON JONES CPAS PSC				Firm's EIN ►
Firm's address ► 1 West McDonald Pkwy 3-B  Maysville, KY 41056				Phone no (606) 564-6260

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOHN MCDOWELL 377 EDMONT ROAD MAYSVILLE, KY 41056	Director 0 00	0		
MICHAEL CLARKE 119 SUTTON STREET MAYSVILLE, KY 41056				
JOHN HUTCHINGS PO BOX 86 MAYSLICK, KY 41055	Secretary 0 00	0		
KAREN RAVENCRAFT 3182 MINERVA TUCKAHOE ROAD DOVER, KY 41034				
JOHN G PARKER 41 HACKETT RIDGE BROOKSVILLE, KY 41004	Director 0 00	0		
ROBERT CANADA 6493 KY 419 MAYSLICK, KY 41055				
KIRK TOLLE 658 HILLCREST ROAD MAYSVILLE, KY 41056	Director 0 00	0		
ANN TOMLIN 289 SHANNON LANE MAYSVILLE, KY 41056				
DOUGLAS HENDRICKSON 180 EDMONT ROAD MAYSVILLE, KY 41056	Vice President 0 00	0		
CINDY ORME 904 RIDGEWOOD DRIVE MAYSVILLE, KY 41056				
KATHLEEN LOFTON 1625 MARTHA ANN DRIVE MAYSVILLE, KY 41056	Director 0 00	0		
CJ HUNTER PO BOX 203 WASHINGTON, KY 41096				
ROBERT ROSS 660 BUFFALO TRACE MAYSVILLE, KY 41056	President 0 00	0		
RONALD RICE 8020 MARSHALL DRIVE MAYSVILLE, KY 41056				
LLOYD SCHILTZ ONE W MCDONALD PKWY MAYSVILLE, KY 41056	Executive Direc 25 00	30,520		
DR JOSHUA OWENS 2303 GLENDALE DRIVE MAYSVILLE, KY 41056				

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION  
ONE W MCDONALD PKWY  
MAYSVILLE, KY 41056  
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines

AUGUST 1ST

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

GRANTS ARE ONLY AWARDED TO ORGANIZATIONS RECOGNIZED BY THE IRS AS ABLE TO RECEIVE TAX-DEDUCTIBLE CONTRIBUTIONS FROM INDIVIDUALS PREFERENCE IS GIVEN TO THOSE QUALIFYING UNDER SECTION 501(C)(3) GRANTS MAY BE MADE TO NON-PROFIT ORGANIZATIONS IN A SEVEN COUNTY AREA INCLUDING BRACKEN, FLEMING, LEWIS, MASON & ROBERTSON COUNTIES IN KENTUCKY AND ADAMS AND BROWN COUNTIES IN OHIO



**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

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

AVAILABLE BY CONTACTING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines

APRIL 26TH

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

THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES TO BE CONSIDERED, A 2.50 CUMULATIVE GRADE POINT AVERAGE OR BETTER IS REQUIRED

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

- b** The form in which applications should be submitted and information and materials they should include  
REQUEST BY CALLING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines  
APRIL 26TH

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

YOU MUST BE UNDER AGE 25 AT THE TIME OF THE INITIAL APPLICATION SCHOLARSHIPS ARE NOT AWARDED FOR POST-GRADUATE STUDIES MUST BE A MEMBER OF THE CURRENT GRADUATING CLASS AT MASON COUNTY HIGH SCHOOL SCHOLARSHIP MAY BE RENEWED FOR UP TO THREE ADDITIONAL YEARS APPLICANTS MUST BE PLANNING TO ATTEND AN ACCREDITED US COLLEGE OR UNIVERSITY AS A FULL-TIME STUDENT SELECTION IS BASED ON ACADEMICS, EXTRA-CURRICULAR ACTIVITIES AND COMMUNITY INVOLVEMENT APPLICANTS MUST HAVE A WEIGHTED CUMMULATIVE GRADE POINT AVERAGE OF 3.5 OR HIGHER AND AN ACT SCORE OF 25 OR HIGHER TO BE CONSIDERED RECIPIENTS IN COLLEGE MUST MAINTAIN A GRADE POINT AVERAGE OF 3.0 OR HIGHER TO RETAIN

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

- b** The form in which applications should be submitted and information and materials they should include  
REQUEST BY CALLING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines  
APRIL 26TH

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
APPLICANT OR APPLICANT'S PARENTS MUST HAVE A PRINCIPAL RESIDENCE IN MASON COUNTY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES TO BE CONSIDERED, HIGH SCHOOL STUDENTS MUST HAVE A 3.0 CUMULATIVE GRADE POINT AVERAGE OR BETTER, COLLEGE APPLICANTS MUST HAVE A 2.50 CUMULATIVE GRADE POINT AVERAGE OR BETTER

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines

APRIL 26TH

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

APPLICANTS MUST HAVE GRADUATED FROM AN ACCREDITED HIGH SCHOOL IN MASON COUNTY, KY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES HIGH SCHOOL APPLICANTS MUST HAVE A 3.0 GRADE POINT AVERAGE OR BETTER

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines

APRIL 26TH

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

TO BE ELIGIBLE, APPLICANTS MUST HAVE GRADUATED FROM ST PATRICK'S OR MASON COUNTY HIGH SCHOOL THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES HIGH SCHOOL APPLICANTS MUST HAVE A 2.5 CUMULATIVE GRADE POINT AVERAGE OR BETTER TO BE CONSIDERED

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDTION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

- b** The form in which applications should be submitted and information and materials they should include  
REQUEST BY CALLING THE OFFICE AT (606) 563-9333

- c** Any submission deadlines  
APRIL 25TH

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
APPLICANT MUST BE A CURRENT OR PAST MEMBER OF THE GRADUATING CLASS OF BRACKEN COUNTY HIGH SCHOOL FIRST-TIME RECIPIENTS WILL BE SELECTED FROM THE CURRENT HIGH SCHOOL GRADUATING CLASS APPLICANT MUST BE PLANNING TO ATTEND UNDERGRADUATE COLLEGE OR UNIVERSITY WITHIN KY THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS AND EXTRA-CURRICULAR ACTIVITIES

**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- a** The name, address, and telephone number of the person to whom applications should be addressed

HAYSWOOD FOUNDATION INC  
ONE W MCDONALD PKWY SUITE 3A  
MAYSVILLE, KY 41056  
(606) 563-9333

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

REQUEST BY CALLING THE OFFICE AT 606-564-9333

- c** Any submission deadlines

APRIL 19TH

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

INITIALLY THE APPLICANT MUST BE A MEMBER OR THE CURRENT GRADUATING CLASS OF MASON COUNTY HIGH SCHOOL, ST PATRICK'S HIGH SCHOOL, OR RIPLEY-UNION-LEWIS-HUNTINGTON HIGH SCHOOL AFTER INITIAL RECEIPT, THE SCHOLARSHIP MAY BE RENEWED FOR UP TO THREE ADDITIONAL YEARS, FOLLOWING SUBMISSION OF AN APPLICATION FOR CONTINUED RECEIPT APPLICANTS MUST BE PLANNING TO ATTEND AN ACCREDITED COLLEGE OR UNIVERSITY IN THE UNITED STATES THE SELECTION PROCESS IS BASED ON FINANCIAL NEED, ACADEMICS, EXTRA-CURRICULAR AND CO-CURRICULAR ACTIVITIES, AND COMMUNITY SERVICE APPLICANTS MUST HAVE A WEIGHTED CUMMULATIVE GRADE POINT AVERAGE OF 3.0 OR HIGHER MUST MAINTAIN A COLLEGE GPA AVERAGE OF 2.5 OR HIGHER IN ORDER TO RETAIN THE SCHOLARSHIP

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DOWNING VARIOUS SCHOLARSHIP PROGRAM VARIOUS MAYSVILLE, KY 41056	NONE	STUDENTS	EDUCATION	155,089
LIMESTONE FAMILY YMCA US 68 MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	25,000
MAYSVILLE PLAYERS SECOND STREET MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY ACTIVITIES	28,000
OHIO VALLEY ARTIST GUILD ONE W MCDONALD PKWY MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	2,293
MASON CO INTERAGENCY COUNCIL US 68 MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	5,000
TOM BROWNING BOYS AND GIRLS CLUB MAPLE LEAF MAYSVILLE, KY 41056	NONE	501 C 3	YOUTH RECREATION	28,000
CASA PROGRAM PO BOX 631 MAYSVILLE, KY 41056	NONE	501 C 3	PROTECTION OF YOUTH	11,000
MAYSVILLE INITIATIVES 600 CLARK ST MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	25,000
LIMESTONE MINISTRIES 107 E 3RD ST MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	5,000
CITY OF MAYSVILLE 216 BRIDGE STREET MAYSVILLE, KY 41056	NONE	501 C 3	COMMUNITY DEVELOPMENT	3,000
BUFFALO TRACE CHILDRENS ADVOCACY 224 LIMESTONE STREET MAYSVILLE, KY 41056	NONE	501C3	PROTECTION OF YOUTH	6,000
ST PATRICK SCHOOL 318 LIMESTONE STREET MAYSVILLE, KY 41056	NONE	501C3	EDUCATION	10,000
WOMENS CRISIS CENTER 111 E 3RD STREET MAYSVILLE, KY 41056	NONE	501C3	COMMUNITY HEALTH/WELFARE	4,300
KY GATEWAY MUSEUM CENTER SUTTON STREET MAYSVILLE, KY 41056	NONE	501C3	EDUCATION	25,000
MASON COUNTY CHAPTER 1 W MCDONALD PKWY MAYSVILLE, KY 41056	NONE		COMMUNITY DEVELOPMENT	5,000
<b>Total . . . . . ►</b> <b>3a</b>				391,682



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LITTLE HANDS LEARNING CENTER 156 W MAPLE LEAF ROAD MAYSVILLE, KY 41056	NONE		PROTECTION OF YOUTH	3,000
BRACKEN COUNTY HISTORICAL SOCIETY 207 MADISON ST BROOKSVILLE, KY 41004	NONE		COMMUNITY DEVELOPMENT	14,000
WALD PARK INC MAYSVILLE MAYSVILLE, KY 41056	NONE		Community Development	10,000
AUGUSTA ART GUILD AUGUSTA AUGUSTA, KY 41002	NONE		Community Development	9,000
JOHN P PARKER HISTORICAL MAYSVILLE MAYSVILLE, KY 41056	NONE		COMMUNITY DEVELOPMENT	4,000
PREGNANCY RESOURCE CENTER MAYSVILLE MAYSVILLE, KY 41056	NONE		COMMUNITY HEALTH/WELFARE	4,000
TRI COUNTY SHRINE CLUB 1 W MCDONALD PKWY MAYSVILLE, KY 41056	NONE		COMMUNITY DEVELOPMENT	5,000
KY SHAKESPEARE INC 323 W BROADWAY LOUISVILLE, KY 40202	NONE		ARTS	5,000
<b>Total . . . . . ►</b> <b>3a</b>				391,682

**TY 2016 Accounting Fees Schedule****Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL SERVICES	4,240	0	4,240	0

**TY 2016 Land, Etc.  
Schedule****Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	21,189	21,189		

**TY 2016 Other Expenses Schedule****Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COPIER MAINTENANCE	636		127	509
INSURANCE	4,030		806	3,224
INTERNET ACCESS	561		112	449
MEETING EXPENSE	842		168	674
SUPPLIES	931		186	745

**TY 2016 Other Professional Fees Schedule****Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 16000303**Software Version:** 2016v3.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT FEE-HILLIARD LYONS	27,195	27,195	0	0
INVESTMENT FEES-US BANK	28,916	28,916	0	0

**TY 2016 Taxes Schedule****Name:** HAYSWOOD FOUNDATION INC**EIN:** 23-7345996**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	8,800		8,800	
PAYROLL TAXES	2,335		467	1,868
TAX AND LICENSE	229		46	183

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF</b> ▶ <b>Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</b>	OMB No 1545-0047  <b>2016</b>
	<b>Name of the organization</b> HAYSWOOD FOUNDATION INC	<b>Employer identification number</b> 23-7345996

**Organization type** (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

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

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

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

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

<b>Name of organization</b> HAYSWOOD FOUNDATION INC	<b>Employer identification number</b> 23-7345996
--	---

<b>Part I</b> <b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROSEMARY REETZ 1 W MCDONALD PKWY  MAYSVILLE, KY41056	\$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )



Employer identification number

23-7345996

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

<b>Name of organization</b> HAYSWOOD FOUNDATION INC	<b>Employer identification number</b> 23-7345996
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<b>Part III</b>	<b>Exclusively</b> religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee



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**RECONCILIATION SUMMARY**

Market Value Summary	Current Period 01/01/16 to 12/31/16	Year-to-Date 01/01/16 to 12/31/16	Cash Summary	Principal Cash	Income Cash	Total Cash
Beginning Market Value	\$5,726,200.43	\$5,726,200.43	Beginning Cash 01/01/2016	-\$1,398,161.40	\$1,398,161.40	\$0.00
Cash and Securities Receipts	41,251.80	41,251.80	Taxable Interest		0.11	0.11
Cash and Securities Disbursements	-319,710.18	-319,710.18	Taxable Dividends		205,062.29	205,062.29
Adjusted Market Value	\$5,447,742.05	\$5,447,742.05	Paid To/For Beneficiaries	-272,462.62	-46,765.65	-319,228.27
Investment Results			Taxes Paid		-189.33	-189.33
Interest, Dividends and Other Income	205,062.40	205,062.40	Fees and Expenses		-28,916.29	-28,916.29
Fees and Expenses	-28,916.29	-28,916.29	Cash Receipts	41,251.80		41,251.80
Net Change in Investment Value	406,412.78	406,412.78	Cash Disbursements		-158.61	-158.61
Total Investment Results	\$582,558.89	\$582,558.89	Capital Gain Distributions	0.33		0.33
Ending Market Value	\$6,030,300.94	\$6,030,300.94	Sales	106,294.34		106,294.34
			Net Money Market Activity	-4,116.37		-4,116.37
			Ending Cash 12/31/2016	-\$1,527,193.92	\$1,527,193.92	\$0.00
Realized Gain/Loss*	Current Period	Year-to-Date	Estimated Annual Income			Income
Short Term	0.00	0.00	Cash and Cash Equivalents			62.73
Long Term	-3,743.63	-3,743.63	Equity			138,416.75
Total Gain/Loss	-\$3,743.63	-\$3,743.63	Fixed Income Taxable			67,459.00
			Total Estimated Annual Income			\$205,938.48

\* Realized gains / losses are preliminary and approximate and should not be used for income tax purposes



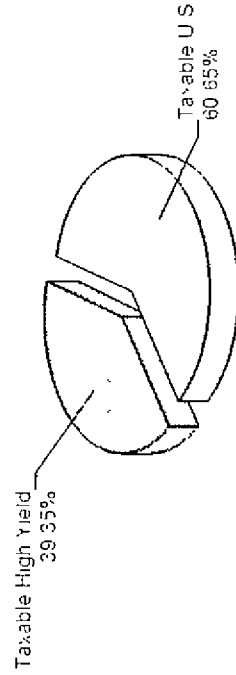
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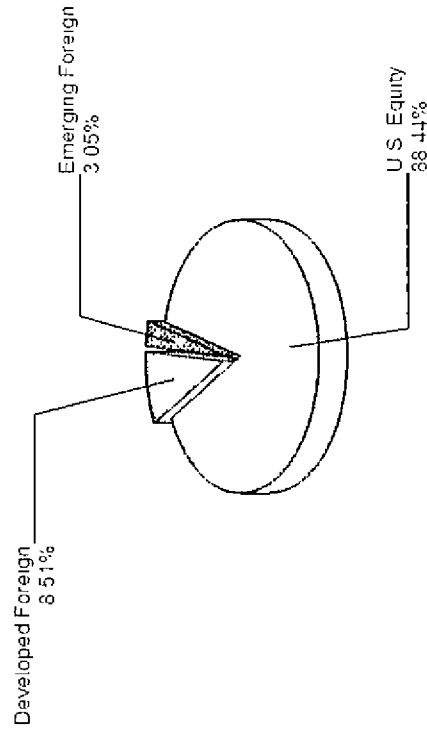
## PORTFOLIO OVERVIEW

### Fixed Income Summary

Asset Class	Value as of 01/01/2016	Value as of 12/31/2016	Change
Taxable Cash Equivalents	50,546.63	54,663.00	4,116.37
<b>Total Cash and Cash Equivalents</b>	<b>50,546.63</b>	<b>54,663.00</b>	<b>4,116.37</b>
U S Equity	3,722,165.75	4,055,103.50	332,937.75
Developed Foreign	399,160.00	390,547.50	-8,612.50
Emerging Foreign	123,760.00	140,040.00	11,280.00
<b>Total Equity</b>	<b>4,250,085.75</b>	<b>4,585,691.00</b>	<b>335,605.25</b>
Taxable U S	911,140.81	842,959.95	-68,180.86
Taxable High Yield	514,427.24	546,986.99	32,559.75
<b>Total Fixed Income Taxable</b>	<b>1,425,568.05</b>	<b>1,389,946.94</b>	<b>-35,621.11</b>
<b>Total Market Value</b>	<b>\$5,726,200.43</b>	<b>\$6,030,300.94</b>	<b>\$304,100.51</b>



### Equity Summary





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## PORTFOLIO DETAIL

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
<b>Cash and Cash Equivalents</b>								
<b>Cash</b>								
Principal Cash			-1,527,193.92	-1,527,193.92		-25.3		
Income Cash			1,527,193.92	1,527,193.92		25.3		
<b>Total Cash</b>			<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.0%</b>		<b>\$0.00</b>
<b>Taxable Cash Equivalents</b>								
First American Treasury Obligations - 31846V807 Fund Class Y #3801	54,663.000	1.0000	54,663.00	54,663.00	0.00	0.9	0.11	62.73
<b>Total Taxable Cash Equivalents</b>			<b>\$54,663.00</b>	<b>\$54,663.00</b>	<b>\$0.00</b>	<b>0.9%</b>		<b>\$62.73</b>
<b>Total Cash and Cash Equivalents</b>			<b>\$54,663.00</b>	<b>\$54,663.00</b>	<b>\$0.00</b>	<b>0.9%</b>		<b>\$62.73</b>
<b>Equity</b>								
<b>U.S. Equity</b>								
Abbott Laboratories - ABT	2,300.000	38.4100	88,343.00	88,320.00	23.00	1.5	2.76	2,438.00
Altria Group Inc - MO	3,000.000	67.6200	202,860.00	114,832.20	88,027.80	3.4	3.61	7,320.00
American Electric Power - AEP	2,500.000	62.9600	157,400.00	116,061.00	41,339.00	2.6	3.75	5,900.00
Amgen Inc - AMGN	750.000	146.2100	109,657.50	85,619.03	24,038.47	1.8	3.15	3,450.00
Apple Inc - AAPL	2,100.000	115.8200	243,222.00	169,692.84	73,529.16	4.0	1.97	4,788.00
AT&T Inc - T	2,500.000	42.5300	106,325.00	87,825.00	18,500.00	1.8	4.61	4,900.00



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### PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Chevron Corporation - CVX	1,200 000	117.7000	141,240.00	149,567.28	-8,327.28	2.3	3.67	5,184.00
Cincinnati Finl Corp - CINF	2,250 000	75.7500	170,437.50	118,183.05	52,254.45	2.8	2.53	4,320.00
Cisco Systems Inc - CSCO	5 250 000	30.2200	158,655.00	114,922.50	43,732.50	2.6	3.44	5,460.00
Coca Cola Company - KO	1,100 000	41.4600	45,606.00	44,484.00	1,122.00	0.8	3.38	1,540.00
Conocophillips - COP	1,700 000	50.1400	85,238.00	119,788.97	-34,550.97	1.4	1.99	1,700.00
Dow Chem Co - DOW	1,350 000	57.2200	77,247.00	60,624.32	16,622.68	1.3	3.22	2,484.00
General Electric Co - GE	4,250 000	31.6000	134,300.00	118,787.08	15,512.92	2.2	3.04	4,080.00
Intel Corp - INTC	6,750 000	36.2700	244,822.50	173,407.50	71,415.00	4.1	2.87	7,020.00
International Business Machines Corp - IBM	650 000	165.9900	107,893.50	120,124.23	-12,230.73	1.8	3.37	3,640.00
International Paper Co - IP	1,200 000	53.0600	63,672.00	58,224.22	5,447.78	1.1	3.49	2,220.00
J P Morgan Chase Co - JPM	3,000 000	86.2900	258,870.00	174,331.50	84,538.50	4.3	2.22	5,760.00
Johnson Johnson - JNJ	1,900 000	115.2100	218,899.00	175,433.46	43,465.54	3.6	2.78	6,080.00
McDonalds Corp - MCD	1 200 000	121.7200	146,064.00	116,197.44	29,866.56	2.4	3.09	4,512.00
Merck Co Inc - MRK	2,300 000	58.8700	135,401.00	114,341.51	21,059.49	2.2	3.19	4,324.00
Microsoft Corp - MSFT	3,250 000	62.1400	201,955.00	121,812.28	80,142.72	3.3	2.51	5,070.00
Occidental Petroleum Corporation - OXY	900,000	71.2300	64,107.00	81,597.56	-17,490.56	1.1	4.27	2,736.00



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### PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Pepsico Inc - PEP	500 000	104 6300	52,315 00	41,179 85	11,135 15	0 9	2 88	1,505 00
Pfizer Inc - PFE	4,750,000	32 4800	154,280 00	145,101 58	9,178 42	2 6	3 94	6,080 00
Procter & Gamble Co - PG	1,500,000	84 0800	126,120 00	122,574 75	3,545 25	2 1	3 18	4,017 00
Target Corp - TGT	1,850 000	72.2300	133,625.50	115,638 14	17,987 36	2 2	3 32	4,440 00
United Technologies Corp - UTX	500 000	109 6200	54,810 00	56,264 45	-1,454 45	0 9	2 41	1,320 00
Verizon Communications Inc - VZ	1,750 000	53.3800	93,415 00	86,198 18	7,216 82	1 5	4 33	4,042 50
Wal Mart Stores Inc - WMT	1,000 000	69 1200	69,120 00	73,096 03	-3,976 03	1 1	2 89	2,000 00
Wells Fargo Co - WFC	2,500 000	55.1100	137,775 00	114,038 75	23,736 25	2 3	2 76	3,800.00
3M Co - MMM	400 000	178 5700	71,428.00	55,374.44	16,053 56	1 2	2 49	1,776.00
<b>Total U.S. Equity</b>			<b>\$4,055,103.50</b>	<b>\$3,333,643.14</b>	<b>\$721,460.36</b>	<b>67.2%</b>		<b>\$123,906.50</b>
<b>Developed Foreign</b>								
Ishares Msci Eafe Etf - EFA	5,750 000	57.7300	331,947.50	350,561 27	-18,613.77	5 5	3 07	10,183.25
Toyota Mtr Corp A D R - TM Repstg 2 Ord Shs	500 000	117 2000	58,600 00	60,881 50	-2,281.50	1 0	2 86	1,679.00
<b>Total Developed Foreign</b>			<b>\$390,547.50</b>	<b>\$411,442.77</b>	<b>-\$20,895.27</b>	<b>6.5%</b>		<b>\$11,862.25</b>



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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
<b>Emerging Foreign</b>								
Ishares Msci Emerging Markets Etf - EEM	4,000,000	35.0100	140,040.00	141,040.00	-1,000.00	2.3	1.89	2,648.00
<b>Total Emerging Foreign</b>			<b>\$140,040.00</b>	<b>\$141,040.00</b>	<b>-\$1,000.00</b>	<b>2.3%</b>		<b>\$2,648.00</b>
<b>Total Equity</b>			<b>\$4,585,691.00</b>	<b>\$3,886,125.91</b>	<b>\$699,565.09</b>	<b>76.0%</b>		<b>\$138,416.75</b>
<b>Fixed Income Taxable</b>								
<b>Taxable U.S.</b>								
Ishares S P U S Preferred Stock - PFF Index Etf	10,000,000	37.2100	372,100.00	373,455.10	-1,355.10	6.2	5.85	21,780.00
Standard & Poors Rating: N/R								
Pimco Total Return Fund Inst - PTTRX #35	27,221,896	10.0300	273,035.62	272,399.11	636.51	4.5	3.09	8,438.79
Standard & Poors Rating: N/A								
Ridgeworth Inst Seix US Govt Sec - SIGVX Ultra Short Bond I	19,742,947	10.0200	197,824.33	199,601.19	-1,776.86	3.3	0.92	1,830.57
Standard & Poors Rating: N/A								
<b>Total Taxable U.S.</b>			<b>\$842,959.95</b>	<b>\$845,455.40</b>	<b>-\$2,495.45</b>	<b>14.0%</b>		<b>\$32,049.36</b>
<b>Taxable High Yield</b>								
Nuveen High Income Bond Fd Cl I - FJSYX	32,168,117	7.7900	250,589.63	286,087.98	-35,498.35	4.2	7.09	17,756.80
Standard & Poors Rating: N/A								







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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Prudential Short Dur Hl Yld Inc Z - HYSZX #1088 Standard & Poors Rating: N/A	32.751 090	9.0500	296,397.36	300,000.00	-3,602.64	4.9	5.96	17,652.84
<b>Total Taxable High Yield</b>			\$546,986.99	\$586,087.98	-\$39,100.99	9.4%		\$35,409.64
<b>Total Fixed Income Taxable</b>			\$1,389,946.94	\$1,431,543.38	-\$41,596.44	23.0%		\$67,459.00
<b>Total Assets</b>			\$6,030,300.94	\$5,372,332.29	\$657,968.65	100.0%		\$205,938.48

Estimated Current Yield

3.41

PORTFOLIO DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation. For additional information, please contact your U.S. Bank representative.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

Any legal proceeding based on a claim brought against the trustee(s) for an alleged breach of trust based on information contained in this statement must be commenced within one year from the date this statement was sent.



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### TRANSACTION DETAIL

Date Posted	Activity	Description	Income Cash	Principal Cash	Tax Cost
<b>Beginning Balance 01/01/2016</b>					
01/04/16	Cash Receipt	Cash Receipt Deposit To Corpus James D & Paula Ruble - Donation For Zach Ruble Memorial Scholarship	\$1,398,161.40	-\$1,398,161.40	\$5,479,333.24
01/04/16	Cash Receipt	Cash Receipt Deposit To Corpus C J & Nancy Hunter - Donation For Kate Despain Scholarship		1,000.00	
01/04/16	Cash Receipt	Cash Receipt Deposit To Corpus Donation From The Wallingford Trust		50.00	
01/04/16	Asset Income	Dividend Earned On Wal Mart Stores Inc 0.49 USD/Share On 1,000 Shares Due 1/4/16	490.00	1,451.10	
01/04/16	Cash Disbursement	Cash Disbursement Paid To Limestone Cable Miscellaneous Payment Cable Service	-44.95		
01/04/16	Asset Income	Dividend Earned On Nuveen High Income Bond Fd Cl I Dividend From 12/1/15 To 12/31/15	1,479.63		
01/04/16	Asset Income	Dividend Earned On Pimco Total Return Fund Inst Dividend From 12/1/15 To 12/31/15	877.86		
01/04/16	Asset Income	Interest Earned On First Amer Treasury Oblig Cl Y Interest From 12/1/15 To 12/31/15	0.05		
01/05/16	Asset Income	Dividend Earned On Prudential Short Dur Hi Yld Inc Z Dividend From 12/1/15 To 12/31/15	1,558.42		
01/06/16	Asset Income	Dividend Earned On Ridgeworth Inst Sex US Govt Sec Dividend From 12/1/15 To 12/31/15	167.73		