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Return of Private Foundation

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

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2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation WILLIAM E. BARTH FOUNDATION		A Employer identification number 62-1328750
Number and street (or P O box number if mail is not delivered to street address) 325 W. MAIN STREET	Room/suite 2000	B Telephone number 502-584-1108
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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,514,563.	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))		(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	0.		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	11.	11.		STATEMENT 1
4	Dividends and interest from securities	26,041.	26,041.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-67,064.			
b	Gross sales price for all assets on line 6a	839,273.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	846.	0.		STATEMENT 3
12	Total. Add lines 1 through 11	40,166.	26,052.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	53,578.	53,578.		0.
b	Accounting fees	2,130.	2,130.		0.
c	Other professional fees	22,414.	22,414.		0.
17	Interest				
18	Taxes	8,964.	724.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	1,529.	1,529.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	88,615.	80,375.		0.
25	Contributions, gifts, grants paid	122,800.			122,800.
26	Total expenses and disbursements. Add lines 24 and 25	211,415.	80,375.		122,800.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-251,581.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	10,933.	55,358.	55,358.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	1,119,935.	796,875.	1,459,205.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,130,868.	852,233.	1,514,563.	
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			
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,130,868.	852,233.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	1,130,868.	852,233.		
31 Total liabilities and net assets/fund balances	1,130,868.	852,233.		

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	1,130,868.
2 Enter amount from Part I, line 27a	2	-251,581.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	879,287.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	27,054.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	852,233.

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 SECURITIES - SHORT TERM			
b	PUBLICLY TRADED SECURITIES - LONG TERM			
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	606,667.		747,746.	-141,079.
b	232,606.		158,591.	74,015.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-141,079.
b			74,015.
c			
d			
e			

2	Capital gain net income or (net capital loss) <small>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</small>	2	-67,064.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): <small>If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8</small>	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	149,500.	1,673,117.	.089354
2014	163,000.	1,859,107.	.087677
2013	169,200.	1,870,394.	.090462
2012	122,000.	1,684,585.	.072421
2011	193,100.	1,775,454.	.108761

2	Total of line 1, column (d)	2	.448675
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	.089735
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,460,064.
5	Multiply line 4 by line 3	5	131,019.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	131,019.
8	Enter qualifying distributions from Part XII, line 4	8	122,800.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,502.	
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	5,502.	
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	5,502.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 1,000. Refunded <input type="checkbox"/>	11	4,502.	

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?	N/A	
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) <input type="checkbox"/> <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 ► <u>WWW.DODDATTORNEYS.COM/CM/CUSTOM/WILLIAM-E-B</u>	13	X	
14 The books are in care of ► <u>ALLEN P. DODD, III</u> Telephone no. ► <u>502-584-1108</u> Located at ► <u>325 W. MAIN ST., STE 2000, LOUISVILLE, KY</u> ZIP+4 ► <u>40202</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	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? <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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 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? Yes No N/A

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
ALLEN P. DODD, III 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	PRESIDENT 5.00	0.	0.	0.
ALLEN MCKEE DODD 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	TREASURER 1.00	0.	0.	0.
ELIZABETH DODD LOCOCO 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	SECRETARY 5.00	0.	0.	0.
MARY S. SACHS 325 W. MAIN ST. STE 2000 LOUISVILLE, KY 40202	DIRECTOR 1.00	0.	0.	0.

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

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

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

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	1,387,720.
b	Average of monthly cash balances	1b	94,578.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,482,298.
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	1,482,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,234.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,460,064.
6	Minimum investment return. Enter 5% of line 5	6	73,003.

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	73,003.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,003.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	73,003.
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	73,003.

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	122,800.
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	122,800.
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	122,800.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				73,003.
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	104,327.			
b From 2012	39,909.			
c From 2013	80,016.			
d From 2014	70,880.			
e From 2015	71,322.			
f Total of lines 3a through e	366,454.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	122,800.			
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				73,003.
e Remaining amount distributed out of corpus	49,797.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	416,251.			
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	104,327.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	311,924.			
10 Analysis of line 9:				
a Excess from 2012	39,909.			
b Excess from 2013	80,016.			
c Excess from 2014	70,880.			
d Excess from 2015	71,322.			
e Excess from 2016	49,797.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
ALLEN P. DODD, III, 502-584-1108
325 W. MAIN ST. STE. 2000, LOUISVILLE, KY 40202

b The form in which applications should be submitted and information and materials they should include:
WRITTEN APPLICATION, MATERIALS TO BE INCLUDED SPECIFIED IN APPLICATION

c Any submission deadlines:
MAY 31ST OF EACH YEAR ALTHOUGH EXTENSIONS CAN BE GRANTED

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
MUST BE PHYSICALLY LOCATED IN LOUISVILLE, KY OR JEFFERSON COUNTY, KENTUCKY

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 ATTACHED SCHEDULE OF GRANTS				122,800.
Total			▶ 3a	122,800.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	10.	10.	
WEB FOUNDATION	1.	1.	
TOTAL TO PART I, LINE 3	11.	11.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	26,041.	0.	26,041.	26,041.	
TO PART I, LINE 4	26,041.	0.	26,041.	26,041.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND OF 990-PF TAX	846.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	846.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DODD & DODD ATTORNEY, PLLC	53,578.	53,578.		0.
TO FM 990-PF, PG 1, LN 16A	53,578.	53,578.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BLUE & CO., LLC	2,130.	2,130.		0.
TO FORM 990-PF, PG 1, LN 16B	2,130.	2,130.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SACHS INVESTMENT GROUP	22,414.	22,414.		0.
TO FORM 990-PF, PG 1, LN 16C	22,414.	22,414.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	724.	724.		0.
990-PF TAX	8,240.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,964.	724.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,229.	1,229.		0.
MISCELLANEOUS ACCOUNT FEES	300.	300.		0.
TO FORM 990-PF, PG 1, LN 23	1,529.	1,529.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
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DESCRIPTION	AMOUNT
TIMING DIFFERENCE-SALE OF AM EXPRESS STOCK	27,054.
TOTAL TO FORM 990-PF, PART III, LINE 5	27,054.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NATIONAL FINANCIAL SERVICES LLC NOMINEE-SEE ATTACHED SCHEDULE	796,875.	1,459,205.
TOTAL TO FORM 990-PF, PART II, LINE 10B	796,875.	1,459,205.

A	B	C	D	E	F	G	H
1. Grants received for 2015 payable 2016							
2. organization	address		project			grant paid 2016	
3 Actors Theatre	316 W Main St., Louisville, KY		Teen Council to make theatre more acible	Carrie Syberg		2,500	
4 Coalition for the Homeless	1300 S 4th St. #250, Louisville, KY 40208		coordinating an end to veteran homelessness			1,500	
5 FEAT	100 E Market Street, Louisville, KY 40206		DREAMS in motion summer camp 2016	deborah morton	deborah@featoflouisville.org	2,500	
6 Frazer Museum	829 W Main Street		Education assistance "Bride to History"	Taylor Morgan		5,000	
7 Kentucky Opera	323 W Broadway #601, Louisville, KY 40202		in school and out of school educational tour programs			2,500	
8 American Printing House for the Blind	1839 Frankfort Ave., P O Box 6398, Louisville, KY 40206-0085		KY Braille Challenge - an annual event to motivate blind and visually impaired students to improve braille skills	Heather Bruner	heather@americaprh.org	500	
9 Americana Community Center	4801 Southside Drive, Louisville, KY 40214		Education Program	Brenda Bankston	brenda.bankston@bbsky.org	2,000	
10 BBBS	1519 Gardner Lane, Louisville, KY 40203		School to work program			1,000	
11 Beacon House	963 S Second Street, Louisville, KY 40203		scholarships for residents, equating to one month's lodging at beacon house for twelve men			2,000	
12 Blue Apple Players	1123 Payne Street		outreach education classes for youth most at risk			1,000	
13 Bluegrass Center for Autism	1250 Bardstown Road, #15, Louisville, KY 40204		Speech Therapy Program	Nicole McCarl	nnicarl@bluegrasscenterforautism.org	1,000	
14 Cabbage Patch	1413 S 6th Street, Louisville, KY		Saturday Programming for At-Risk Youth	Jesse Hendrix-Inman	jhendrix@cabbagepatch.org	2,500	
15 Carnegie House Educational Services	131010 Eastpoint Park Blvd		special education support staff for therapeutic preschool classroom	Lori Wilson		1,000	
16 CASA	982 Eastern Pkwy Box 9		Advocacy Support abused and neglected children	Amabelle Camba	amabelle@casat.org	2,500	
17 Cedar Lake Lodge	9505 Williamsburg Plaza, Suite 200, Louisville, KY 40222		Ingredient Care Program			1,000	
18 child connection	2210 Meadow Dr		Stranger Safety Danger			1,000	
19 CHOICE	3715 Bardstown Rd #303		Dare to Dream Sports Leadership and Mentoring Program and Educational self-help group	Luz Sias-Shannon	choiceinc@bellsouth.net	1,000	
20 Custom Quality Services	3401 Jewell Ave		purchase inventory software and hardware			2,000	
21 DaySpring Foundation	3430 Dayspring Court		general operations	Kelly Hutchinson	kelly.hutchinson@dayspringky.org	2,000	
22 de Paul School	1925 Doker Ave		tuition assistance William E Barth Foundation scholarships			2,500	
23 Divine Steps	614 South 35th Street		Education drugs & alcohol rehabilitation, basic needs	Lucretia Durnas		500	
24 Elderserve	300 E Market St #190		TeleCare a telephone reassurance program that provides a reliable means of contact for older adults			500	
25 Family and Children's Place	525 Zane St		kosair charities child advocacy center and supervised visitation center			4,000	
26 Filson	Historical 1310 S Third Street		discover your superpower afterschool program at ymca cep sites			2,000	
27 Global Game Changers	201 East Main Street #104		Cars to work - transportation barrier to employment			500	
28 Goodwill Industries of KY	1325 S 4th Street		Aquatherapy Program at Home of the Innocents	Lee Ann Massey-Weinberg	leeann.weinberg@greenhilltherapy.org	1,000	
29 Green Hill Therapy	1410 Long Run Rd		'help operating budget addiction recovery	Jim Raynor	jim.raynor@thehealingplace.org	2,000	
30 Healing Place Inc	1020 W Market St		automated external defibrillator for HHLA	bbachmann@thehearinginstitute.org		5,000	
31 Heuser hearing & language academy	111 E Kentucky St		Volunteer Training Program	Karen Cassidy	karencassidy@gmail.com	1,000	
32 Hildegard House	114 Adams St		grief counseling programming and services for children/youth			1,500	
33 Hospitus	3532 Ephraim McDowell Dr		Center/Stage Acting Out	Irene Price	iprice@jewishlouisville.org	500	
34 Jewish Community of Lou	3600 Dutchmans Lan, Louisville, KY 40205		youthBuild Counseling Services	Mary Cleary	mcleary@jewishlouisville.org	500	
35 Jewish Family & Career Services of Louisville	2821 Klempler Way		Every Drop A Rain Water Capture Program	tessa@kwalliance.org		1,000	
36 Kentucky Waterways Alliance	120 Webster St		children-at-risk project, collaborative effort with JCPs to minimize the disruption of the education of children living in poverty by preventing housing crises and providing stability for families			3,000	
37 Legal Aid Society	416 W Muhammad Ali #300		art, summer camp field trips, karate, gardening			4,000	
38 lighthouse	5312 Shepherdsville Rd		Bridge the Gap, sending students and families to Nutcracker			7,500	
39 Louisville Ballet School	315 E Main Street		Global Online Academy			2,500	
40 Louisville Collegiate School	2427 Glenmary Ave		Master Clinics for High school orchestras bands and choruses	Andrew Kipe	akipe@louisvilleorchestra.org	2,000	
41 Louisville Orchestra	323 W Broadway #700		Mama to Mama childbirth education classes	Megan McGinn	megan6336@yahoo.com	500	
42 Mama to Mama	1559 Bardstown Road		treatment to individuals and families of all ages and incomes exposed to substance abuse and dependency			4,000	
43 Morton Center	1028 Barret Ave		Youth Development Program	Denise Sears	dsears@hky.org	2,500	
44 Neighborhood House	1201 N 25th Street		capital project/expansion			500	
45 Pitt Academy	16010 Preston Hwy		Fire Campaign to decrease deaths due to home fires	Lori Scott	lori.scott@redcross.org	1,000	
46 Red Cross	501 E Chestnut Street		Portland Corps after school program	Beth Yeager	beth.yeager@uss.salvationarmy.org	2,500	
47 Salvation Army	1911 S Brook Street		mission services including meals on wheels, lifeline, transportation etc			2,000	
48 Senior Care Experts	145 Thierman Lane, Louisville, KY 40207		program sustainability for financial assistance programs, food pantry, education, empowerment			2,000	
49 Shively Area Ministries	4415 Dixie Hwy		open hand kitchen and food pantry			3,000	
50 Society St. Vincent dePaul	1015 C South Preston Street		building a museum			1,000	
51 Sons of the American Revolution	809 W Main Street		center for restorative justice			1,000	
52 Spalding University	845 S Third Street		Wall Together project			2,000	
53 Speed Art Museum	2035 South Third Street		Reading Rockets Summer Program	Morgan McCammon	mmccammon@speedmuseum.org	2,000	
54 St. George's Scholar Institute	1512 W		Permanent supported housing program			5,000	
55 St. John Center	700 E Muhammad Ali Blvd		underwriting support	greyes@stjohns.org		2,000	
56 Stage One Family Theater	315 W Market Street		library expansion for high school			1,000	
57 Summit Academy	11508 Main Street		twisted pink conference on metastatic breast cancer research			500	
58 Twisted Pink	8307 Chesre Way		common sense parenting program	evanjohnson73@twistedpink.org		500	
59 Uspittus	13121 Brooklawn Campus Dr					1,500	

	A	B	C	D	E	F	G	H
60	VIPS							
61	Volunteers of America	1906 Goldsmith Lane	Family Services Program		Heather Benson	hbenson@vips.org	3,000	
62	Wellspring Inc	570 South Fourth St Ste 100	Family Emergency Shelter				4,000	
63	YMCA Safe Place	225 W Breckinridge Street	Wbroadway Program Community Integration Project		Nancy Doctor	nancy.doctor@wellspringky.org	1,800	
		2400 Crittenden Dr	Shelter House Program				2,500	
64					TOTAL		\$122,800.00	



2016 Informational Tax Reporting Statement

WILLIAM E BARTH FOUNDATION INC
Account No 670-810410 Customer Service CALL ADVISOR
Recipient ID No 8750 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2016 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (a)	1f Accrued Market Discount	1g Wash Sale Loss Disallowed	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Tax Withheld	16 State Tax Withheld
BROOKDALE SR LIVING INC COM, BKD, 112463104											
Sale	5,000,000	12/01/15	02/16/16	59,056.21	113,581.85			-54,525.84			
CENTENE CORP DEL, CNC, 151358101											
Sale	1,000,000	10/12/15	03/31/16	61,832.50	58,986.90			4,845.60			
COMMUNITY HEALTH SYSINC NEW, CYH, 203668108											
Sale	2,000,000	11/03/15	02/16/16	26,201.41	54,911.52			-28,710.11			
Sale	1,000,000	11/11/15	02/18/16	13,100.70	28,249.45			-15,148.75			
Sale	2,000,000	11/18/15	11/08/16	11,918.14	48,882.31			-34,964.17			
Sale	3,000,000	03/31/16	11/08/16	17,877.21	46,061.06			-28,183.85			
Subtotals				69,097.46	176,104.34						
DAVITA INC COM, DVA, 23918K108											
Sale	500,000	07/13/15	02/16/16	31,115.08	39,554.95			-8,439.87			
DISNEY WALT CO, DIS, 254687106											
Sale	1,000,000	03/10/16	05/13/16	100,591.35	97,864.96			2,726.39			
KINDRED HEALTHCARE INC, KIND, 494590103											
Sale	4,000,000	12/28/15	02/16/16	32,721.92	46,713.40			-13,991.48			
QUORUM HEALTH CORP COM, QHC, 74909E106											
Sale	500,000	11/18/15	05/17/16	5,509.14	9,739.85			-4,230.71			
Sale	750,000	03/31/16	05/17/16	8,263.71	9,569.23			-1,305.52			
Subtotals				13,772.85	19,309.08						

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement is based on IRS information reporting requirements as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.



2016 Informational Tax Reporting Statement

WILLIAM E BARTH FOUNDATION INC Account No. 670-810410 Customer Service. CALL ADVISOR
 Recipient ID No **8750 Payer's Fed ID Number. 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2016 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP Action	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (e)	1f Acrued Market Discount	1g Wash Sale Loss Disallowed	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Tax Withheld	16 State Tax Withheld
RAYMOND JAMES FINANCIAL INC COM ISIN #US, RJF, 754730109										
Sale	2,000,000	02/16/16	06/09/16	83,598.10			24,691.83			
STATE STR CORP COM, STT, 857477103										
Sale	1,000,000	06/23/16	08/02/16	60,016.20			5,078.41			
Sale	1,000,000	07/01/16	08/02/16	54,016.30			11,078.31			
Subtotals			130,189.22	114,032.60						
TOTALS			606,666.52	747,746.08	0.00	0.00		0.00	48,420.54	-189,500.10
			Short-Term Realized Gain							
			Short-Term Realized Loss							

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2016 Informational Tax Reporting Statement

WILLIAM E BARTH FOUNDATION INC Account No. 670-810410 Customer Service CALL ADVISOR
Recipient ID No. 8750 Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2016 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (a)	1f Accrued Market Discount	1g Wash Sale Loss Disallowed	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Tax Withheld
AMERICAN EXPRESS CO, AXP, 025816109										
Sale	1,000.000	12/23/11	12/28/16	74,668.37	47,615.00			27,053.37		
DAVITA INC COM, DVA, 23918K108										
Sale	1,000.000	12/08/14	02/16/16	62,230.16	76,150.00			-13,919.84		
HUNTSMAN CORP, HUN, 447011107										
Sale	3,000.000	03/13/09	04/13/16	41,861.78	8,973.90			32,887.88		
Sale	1,000.000	06/16/09	04/13/16	13,953.92	6,721.60			7,232.32		
Subtotals				55,816.70	15,695.50					
MACYS INC COM ISIN #US55616P1049 SEDOL #, M, 55616P104										
Sale	1,000.000	07/22/10	04/13/16	39,892.31	19,130.95			20,761.36		
TOTALS				232,606.54	158,591.45	0.00	0.00		0.00	
				Long-Term Realized Gain				87,934.93		
				Long-Term Realized Loss				-13,919.84		

In addition to this Informational Tax Reporting Statement, please see the 1099 Tax Reporting Statement that we have issued for your account. Only the 1099 Statement includes your official IRS Form 1099-B for the lots that cost basis information is required to be reported to the IRS.

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

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