



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



Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation Capricorn Foundation Charitable Tru c/o Allen Steinbock		A Employer identification number 31-1096396
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 17183	Room/suite	B Telephone number (see instructions) 502-637-1451
City or town, state or province, country, and ZIP or foreign postal code Louisville KY 40217		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,754,842	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	4	4	4	
4 Dividends and interest from securities	24,030	24,030	24,030	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	174,924			
b Gross sales price for all assets on line 6a 1,203,773				
7 Capital gain net income (from Part IV, line 2)		174,924		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	198,958	198,958	24,034	
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)	3,136	3,136		
c Other professional fees (attach schedule)	20,234	14,164	6,070	
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 3	1,102	771	331	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) Stmt 4	593			
24 Total operating and administrative expenses. Add lines 13 through 23	25,065	18,071	6,401	0
25 Contributions, gifts, grants paid	182,176			182,176
26 Total expenses and disbursements. Add lines 24 and 25	207,241	18,071	6,401	182,176
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-8,283			
b Net investment income (if negative, enter -0-)		180,887		
c Adjusted net income (if negative, enter -0-)			17,633	

For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2016)

DAA

SCANNED OCT 08 2017

3

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			71,614	22,340	22,340
	2 Savings and temporary cash investments			5,208	24,819	24,819
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (att schedule) ▶ Less: allowance for doubtful accounts ▶	0				
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments – U S and state government obligations (attach schedule)					
	b Investments – corporate stock (attach schedule)					
	c Investments – corporate bonds (attach schedule)					
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	12 Investments – mortgage loans					
	13 Investments – other (attach schedule) See Statement 5			1,452,634	1,474,014	1,707,683
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			1,529,456	1,521,173	1,754,842
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			943,689	943,689	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			585,767	577,484	
	30 Total net assets or fund balances (see instructions)			1,529,456	1,521,173	
	31 Total liabilities and net assets/fund balances (see instructions)			1,529,456	1,521,173	

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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	1	1,529,456
	2	-8,283
	3	
	4	1,521,173
	5	
	6	1,521,173

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached	P		
b See attached	P		
c American Funds New Perspect A			
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 610,721		713,365	-102,644
b 581,595		315,484	266,111
c 11,457			11,457
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			-102,644
b			266,111
c			11,457
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	174,924
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	116,350	2,044,563	0.056907
2014	128,683	2,033,743	0.063274
2013	101,100	1,807,011	0.055949
2012	67,600	1,550,485	0.043599
2011	78,100	1,565,872	0.049876

2 Total of line 1, column (d)	2	0.269605
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	0.053921
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,807,133
5 Multiply line 4 by line 3	5	97,442
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,809
7 Add lines 5 and 6	7	99,251
8 Enter qualifying distributions from Part XII, line 4	8	182,176

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,809
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,809
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	1,809
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,990
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	1,990
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	181
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 181 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► Allen F. Steinbock, Trustee Telephone no ► 502-584-9793 943 South First Street		
Located at ► Louisville KY ZIP+4 ► 40203		
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 ►	16	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?	<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? (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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	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 ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	N/A	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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Allen F. Steinbock 1700 Cherokee Road Louisville KY 40205	Trustee 0.00	0	0	0
David J. Steinbock 2332 Brookside Drive Louisville KY 40205	Trustee 0.00	0	0	0
E. Andrew Steinbock, III	Trustee 0.00	0	0	0

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,772,662
b	Average of monthly cash balances	1b	61,991
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,834,653
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,834,653
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	27,520
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,807,133
6	Minimum investment return. Enter 5% of line 5	6	90,357

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	90,357
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,809
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,809
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,548
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	88,548
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	88,548

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	182,176
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	182,176
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	1,809
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	180,367

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				88,548
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	121			
b From 2012				
c From 2013	15,690			
d From 2014	32,266			
e From 2015	15,422			
f Total of lines 3a through e	63,499			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 182,176				
a Applied to 2015, but not more than line 2a				
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				88,548
e Remaining amount distributed out of corpus	93,628			
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:	157,127			
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				0
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)	121			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	157,006			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	15,690			
c Excess from 2014	32,266			
d Excess from 2015	15,422			
e Excess from 2016	93,628			

Form **990-PF** (2016)

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 See att sch of contributions for the yr ending 12/31/16		501(c)(3)		182,176
Total			▶ 3a	182,176
b Approved for future payment N/A				
Total			▶ 3b	

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	
4	Dividends and interest from securities			14	24,030	
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	174,924	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		198,958	0
13	Total. Add line 12, columns (b), (d), and (e)				13	198,958

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

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

[illegible]

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

- 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]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Barbara Lasky

Barbara Lasky

08/25/17

Firm's name ▶ **Baldwin CPAs, PLLC**

PTIN	P00015280
------	-----------

Firm's address ▶ **943 S 1st Street**
Louisville, KY 40203

Firm's EIN ▶ **20-1416603**

Phone no **502-584-9793**

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 3,136	\$ 3,136	\$	\$
Total	\$ 3,136	\$ 3,136	0	0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Other Professional Fees	\$ 20,234	\$ 14,164	\$ 6,070	\$
Total	\$ 20,234	\$ 14,164	\$ 6,070	0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes	\$ 1,102	\$ 771	\$ 331	\$
Total	\$ 1,102	\$ 771	\$ 331	0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses		\$	\$	\$
Bank service charges	43			
Dues, memberships, publicatio	550			
Total	\$ 593	\$ 0	\$ 0	\$ 0

Federal Statements

8/25/2017 3:19 PM

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached schedule	\$ 1,452,634	\$ 1,474,014	Cost	\$ 1,707,683
Total	\$ 1,452,634	\$ 1,474,014		\$ 1,707,683

Federal Statements**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

See attached.

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

None

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

None

Capricorn Foundation Charitable Trust
Statement of Assets, Liabilities, and Net Assets - Cash Basis
December 31, 2016

Assets

Cash

Cash	\$ 47,159
------	-----------

Total Current Assets	<u>47,159</u>
----------------------	---------------

Investments, at cost

New Perspective Fund	282,240
Rite Aid Corp	24,970
Apple Computer Inc.	1,055
Dow Chemical Co	56,272
Felcor Lodging Trust	163,270
Rogers Communications	9,190
Hartford Financial Services	100,294
PPL Corporation	2,977
Huntsman Corp	37,880
Kindred Healthcare Inc.	69,169
Walgreen Company	2,064
T J X Cos Inc.	2,106
McKesson Corp	2,569
Gilead Sciences Inc	3,331
Lions Gate CL A	49,000
Lions Gate CL B	46,772
Diageo PLC	1,885
Halliburton Co.	3,820
Google Inc.	2,332
Aethlon Med Inc.	493,122
Facebook Inc.	2,119
Genesis Healthcare Inc.	114,390
Lowes Companies Inc	3,187
Total Investments	<u>1,474,014</u>

Total Assets	<u>\$ 1,521,173</u>
--------------	---------------------

Liabilities and Net Assets

Net Assets

Unrestricted Net Assets	\$ 1,521,173
-------------------------	--------------

Total Net Assets	<u>1,521,173</u>
------------------	------------------

Total Liabilities and Net Assets	<u>\$ 1,521,173</u>
----------------------------------	---------------------

Capricorn Foundation Charitable Trust
Schedule of Charitable Disbursements- Cash Basis
For the Quarter Ended December 31, 2016

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Twelve Months Ended December 31, 2016
Charitable Disbursements	\$	\$	\$	\$	\$
Bluegrass Center For Autism	-	-	-	1,000	1,000
Boy Scouts of America	-	-	-	53,500	53,500
Boys & Girls Club of Kentuckiana	-	-	-	1,000	1,000
Dare to Care	-	-	3,000	-	3,000
Dental Foundation Of NC	6,000	-	-	-	6,000
Dental Trade Alliance Foundation	-	-	-	4,000	4,000
East Carolina University	-	-	-	12,500	12,500
Falls of the Ohio	-	-	-	500	500
Family & Childrens Place	-	-	-	1,000	1,000
Filson Club Historical Socy	10,000	-	-	-	10,000
Fdn For Dental Laboratory Technology	-	-	-	4,000	4,000
Fund for the Arts	-	-	-	4,000	4,000
Green Hill Therapy	-	-	-	2,000	2,000
Healing Place	-	-	-	2,000	2,000
Hildgard House	-	-	-	500	500
Holy Spirit Church	-	-	-	500	500
Holy Trintiy Church	-	-	-	500	500
IU-PUI School of Dentistry	-	-	-	2,000	2,000
Jimmy V Foundation	-	-	-	500	500
Junior Achievement	-	-	3,000	-	3,000
Library Foundation	-	-	-	5,000	5,000
Light House Promise, Inc	-	-	2,000	-	2,000
Metro United Way	20,276	-	-	-	20,276
Nature Conservancy	-	-	-	10,000	10,000
New Direction Housing Corp	-	1,000	-	10,000	11,000
Oral Health America	-	-	-	4,000	4,000
Parkland of Floyds Fork	-	-	-	1,000	1,000

See accountants' compilation report.

Capricorn Foundation Charitable Trust
Schedule of Charitable Disbursements- Cash Basis
For the Quarter Ended December 31, 2016

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Twelve Months Ended December 31, 2016
Planned Parenthood of IN/KY	-	-	1,600	-	1,600
Speed Art Museum	-	-	-	5,000	5,000
St. Francis of Assisi Church	-	-	-	500	500
St Xavier High School	-	-	-	1,000	1,000
Trees Louisville	-	-	-	2,000	2,000
The Pankey Institute	-	-	1,800	-	1,800
United Way of Larimer County	-	-	-	2,000	2,000
University Of Louisville	-	-	500	-	500
U of L School of Dentistry	-	-	-	3,000	3,000
Total Charitable Disbursements	\$ 36,276	\$ 1,000	\$ 11,900	\$ 133,000	\$ 182,176

See accountants' compilation report.

Capricorn Foundation
FEIN: 31-1096396
Schedule of Gain/Loss From Sale
2016

Trade Date	Purchase Date	Shrs/Company	Term	Proceeds	Basis	Gain (Loss)	Brokerage
1/12/2016	7/1/2014	15 shrs Diageo PC	S	1,572.42	1,885.73	(313.31)	Wells Fargo
2/1/2016	12/1/2014	500 shrs Davita Inc com	S	33,289.98	40,064.28	(6,774.30)	Fidelity
2/9/2016	12/1/2014	500 shrs Davita Inc com	S	32,653.19	40,025.00	(7,371.81)	Fidelity
2/17/2016	Various	1,000 shrs Versign Inc	L	72,654.72	38,105.34	34,549.38	Fidelity
2/19/2016	Various	3,000 shrs Community Health Sys Inc New	S	39,302.11	79,096.62	(39,794.51)	Fidelity
2/24/2016	Various	2,000 Shrs Community Health Sys Inc New	S	29,127.70	56,049.74	(26,922.04)	Fidelity
4/15/2016	9/23/2014	10,000 Shrs Rite Aid Corp Com	L	80,398.24	48,749.40	31,648.84	Fidelity
5/5/2016	9/23/2014	5,000 Shrs Rite Aid Corp Com	L	40,156.17	24,969.05	15,187.12	Fidelity
5/19/2016	Various	2,000 Shrs Revlon Inc	L	64,295.19	25,163.74	39,131.45	Fidelity
5/20/2016	Spin Off	1,000 Shrs Quorum Health Corp Com	S	11,018.28	12,794.46	(1,776.18)	Fidelity
5/26/2016	Various	1,000 Shrs Yahoo Inc	S	36,879.19	29,003.67	7,875.52	Fidelity
5/27/2016	4/15/2016	1,000 Shrs Community Health Sys Inc New	S	12,350.04	15,396.39	(3,046.35)	Fidelity
6/3/2016	Various	1,000 shrs Yahoo Inc	S	37,782.27	31,226.31	6,555.96	Fidelity
6/16/2016	2/24/2016	1,000 Shrs Raymond James Financial Inc Com	S	53,182.03	43,885.90	9,296.13	Fidelity
7/18/2016	Various	1,000 Shrs Hartford Finl Svcs	L	43,440.21	19,252.29	24,187.92	Fidelity
7/19/2016	Various	1,000 Shrs Revlon Inc	L	33,496.56	13,806.59	19,689.97	Fidelity
7/25/2016	Various	2,000 Shrs Revlon Inc	L	66,993.17	42,816.94	24,176.23	Fidelity
8/2/2016	Various	3,000 Shrs Kindred Healthcare	S	35,951.60	35,403.48	548.12	Fidelity
8/16/2016	Various	5,000 Shrs Community Health Sys Inc	S	54,841.45	54,841.45	-	Fidelity
9/14/2016	Various	2,000 Shrs Versign Inc	L	150,536.71	87,437.48	63,099.23	Fidelity
10/3/2016	11/25/2011	20 Shrs Apple	L	2,266.00	1,055.53	1,210.47	Schwab
10/3/2016	9/2/2014	100 shrs Kinder Morgan	L	2,190.00	3,998.95	(1,808.95)	Schwab
10/13/2016	Various	3,000 Shrs Yahoo	S	130,157.26	111,800.00	18,357.26	Fidelity
12/6/2016	Various	685 875 shrs New Perspective	L	25,000.00	10,128.73	14,871.27	Wells Fargo
12/6/2016	6/2/2015	12 Shares Talen Energy	L	168.00	-	168.00	Schwab
12/9/2016	Various	5,000 Shrs Carlyle Group L P	S	74,498.37	78,345.50	(3,847.13)	Fidelity
12/9/2016	Various	5,000 Shrs Community Health Sys Inc New	S	28,114.88	83,546.42	(55,431.54)	Fidelity
12/24/2016	Capital Gain	New Perspective FD A (Capital Gain)	L	11,456.76	-	11,456.76	Wells Fargo
Short Term				1,203,772.50	1,028,848.99	174,923.51	
Long Term				610,720.77	713,364.95	(102,644.18)	
Net Gain/(Loss)				593,051.73	315,484.04	277,567.69	
Fidelity Totals				1,161,119.32	1,011,780.05	149,339.27	
Schwab Totals				4,624.00	5,054.48	(430.48)	
Wells Fargo				38,029.18	12,014.46	26,014.72	
Net Gain/(Loss)				1,203,772.50	1,028,848.99	174,923.51	

NOTE Spin off from Community Health Sys Inc