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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation REPUBLIC BANK FOUNDATION, INC.		A Employer identification number 27-2222303
Number and street (or P O box number if mail is not delivered to street address) 601 WEST MARKET STREET		B Telephone number (see instructions) (502) 560-8628
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202-2745		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address 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) ▶ \$ 12,857,121.		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	4,345.	4,345.		
	4 Dividends and interest from securities	189,008.	189,008.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	227,739.			
	b Gross sales price for all assets on line 6a	4,917,678.			
	7 Capital gain net income (from Part IV, line 2)		227,739.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	421,092.	421,092.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	3,640.	1,820.		1,820.
	c Other professional fees (attach schedule) [3]	80,743.	80,743.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	10,241.	1,241.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	110.	95.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23.	94,734.	83,899.		1,835.
	25 Contributions, gifts, grants paid	675,740.			675,740.
26 Total expenses and disbursements. Add lines 24 and 25	770,474.	83,899.	0.	677,575.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-349,382.				
b Net investment income (if negative, enter -0-)		337,193.			
c Adjusted net income (if negative, enter -0-)					

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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	829.	33,653.	33,653.
	2	Savings and temporary cash investments	2,417,201.	1,700,231.	1,700,231.
	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)			
	b	Investments - corporate stock (attach schedule) ATCH 6	4,832,023.	2,602,312.	3,288,295.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 7	4,226,057.	6,790,527.	7,834,942.
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	11,476,110.	11,126,723.	12,857,121.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	11,476,110.	11,126,723.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	11,476,110.	11,126,723.	
	31	Total liabilities and net assets/fund balances (see instructions)	11,476,110.	11,126,723.	

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	11,476,110.
2	Enter amount from Part I, line 27a	2	-349,382.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,126,728.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	5.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,126,723.

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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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	227,739.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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.

(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	638,405.	13,027,577.	0.049004
2014	590,425.	13,015,302.	0.045364
2013	396,715.	12,405,678.	0.031979
2012	252,155.	11,459,080.	0.022005
2011	460,555.	8,569,036.	0.053746
2 Total of line 1, column (d)			2 0.202098
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.040420
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 12,425,284.
5 Multiply line 4 by line 3.			5 502,230.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,372.
7 Add lines 5 and 6.			7 505,602.
8 Enter qualifying distributions from Part XII, line 4. 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.			8 677,575.

1a	Exempt operating foundations described in section 4940(d)(2), check ☐ and enter "N/A" on line 1 . . .		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	3,372.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	3,372.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,372.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,128.
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	10,128.
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,756.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 6,756. Refunded ☐	11	

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 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) ► KY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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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 ▶ N/A	X	
14 The books are in care of ▶ KEVIN SIPES Telephone no ▶ 502-560-8628 Located at ▶ 601 MARKET STREET LOUISVILLE, KY ZIP+4 ▶ 40202-2745		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
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 ▶	1b	X
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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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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)? ☐ **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? ☐ 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? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,396,478.
b	Average of monthly cash balances	1b	2,218,024.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,614,502.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,614,502.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	189,218.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,425,284.
6	Minimum investment return. Enter 5% of line 5	6	621,264.

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	621,264.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,372.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,372.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	617,892.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	617,892.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	617,892.

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	677,575.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	677,575.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,372.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	674,203.

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

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Page **9****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				617,892.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			624,220.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
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 ▶ \$ <u>677,575.</u>				
a Applied to 2015, but not more than line 2a			624,220.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				53,355.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				564,537.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
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				

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

NOT APPLICABLE

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

ATCH 10

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

N/A

- c Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 11				
Total			▶ 3a	675,740.
b Approved for future payment ATCH 12				
Total			▶ 3b	653,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	4,345.	
4 Dividends and interest from securities			14	189,008.	
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			18	227,739.	
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)				421,092.	
13 Total. Add line 12, columns (b), (d), and (e)				13	421,092.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Phone no 502-581-0435

1148427

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,410.	
4,915,268.		PUBLICLY TRADED SECURITIES 4,689,939.					VARIOUS 225,329.	VARIOUS
TOTAL GAIN (LOSS)							<u>227,739.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
HILLIARD LYONS	59,635.	59,635.
TODD VEREDUS	54,221.	54,221.
RB&T TRUST	36,932.	36,932.
UBS	17,568.	17,568.
MORGAN STANLEY	20,652.	20,652.
TOTAL	<u>189,008.</u>	<u>189,008.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEE	3,640.	1,820.		1,820.
TOTALS	<u>3,640.</u>	<u>1,820.</u>		<u>1,820.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	80,743.	80,743.		
TOTALS	<u>80,743.</u>	<u>80,743.</u>		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	9,000.			
FOREIGN TAXES	1,241.	1,241.		
TOTALS	<u>10,241.</u>	<u>1,241.</u>		

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KENTUCKY SECRETARY OF STATE	15.			
BANK FEES	95.	95.		15.
TOTALS	110.	95.		15.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TODD VEREDUS - STOCK	2,602,312.	3,288,295.
RB&T TRUST - STOCK		
TOTALS	<u>2,602,312.</u>	<u>3,288,295.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HILLIARD LYONS - STOCK & BONDS	2,256,953.	2,799,242.
MORGAN STANLEY - STOCK & BONDS	2,143,995.	2,590,056.
UBS - STOCK & BONDS	2,389,579.	2,445,644.
TOTALS	<u>6,790,527.</u>	<u>7,834,942.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

5.

TOTAL

5.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEVE TRAGER 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	PRESIDENT 1.00	0.	0.	0.
JOHN RIPPY 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	SECRETARY 1.00	0.	0.	0.
KEVIN SIPES 601 WEST MARKET STREET LOUISVILLE, KY 40202-2745	TREASURER 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 10FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KEVIN SIPES
601 WEST MARKET STREET
LOUISVILLE, KY 40202
502-560-8628

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CASA OF THE RIVER REGION 982 EASTERN PARKWAY LOUISVILLE, KY 40217	NONE PC		GENERAL SUPPORT	2,000
BLESSINGS IN A BACKPACK 4121 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE PC		GENERAL SUPPORT	10,000
UNIVERSITY OF LOUISVILLE CONTROLLERS OFFICE LOUISVILLE, KY 40292	NONE GOV		SCHOLARSHIPS	50,000
WHAS CRUSADE FOR CHILDREN 520 W CHESTNUT STREET LOUISVILLE, KY 40202	NONE PC	-	GENERAL SUPPORT	32,800
JEWISH COMMUNITY OF LOUISVILLE, INC 3600 DUTCHMANS LANE LOUISVILLE, KY 40205	NONE PC		UNITED JEWISH CAMPAIGN	85,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE PC		GENERAL SUPPORT	3,125

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST FRANCIS DESALES HIGH SCHOOL 425 KENWOOD DRIVE LOUISVILLE, KY 40214	NONE PC	GENERAL SUPPORT	2,500
EDUCATION FOUNDATION OF KYCPA 1735 ALLIANT AVENUE LOUISVILLE, KY 40299	NONE PC	LEGACY CAMPAIGN	2,500
AMERICANA COMMUNITY CENTER, INC 4801 SOUTHSIDE DRIVE LOUISVILLE, KY 40214	NONE PC	GENERAL SUPPORT	10,000.
JUNIOR ACHIEVEMENT OF KENTUCKIANA 1401 W MUHAMMAD ALI BOULEVARD LOUISVILLE, KY 40203	NONE PC	MATCHING GIFT	375
NKU FOUNDATION NKU HIGHLAND HEIGHTS, KY 41099	NONE PC	GENERAL SUPPORT	10,000
MEREDITH DUNN LEARING CENTER 3023 MELBOURNE AVE LOUISVILLE, KY 40220	NONE PC	GOLFER'S CHALLENGE (\$4,640) AND GENERAL SUPPORT (\$10,000)	14,640

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP KENTUCKY FOUNDATION, INC 464 CHENAUT RD FRANKFORT, KY 40601	NONE PC		GENERAL SUPPORT	5,000
LOUISVILLE URBAN LEAGUE 1535 W BROADWAY LOUISVILLE, KY 40203	NONE PC		GENERAL SUPPORT	17,500
FUND FOR THE ARTS 623 W MAIN STREET LOUISVILLE, KY 40202	NONE PC		GENERAL SUPPORT	33,800
KENTUCKY MUSEUM OF CRAFT & ART 715 W MAIN STREET LOUISVILLE, KY 40202	NONE PC		GENERAL SUPPORT	55,000
LOUISVILLE ZOO PO BOX 37250 LOUISVILLE, KY 40233	NONE PC		GENERAL SUPPORT	5,000
HARBOR HOUSE 2231 LOWER HUNTERS TRACE LOUISVILLE, KY 40216	NONE PC		GENERAL SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PRESENTATION ACADEMY 861 S 4TH ST LOUISVILLE, KY 40203	NONE PC	GENERAL SUPPORT	30,000
AMERICAN RED CROSS 2025 E ST WASHINGTON, DC 20006	NONE PC	GENERAL SUPPORT	7,500
YMCA OF GREATER LOUISVILLE 545 S 2ND ST LOUISVILLE, KY 40202	NONE PC	GENERAL SUPPORT	6,500.
BOY SCOUTS OF AMERICA PO BOX 36273 LOUISVILLE, KY 40223	NONE PC	LINCOLN HERITAGE COUNCIL	10,000
SCHOOL CHOICE SCHOLARSHIPS 2200 DUNDEE ROAD SUITE B LOUISVILLE, KY 40205	NONE PC	GENERAL SUPPORT	10,000
BIG BROTHERS BIG SISTERS 1519 GARDINER LN # B LOUISVILLE, KY 40218	NONE PC	MENTORING PROGRAM	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KENTUCKY SCHOOL OF ART 845 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE PC		SCHOLARSHIPS	1,500
KENTUCKY HABITAT FOR HUMANITY 330 N HUBBARDS LANE #3 LOUISVILLE, KY 40207	NONE PC		GENERAL SUPPORT	6,000
METRO UNITED WAY PO BOX 4488 LOUISVILLE, KY 40204	NONE PC		GENERAL SUPPORT	50,000
NATIONAL COUNCIL OF JEWISH WOMEN INC 1250 BARDSTOWN ROAD LOUISVILLE, KY 40204	NONE PC		GENERAL SUPPORT	3,000
BOTANICA, INC PO BOX 5056 LOUISVILLE, KY 40255	NONE PC		GENERAL SUPPORT	1,000
EVERFI, INC 3299 K STREET N W 4TH FLOOR WASHINGTON, DC 20007	NONE NC		GENERAL SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
KENTUCKY TO THE WORLD PO BOX 6251 LOUISVILLE, KY 40206	NONE PC		GENERAL SUPPORT	25,000
NORTON HEALTHCARE FOUNDATION 234 EAST GRAY STREET SUITE 450 LOUISVILLE, KY 40202	NONE SO-DP		GENERAL SUPPORT	50,150
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE PC		GENERAL SUPPORT	22,510
YOUTH BUILD LOUISVILLE PO BOX 638 LOUISVILLE, KY 40201	NONE PC		GENERAL SUPPORT	5,000
THE BRAIN INJURY ALLIANCE OF KENTUCKY 7321 NEW LA GRANGE RD STE 100 LOUISVILLE, KY 40222	NONE PC		GENERAL SUPPORT	5,000
BAPTIST EAST FOUNDATION 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE SO-DP		GENERAL SUPPORT	75,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR WOMEN & FAMILIES P O BOX 2048 LOUISVILLE, KY 40203	NONE PC	GENERAL SUPPORT	2,550
BELLARWINE UNIVERSITY 2001 NEWBURG RD LOUISVILLE, KY 40205	NONE GOV	MATCHING GIFT	25
DARE TO CARE FOOD BANK P O BOX 35458 LOUISVILLE, KY 40232	NONE PC	MATCHING GIFT	50
LOUISVILLE PUBLIC MEDIA 619 SOUTH 4TH STREET LOUISVILLE, KY 40202	NONE PC	MATCHING GIFT	170
ST FRANCIS SCHOOL 11000 W HIGHWAY 42 GOSHEN, KY 40026	NONE PC	MATCHING GIFT	500
AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD ST ALEXANDRIA, VA 22311	NONE PC	MATCHING GIFT	1,830

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACTIVE HEROS 5809 BARDSTOWN ROAD LOUISVILLE, KY 40291	NONE PC	MATCHING GIFT	100
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	NONE PC	MATCHING GIFT	100
BALLARD HIGH SCHOOL CHORAL PROGRAM 6000 BROWNSBORO RD LOUISVILLE, KY 40222	NONE PC	MATCHING GIFT	200
BROADBENT WILDLIFE SANCTUARY P O BOX 387 IRVINGTON, KY 40146	NONE PC	MATCHING GIFT	250
GREEN RIVER AREA COMMUNITY FOUNDATION 325 W MAIN STREET SUITE 1110 LOUISVILLE, KY 40202	NONE PC	MATCHING GIFT	500
HOLY TRINITY PARISH SCHOOL 423 CHERRYWOOD ROAD LOUISVILLE, KY 40207	NONE NC	MATCHING GIFT	25

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE PC	MATCHING GIFT	260
KENTUCKY CENTER FOR SPECIAL CHILDREN SERVICES 13101 EASTPOINT PARK BLVD LOUISVILLE, KY 40223	NONE PC	MATCHING GIFT	50
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS, NY 10605	NONE PC	MATCHING GIFT	50
MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS, NY 10605	NONE PC	MATCHING GIFT	100
SPECIAL OLYMPICS KENTUCKY 105 LAKEVIEW COURT FRANKFORT, KY 40601	NONE PC	MATCHING GIFT	30
YOUNGER WOMEN'S CLUB 1320 S 4TH ST LOUISVILLE, KY 40208	NONE PC	MATCHING GIFT	50

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY FOR THE PREVENTION OF CRUELTY OF ANIMALS 9099 130TH AVENUE NORTH LARGO, FL 33773	NONE PC	MATCHING GIFT	500
ELK RUN GOLF CLUB 1820 JEFF-CHARLESTOWN PIKE JEFFERSONVILLE, IN 47130	NONE PC	GENERAL SUPPORT	1,000
TOTAL CONTRIBUTIONS PAID			675,740

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 12RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAPTIST EAST FOUNDATION 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE SO I	GENERAL SUPPORT	200,000
UNIVERSITY OF LOUISILLE CONTROLLERS OFFICE LOUISVILLE, KY 40292	NONE GOV	GENERAL SUPPORT	100,000
CASA OF THE RIVER REGION 972 EASTERN PARKWAY LOUISVILLE, KY 40217	NONE PC	GENERAL SUPPORT	2,000
ST FRANCIS DESALES HIGH SCHOOL 4212 KARL ROAD COLUMBUS, OH 43224	NONE PC	GENERAL SUPPORT	2,500
KENTUCKY MUSEUM OF CRAFT & ART 715 W MAIN STREET LOUISVILLE, KY 40202	NONE PC	GENERAL SUPPORT	10,000
LOUISVILLE ZOO PO BOX 37250 LOUISVILLE, KY 40233	NONE PC	GENERAL SUPPORT	10,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
MEREDITH DUNN LEARNING CENTER 3023 MELBOURNE AVE LOUISVILLE, KY 40220	NONE	PC	CAPITAL CAMPAIGN	20,000
BOY SCOUTS OF AMERICA PO BOX 36273 LOUISVILLE, KY 40223	NONE	PC	LINCOLN HERITAGE COUNCIL	20,000
AMERICANA COMMUNITY CENTER, INC 4801 SOUTHSIDE DRIVE LOUISVILLE, KY 40241	NONE	PC	GENERAL SUPPORT	10,000
UNIVERSITY OF KENTUCKY UNIVERSITY OF KENTUCKY LEXINGTON, KY 40506	NONE	GOV	VETTRANS RESOURCE CENTER	189,000
PRESENTATION ACADAMY 861 S 4TH ST LOUISVILLE, KY 40203	NONE	PC	GENERAL SUPPORT	15,000
NORTON HEALTHCARE FOUNDATION 234 EAST GRAY STREET SUITE 450 LOUISVILLE, KY 40202	NONE	PC	GENERAL SUPPORT	50,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KENTUCKY TO THE WORLD PO BOX 6251 LOUISVILLE, KY 40206	NONE PC	GENERAL SUPPORT	25,000
TOTAL CONTRIBUTIONS APPROVED			<u>653,500</u>