



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



EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

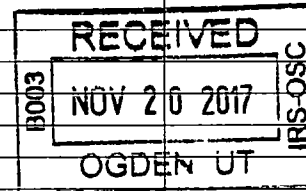
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE NORTON FOUNDATION, INC.		A Employer identification number 61-6024040	
Number and street (or P O box number if mail is not delivered to street address) 333 EAST MAIN STREET		B Telephone number (502) 893-9549	
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		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) \$ 12,345,011.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		274,600.	274,600.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		39,455.			
b Gross sales price for all assets on line 6a 2,952,346.					
7 Capital gain net income (from Part IV, line 2)			39,455.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-93,781.	-95,391.		STATEMENT 2
12 Total. Add lines 1 through 11		220,274.	218,664.		
13 Compensation of officers, directors, trustees, etc		74,051.	0.		74,051.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		9,520.	4,760.		4,760.
b Accounting fees STMT 4		7,842.	3,921.		3,921.
c Other professional fees STMT 5		102,434.	90,191.		12,243.
17 Interest					
18 Taxes STMT 6		15,190.	5,628.		5,206.
19 Depreciation and depletion		2,792.	0.		
20 Occupancy		13,285.	6,642.		6,642.
21 Travel, conferences, and meetings		8,522.	0.		8,522.
22 Printing and publications					
23 Other expenses STMT 7		21,362.	12,769.		5,567.
24 Total operating and administrative expenses. Add lines 13 through 23		254,998.	123,911.		120,912.
25 Contributions, gifts, grants paid		625,510.			625,510.
26 Total expenses and disbursements. Add lines 24 and 25		880,508.	123,911.		746,422.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-660,234.			
b Net investment income (if negative, enter -0-)			94,753.		
c Adjusted net income (if negative, enter -0-)				N/A	



7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		320,137.	183,751.	183,751.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		444,853.	437,154.	431,399.
	b	Investments - corporate stock STMT 9		7,070,484.	6,471,996.	8,444,283.
	c	Investments - corporate bonds STMT 10		1,187,874.	911,287.	886,988.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11		1,975,831.	2,357,359.	2,396,253.
	14	Land, buildings, and equipment: basis ▶ 84,166.				
		Less: accumulated depreciation STMT 12 ▶ 81,829.		5,129.	2,337.	2,337.
	15	Other assets (describe ▶ PREPAID EXPENSES)		1,603.	0.	0.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,005,911.	10,363,884.	12,345,011.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		11,005,911.	10,363,884.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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		11,005,911.	10,363,884.	
	31	Total liabilities and net assets/fund balances		11,005,911.	10,363,884.	

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	11,005,911.
2	Enter amount from Part I, line 27a	2	-660,234.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	18,207.
4	Add lines 1, 2, and 3	4	10,363,884.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,363,884.

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	PUBLICLY TRADED SECURITY			
b	PUBLICLY TRADED SECURITY			
c	PUBLICLY TRADED SECURITY			
d	CAPITAL GAINS FROM PASSTHROUGH	P		
e	CAPITAL GAINS FROM PASSTHROUGH	P		

	(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	411,951.		483,558.	-71,607.
b	2,415,520.		2,305,056.	110,464.
c	121,679.		120,671.	1,008.
d			3,606.	-3,606.
e	3,196.			3,196.

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				-71,607.
b				110,464.
c				1,008.
d				-3,606.
e				3,196.

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	39,455.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	720,213.	11,372,040.	.063332
2014	783,024.	12,627,527.	.062009
2013	693,441.	12,010,960.	.057734
2012	763,588.	11,277,353.	.067710
2011	854,436.	12,333,076.	.069280

2	Total of line 1, column (d)	2	.320065
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	.064013
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	12,079,838.
5	Multiply line 4 by line 3	5	773,267.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	948.
7	Add lines 5 and 6	7	774,215.
8	Enter qualifying distributions from Part XII, line 4	8	746,422.

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)		1	1,895.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,895.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,895.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	9,630.	
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	9,630.	
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	7,735.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>KY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► THE ORGANIZATION Telephone no. ► (502) 893-9549 Located at ► 333 E. MAIN STREET, STE 400, LOUISVILLE, KY ZIP+4 ► 40202		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANE NORTON NEWTON 333 E. MAIN ST., STE 400 LOUISVILLE, KY 40202	PRESIDENT 0.10	0.	0.	0.
MEREDITH ERICKSON 333 E. MAIN ST., STE 400 LOUISVILLE, KY 40202	EXECUTIVE DIRECTOR 40.00	74,051.	0.	0.
MAGGIE BARRETT KEITH 333 E. MAIN ST., STE 400 LOUISVILLE, KY 40202	VICE PRESIDENT 0.10	0.	0.	0.
S. BRANDON COAN 333 E. MAIN ST., STE 400 LOUISVILLE, KY 40202	DIRECTOR 0.10	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,817,545.
b	Average of monthly cash balances	1b	443,913.
c	Fair market value of all other assets	1c	2,337.
d	Total (add lines 1a, b, and c)	1d	12,263,795.
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	12,263,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	183,957.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,079,838.
6	Minimum investment return. Enter 5% of line 5	6	603,992.

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	603,992.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,895.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	92.
c	Add lines 2a and 2b	2c	1,987.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	602,005.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	602,005.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	602,005.

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	746,422.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	746,422.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	746,422.

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				602,005.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	243,180.			
b From 2012	211,830.			
c From 2013	100,553.			
d From 2014	179,540.			
e From 2015	161,241.			
f Total of lines 3a through e	896,344.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	746,422.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount	144,417.			602,005.
e Remaining amount distributed out of corpus	0.			0.
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:	1,040,761.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	243,180.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	797,581.			
10 Analysis of line 9:				
a Excess from 2012	211,830.			
b Excess from 2013	100,553.			
c Excess from 2014	179,540.			
d Excess from 2015	161,241.			
e Excess from 2016	144,417.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACTORS THEATRE OF LOUISIVLLE 316 W MAIN ST. LOUISVILLE, KY 40202		EXEMPT	ARTS EDUCATION	6,000.
AMERICAN FARMLAND TRUST 1150 CONNECTICUT AVE NW SUITE 600 WASHINGTON, DC 20036		EXEMPT	GENERAL OPERATIONS	5,000.
AMERICANA COMMUNITY CENTER 4801 SOUTHSIDE DR LOUISVILLE, KY 40214		EXEMPT	ARTS EDUCATION AND GENERAL OPERATING	25,000.
BOYS AND GIRLS CLUBS OF KENTUCKIANA 3900 CRITTENDEN DR LOUISVILLE, KY 40209		EXEMPT	ARTS EDUCATION	15,000.
CABBAGE PATCH SETTLEMENT HOUSE 1413 S. SIXTH ST LOUISVILLE, KY 40208		EXEMPT	FOOD EDUCATION	7,000.
Total	SEE CONTINUATION SHEET(S)			625,510.
b Approved for future payment				
NONE				
Total				0.

▶

3b

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATHOLIC CHARITIES OF LOUISVILLE 2911 S. FOURTH ST. LOUISVILLE, KY 40208		EXEMPT	FOOD EDUCATION	20,000.
DARE TO CARE FOOD BANK 5803 FERN VALLEY ROAD LOUISVILLE, KY 40228		EXEMPT	FOOD EDUCATION AND GENERAL OPERATING	35,000.
FAMILY SCHOLAR HOUSE 403 REG SMITH CIRCLE LOUISVILLE, KY 40208		EXEMPT	EDUCATION	10,000.
FOOD LITERACY PROJECT AT OXMOOR FARM 9001 LIMEHOUSE LIN LOUISVILLE, KY 40222		EXEMPT	FOOD EDUCATION	20,000.
HEUSER HEARING & LANGUAGE ACADEMY 111 E. KENTUCKY ST LOUISVILLE, KY 40203		EXEMPT	ARTS EDUCATION	15,000.
HOME OF THE INNOCENTS 1100 E MARKET ST LOUISVILLE, KY 40206		EXEMPT	ARTS EDUCATION	10,000.
JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION 3332 NEWBURG RD LOUISVILLE, KY 40218		EXEMPT	EDUCATION	2,535.
KENTUCKY COLLEGE OF ART & DESIGN 845 S. THIRD ST LOUISVILLE, KY 40203		EXEMPT	EDUCATION	15,000.
KENTUCKY SCIENCE CENTER 727 W. MAIN ST LOUISVILLE, KY 40202		EXEMPT	EDUCATION	25,000.
LOOKING FOR LILITH 312 CRESCENT CT. LOUISVILLE, KY 40206		EXEMPT	ARTS EDUCATION	11,000.
Total from continuation sheets				567,510.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOUISVILLE BALLET 315 E MAIN ST. LOUISVILLE, KY 40202		EXEMPT	ARTS EDUCATION	5,000.
LOUISVILLE CENTRAL COMMUNITY CENTERS 1300 W. MUHAMMAD ALI BLVD LOUISVILLE, KY 40203		EXEMPT	ARTS EDUCATION	25,000.
LOUISVILLE GROWS 1641 PORTLAND AVE LOUISVILLE, KY 40203		EXEMPT	FOOD EDUCATION	10,000.
LOUISVILLE LEOPARD PERCUSSIONISTS P.O.BOX 3291 LOUISVILLE, KY 40201		EXEMPT	GENERAL OPERATIONS	10,000.
LOUISVILLE PUBLIC MEDIA 619 S. FOURTH ST. LOUISVILLE, KY 40202		EXEMPT	EDUCATION	25,000.
LOUISVILLE VISUAL ART ASSOCIATION 1538 LYTTLE ST LOUISVILLE, KY 40203		EXEMPT	ARTS EDUCATION	10,000.
MEREDITH DUNN SCHOOL 3023 MELBOURNE AVE LOUISVILLE, KY 40220		EXEMPT	ARTS EDUCATION	20,000.
NEIGHBORHOOD HOUSE 201 N. 25TH ST. LOUISVILLE, KY 40212		EXEMPT	ARTS EDUCATION	14,875.
NEW ROOTS 1800 PORTLAND AVE LOUISVILLE, KY 40203		EXEMPT	GENERAL OPERATIONS	25,000.
RIVER CITY DRUM CORP 3308 CHAUNCEY AVE LOUISVILLE, KY 40211		EXEMPT	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHAKESPEARE BEHIND BARS P.O. BOX 33293 LOUISVILLE, KY 40213		EXEMPT	ARTS EDUCATION	10,000.
STAGE ONE FAMILY THEATRE 315 W MARKET STREET STE 2S LOUISVILLE, KY 40202		EXEMPT	ARTS EDUCATION	20,000.
THE KENTUCKY CENTER FOR PERFORMING ARTS 501 W. MAIN ST LOUISVILLE, KY 40202		EXEMPT	ARTS EDUCATION	25,000.
THE LINCOLN FOUNDATION 200 W. BROADWAY, SUITE 500 LOUISVILLE, KY 40202		EXEMPT	ARTS EDUCATION	5,000.
THE LITTLE LOOMHOUSE P.O. BOX 9124 LOUISVILLE, KY 40214		EXEMPT	ARTS EDUCATION	10,000.
THE PORTLAND AVENUE COMMUNITY TRUST 3128 PORTLAND AVE. LOUISVILLE, KY 40212		EXEMPT	ARTS EDUCATION	9,100.
THE UNIVERSITY OF VIRGINIA P.O. BOX 400220 CHARLOTTESVILLE, VA 22904		EXEMPT	EDUCATION	25,000.
WALDORF SCHOOL OF LOUISVILLE 8005 NEW LAGRANGE LOUISVILLE, KY 40222		EXEMPT	EDUCATION	45,000.
WEST END SCHOOL 3628 VIRGINIA AVE LOUISVILLE, KY 40211		EXEMPT	EDUCATION	75,000.
WILDERNESS LOUISVILLE P.O. BOX 456 FAIRDALE, KY 40118		EXEMPT	ENVIRONMENTAL EDUCATION	15,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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.

Signature of officer or trustee

11/13/17
Date

**EXECUTIVE
DIRECTOR**

Title

May the IRS discuss this return with the preparer shown below (see instr)?

<input checked="checked" type="checkbox"/> Yes	<input type="checkbox"/> No
--	-----------------------------

**Paid
Preparer
Use Only**

Print/Type preparer's name

VICTORIA BUSTER,
CPA

Preparer's signature

Victoria O'Brien

Date

11-13-17

Check ☐
self-employed

PTIN	
------	--

P00024054

Firm's name ► MOUNTJOY CHILTON MEDLEY LLP

Firm's EIN ► 27-1235638

Firm's address ► 462 S. FOURTH ST., SUITE 2600
LOUISVILLE, KY 40202-3445

Phone no. (502) 749-1900

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TRUST INVESTMENTS	274,600.	0.	274,600.	274,600.	
TO PART I, LINE 4	274,600.	0.	274,600.	274,600.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM BLACKSTONE	3,402.	3,402.	
INCOME FROM ARJUNA	1,499.	1,499.	
HIGHWATER GLOBAL FUND K-1	-102,440.	-102,440.	
INCOME FROM TRILINC	62.	62.	
MISCELLANEOUS INCOME	2,086.	2,086.	
PARTNERSHIP UBI	1,610.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-93,781.	-95,391.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	9,520.	4,760.		4,760.
TO FM 990-PF, PG 1, LN 16A	9,520.	4,760.		4,760.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	7,842.	3,921.		3,921.	
TO FORM 990-PF, PG 1, LN 16B	7,842.	3,921.		3,921.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	90,191.	90,191.		0.	
WEBSITE AND BRANDING	12,243.	0.		12,243.	
TO FORM 990-PF, PG 1, LN 16C	102,434.	90,191.		12,243.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	5,206.	0.		5,206.	
FOREIGN TAX EXPENSE	5,628.	5,628.		0.	
TAXES - OTHER	4,356.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	15,190.	5,628.		5,206.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUPPLIES AND POSTAGE	2,144.	1,072.		1,072.	
DUES AND SUBSCRIPTIONS	4,647.	2,324.		2,324.	
INSURANCE	4,343.	2,171.		2,171.	
MISCELLANEOUS	10,228.	7,202.		0.	
TO FORM 990-PF, PG 1, LN 23	21,362.	12,769.		5,567.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MUNICIPAL BONDS		X	233,760.	230,944.	
TREASURIES	X		203,394.	200,455.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			203,394.	200,455.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			233,760.	230,944.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			437,154.	431,399.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			6,471,996.	8,444,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B			6,471,996.	8,444,283.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	911,287.	886,988.
TOTAL TO FORM 990-PF, PART II, LINE 10C	911,287.	886,988.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICALLY TRADED PARTNERSHIPS	COST	1,731,708.	1,753,126.
PRIVATE EQUITY	COST	175,651.	175,651.
PASSIVE FOREIGN INVESTMENT COMPANIES	COST	450,000.	467,476.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,357,359.	2,396,253.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	71,643.	70,542.	1,101.
LEASEHOLD IMPROVEMENTS	6,164.	6,164.	0.
SOFTWARE	6,359.	5,123.	1,236.
TOTAL TO FM 990-PF, PART II, LN 14	84,166.	81,829.	2,337.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MEREDITH ERICKSON
333 EAST MAIN STREET, SUITE 400
LOUISVILLE, KY 40202

TELEPHONE NUMBER

502-893-9549

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION MUST INCLUDE AN OUTLINE OF THE PROJECT, A BUDGET OF ALL INCOME & EXPENSES AND A COPY OF THE IRS DETERMINATION LETTER VERIFYING THE ORGANIZATION'S EXEMPT STATUS. THE APPLICATIONS ARE FILED IN TRIPLICATE AND ARE MAINTAINED BY THE FOUNDATION'S EXECUTIVE DIRECTOR.

ANY SUBMISSION DEADLINES

QUARTERLY

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS ARE MADE TO INDIVIDUALS OR PRIVATE FOUNDATIONS. LOCAL CHARITABLE NEEDS ARE GIVEN FIRST PRIORITY.