Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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 AUG 1, 2016 , and ending JUL 31, 2017

Name of foundation
WOOD & MARIE HANNAH FOUNDATION
C/O STOCKYARDS BANK & TRUST

A Employer identification number 31-0914024

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 32890 | Room/suite

B Telephone number (502) 582-2571

City or town, state or province, country, and ZIP or foreign postal code: LOUISVILLE, KY 40232

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,580,033.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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))

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	153,216.	153,216.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	61,209.			
	b	Gross sales price for all assets on line 6a 283,687.				
	7	Capital gain net income (from Part IV, line 2)		61,209.		
	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	1,578.	1,578.		STATEMENT 2
	12	**Total** Add lines 1 through 11	216,003.	216,003.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,000.	10,000.		10,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,400.	0.		1,400.
	c	Other professional fees STMT 4	37,117.	37,117.		0.
	17	Interest				
	18	Taxes STMT 5	2,961.	184.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	444.	0.		444.
	24	**Total operating and administrative expenses** Add lines 13 through 23	61,922.	47,301.		11,844.
	25	Contributions, gifts, grants paid	199,315.			199,315.
	26	**Total expenses and disbursements** Add lines 24 and 25	261,237.	47,301.		211,159.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<45,234.>			
	b	**Net investment income** (if negative, enter -0-)		168,702.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	66,855.	145,025.	145,025.
	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 7	1,507,031.	1,434,833.	3,683,887.
	c Investments - corporate bonds STMT 8	328,470.	278,376.	286,462.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	439,740.	438,628.	464,659.
	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)	2,342,096.	2,296,862.	4,580,033.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,342,096.	2,296,862.	
	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**	2,342,096.	2,296,862.	
	31 **Total liabilities and net assets/fund balances**	2,342,096.	2,296,862.	

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	2,342,096.
2 Enter amount from Part I, line 27a	2	<45,234.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,296,862.
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	2,296,862.

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	CATERPILLAR INC 50,000 SHS	P	08/03/06	08/15/16
b	WACHOVIA CORP 100,000 SHS	P	10/23/06	10/17/16
c	COCA COLA CO 1,000 SHS	P	VARIOUS	03/15/17
d	KRAFT HEINZ CO 1,000 SHS	P	VARIOUS	03/15/17
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	50,000.		50,281.	<281.>
b	100,000.		100,000.	0.
c	42,244.		28,195.	14,049.
d	91,443.		44,002.	47,441.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<281.>
b				0.
c				14,049.
d				47,441.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 61,209.

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 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	203,231.	4,235,203.	.047986
2014	183,180.	4,230,744.	.043297
2013	193,945.	3,998,064.	.048510
2012	175,732.	3,726,182.	.047161
2011	163,194.	3,440,934.	.047427

2	**Total** of line 1, column (d)	2	.234381
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	.046876
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,461,750.
5	Multiply line 4 by line 3	5	209,149.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,687.
7	Add lines 5 and 6	7	210,836.
8	Enter qualifying distributions from Part XII, line 4	8	211,159.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,687.
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	1,687.
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	1,687.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 2,400.		
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	2,400.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	713.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	713. **Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	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? N/A	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) ▶ KY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STOCKYARDS BANK & TRUST CO Telephone no. ▶ 502-582-2571
Located at ▶ PO BOX 32890, LOUISVILLE, KY ZIP+4 ▶ 40232

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)* 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 (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? 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
SEE STATEMENT 10		20,000.	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.

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	4,355,486.
b	Average of monthly cash balances	1b	174,209.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,529,695.
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	4,529,695.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,945.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,461,750.
6	**Minimum investment return.** Enter 5% of line 5	6	223,088.

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	223,088.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 1,687.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	221,401.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	221,401.
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	221,401.

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	211,159.
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	211,159.
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	1,687.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	209,472.

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				221,401.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			194,878.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 211,159.				
a Applied to 2015, but not more than line 2a			194,878.	
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				16,281.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				205,120.
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	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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:

STOCKYARDS BANK & TRUST, C MAYFIELD, 502-625-2447
PO BOX 32890, LOUISVILLE, KY 40232

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

LETTER, INCLUDING VERIFICATION OF 501(C)(3) STATUS

c Any submission deadlines:

APRIL 1 AND OCTOBER 1

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

NO RESTRICTIONS

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				
BLUEGRASS CENTER FOR AUTISM 9810 BLUEGRASS PARKWAY LOUISVILLE, KY 40229	N/A	PC	EQUIPMENT FOR SPEECH THERAPY PROGRAM	1,200.
PARKINSON SUPPORT CENTER OF KENTUCKIANA 4912 US HWY 42 LOUISVILLE, KY 40222	N/A	PC	SPONSORSHIP	5,000.
THE LIBRARY FOUNDATION 301 YORK STREET LOUISVILLE, KY 40203	N/A	PC	SUMMER READING PROGRAM	5,000.
CABBAGE PATCH SETTLEMENT HOUSE 1413 S 6TH ST LOUISVILLE, KY 40208	N/A	PC	SPONSORSHIP AND COLLEGE SCHOLARS PROGRAM	28,050.
HOME OF THE INNOCENTS 1100 E MARKET ST LOUISVILLE, KY 40206	N/A	PC	RESIDENTIAL TREATMENT PROGRAM	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	199,315.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income
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					
4 Dividends and interest from securities			14	153,216.	
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			14	1,578.	
8 Gain or (loss) from sales of assets other than inventory			18	61,209.	
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.		216,003.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 216,003.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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: [signature] Date: 10-12-17 Title: Sec + Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTINE N KOENIG	Christine N Koenig	10.6.17		P01022180
Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC			Firm's EIN ▶ 61-1064249	
Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187			Phone no. (502)426-9660	

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
BOYS AND GIRLS CLUBS OF KENTUCKIANA 3900 CRITTENDEN DR LOUISVILLE, KY 40209	N/A	PC	YOUTH AND COMMUNITY SUPPORT	5,000.
SPINA BIFIDA ASSOCIATION OF KENTUCKY 982 EASTERN PKWY #18 LOUISVILLE, KY 40217	N/A	PC	GROWING UP WITH SPINA BIFIDA PROJECT	5,000.
BLESSINGS IN A BACKPACK 4121 SHELBYVILLE RD LOUISVILLE, KY 40207	N/A	PC	FOOD FOR SCHOOL CHILDREN	10,000.
NEW DIRECTIONS HOUSING CORPORATION 1000 E LIBERTY ST LOUISVILLE, KY 40204	N/A	PC	TUITION AT ST. BENEDICT'S	10,000.
METRO UNITED WAY 334 E BROADWAY LOUISVILLE, KY 40204	N/A	PC	GENERAL SUPPORT	1,000.
AMERICAN PRINTING HOUSE FOR THE BLIND 1839 FRANKFORT AVE LOUISVILLE, KY 40206	N/A	PC	INSTALL BEACONS IN LOUISVILLE PUBLIC BUILDINGS	5,000.
BOY SCOUTS OF AMERICA LINCOLN HERITAGE COUNCIL 12001 SYCAMORE STATION PL LOUISVILLE, KY 40299	N/A	PC	LEARNING FOR LIFE PROGRAM	5,000.
FEAT OF LOUISVILLE 1100 E MARKET ST LOUISVILLE, KY 40206	N/A	PC	ENDEAVOR PROGRAM AT CARRIAGE HOUSE	5,000.
WORKWELL INDUSTRIES 3401 JEWELL AVE LOUISVILLE, KY 40212	N/A	PC	BATHROOM REFURBISH	7,365.
THE HEALING PLACE 1020 W MARKET ST LOUISVILLE, KY 40202	N/A	PC	REPLACE MATTRESSES AND BEDS ON MEN'S CAMPUS	10,000.
Total from continuation sheets				155,065.

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
JEWISH HOSPITAL AND ST MARY'S 201 ABRAHAM FLEXNER WAY #904 LOUISVILLE, KY 40202	N/A	PC	IROQUOIS URBAN FARM PROJECT	10,000.
LIGHTHOUSE ACADEMY 5312 SHEPHERDSVILLE RD LOUISVILLE, KY 40228	N/A	PC	COLLEGE AND CAREER DEVELOPMENT	6,000.
MARYHURST 1015 DORSEY LN LOUISVILLE, KY 40223	N/A	PC	MADELINE'S COTTAGE	7,500.
JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION 3332 NEWBURG RD LOUISVILLE, KY 40218	N/A	PC	WESTERN MIDDLE COMMUNITY SCHOOL REPLACEMENT OF IN-HOUSE RECORDING EQUIPMENT	2,500.
BOYS AND GIRLS HAVEN 2301 GOLDSMITH LN LOUISVILLE, KY 40218	N/A	PC	RENOVATE COTTAGES ON CAMPUS	10,000.
AMERICAN LUNG ASSOCIATION 4100 CHURCHMAN AVE LOUISVILLE, KY 40215	N/A	PC	SPONSORSHIP	1,000.
CASA, INC 982 EASTERN PKWY LOUISVILLE, KY 40217	N/A	PC	GENERAL SUPPORT	5,000.
DOWN SYNDROME OF LOUISVILLE 5001 S HURSTBOURNE PKWY LOUISVILLE, KY 40299	N/A	PC	GENERAL SUPPORT	5,000.
JUNIOR ACHIEVEMENT 1401 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	N/A	PC	TECHNOLOGY & SECURITY SYSTEM UPGRADES	5,000.
LIGHT THE WAY 507 PENWOOD RD LOUISVILLE, KY 40207	N/A	PC	CHILDREN AND FAMILIES AFFECTED BY ADDICTION	5,000.
Total from continuation sheets				

623631
04-01-16

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
PAWS WITH PURPOSE PO BOX 5458 LOUISVILLE, KY 40255	N/A	PC	TRAINING AND PLACEMENT COSTS OF SERVICE DOGS	7,000.
ST. JOHN CENTER 700 E MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	N/A	PC	OFFICE EQUIPMENT	5,700.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LN LOUISVILLE, KY 40218	N/A	PC	NEW BALL PIT FOR KIDS TOWN PRESCHOOL SENSORY ROOM	3,000.
YMCA CAMP PIOMINGO 1950 OTTER CREEK PARK RD BRANDENBURG, KY 40108	N/A	PC	COST OF 8 CAMPERS TO ATTEND CAMP	5,000.
IOWA NATURAL HERITAGE FOUNDATION 505 5TH AVE #444 DES MOINES, IA 50309	N/A	PC	OUTDOOR HEROES CURRICULUM PROJECT	9,000.
LEUKEMIA & LYMPHOMA SOCIETY 301 E MAIN ST #100 LOUISVILLE, KY 40202	N/A	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

623631
04-01-16

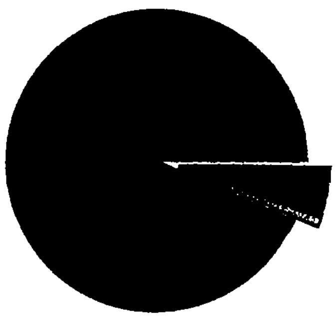
[redacted]

AUGUST 01, 2016 TO JULY 31, 2017

ASSET DETAIL

DESCRIPTION		MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND EQUIVALENTS					
MONEY MARKET FUNDS					
FED GOVT OBL TAX MGD FD 637		64,958.07 64,958 07	 1 00	383 58	0 59
TOTAL MONEY MARKET FUNDS	SUB-TOTAL	64,958.07 64,958.07		383.58	0 59
TOTAL CASH AND EQUIVALENTS		64,958.07 64,958.07		383.58	0.59

EQUITY DIVERSIFICATION SUMMARY



SECURITY TYPE	MARKET VALUE	PERCENT
COMMON STOCK	3, 683, 887 06	93.7%
MARKETABLE LP	41, 812 50	1 1%
MUTUAL FUNDS - EQUITY ETF	204, 890. 00	5. 2%
Total	3, 930, 589 56	100 0%

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
COMMON STOCK						
ENERGY						
BAKER HUGHES INC.	BHGE	1,000 000	36,890 00 52,039 90	36.89 52.04		
CHEVRON CORP	CVX	2,500 000	272,975.00 65,230 70	109.19 26 09	10,800 00	3 96
TOTAL ENERGY		SUB-TOTAL	309,865.00 117,270.60		10,800.00	3.49
INDUSTRIALS						
GENERAL ELECTRIC CO	GE	8,000 000	204,880.00 101,836 00	25 61 12.73	7,680.00	3 75
TOTAL INDUSTRIALS		SUB-TOTAL	204,880.00 101,836.00		7,680.00	3.75

00003618

[redacted]

AUGUST 01, 2016 TO JULY 31, 2017

ASSET DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER DISCRETIONARY						
WALT DISNEY CO	DIS	1,000.000	109,930 00 32,509.00	109 93 32 51	1,560 00	1.42
HOME DEPOT INC	HD	1,500.000	224,400 00 60,352.50	149 60 40.24	5,340.00	2.38
TJX COMPANIES INC	TJX	2,000.000	140,620.00 46,229 90	70 31 23 11	2,500 00	1 78
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	474,950.00 139,091.40		9,400.00	1.98
CONSUMER STAPLES						
ALTRIA GROUP INC	MO	1,500.000	97,455.00 18,168.26	64.97 12 11	3,660 00	3 76
PHILIP MORRIS INTERNATIONAL	PM	1,500 000	175,065 00 41,739 20	116 71 27 83	6,240 00	3 56
PROCTER & GAMBLE CO	PG	1,000 000	90,820 00 36,418.60	90 82 36.42	2,758 00	3.04
J M SMUCKER COMPANY	SJM	1,500 000	182,850.00 62,097.96	121 90 41 40	4,680 00	2 56
WALGREENS BOOTS ALLIANCE INC	WBA	3,500 000	282,345 00 63,556 88	80 67 18 16	5,600 00	1.98
TOTAL CONSUMER STAPLES		SUB-TOTAL	828,535.00 221,980.90		22,938.00	2.77
FINANCIALS						
ALLIANCEBERNSTEIN HOLDING LP	AB	1,000 000	24,750.00 24,252 92	24 75 24 25	1,960 00	7 92
BB&T CORPORATION	BBT	2,500 000	118,300.00 95,294 00	47.32 38 12	3,300 00	2 79
J P MORGAN CHASE & CO	JPM	1,500.000	137,700.00 62,861 50	91.80 41 91	3,000 00	2 18
CHUBB LIMITED	CB	361 000	52,872.06 40,099.87	146.46 111.08	1,025.24	1.94
TOTAL FINANCIALS		SUB-TOTAL	333,622.06 222,508.29		9,285.24	2.78
TECHNOLOGY						
ALPHABET INC CL C	GOOG	100.000	93,050.00 29,932.18	930 50 299.32		
ALPHABET INC CL A	GOOGL	100 000	94,550.00 29,938.94	945.50 299.39		
MICROSOFT CORP	MSFT	3,000.000	218,100 00 88,887.50	72 70 29 63	4,680.00	2 15
TOTAL TECHNOLOGY		SUB-TOTAL	405,700.00 148,758.62		4,680.00	1.15

00003619

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK TRUSTEE FEE	13,589.	13,589.		0.
INVESTMENT ADVISOR FEE	23,528.	23,528.		0.
TO FORM 990-PF, PG 1, LN 16C	37,117.	37,117.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	184.	184.		0.
PRIOR YEAR TAX PAYMENTS	377.	0.		0.
ESTIMATED TAX PAYMENTS - CURRENT YEAR	2,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,961.	184.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEETING EXPENSE	216.	0.		216.
OFFICE SUPPLIES, STATE FILING FEE	228.	0.		228.
TO FORM 990-PF, PG 1, LN 23	444.	0.		444.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ENERGY COMMON STOCK	117,271.	309,865.
INDUSTRIAL COMMON STOCK	101,836.	204,880.
CONSUMER DISCRETIONARY COMMON STOCK	139,091.	474,950.
CONSUMER STAPLES COMMON STOCK	221,981.	828,535.
FINANCIALS COMMON STOCK	222,508.	333,622.
TECHNOLOGY COMMON STOCK	148,759.	405,700.
HEALTHCARE COMMON STOCK	322,061.	831,260.
TELECOMMUNICATIONS COMMON STOCK	63,284.	111,600.
REAL ESTATE	98,042.	183,475.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,434,833.	3,683,887.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	278,376.	286,462.
TOTAL TO FORM 990-PF, PART II, LINE 10C	278,376.	286,462.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - EQUITY ETF	COST	184,941.	204,890.
MARKETABLE LP	COST	39,445.	41,813.
MUTUAL FUNDS - FIXED INCOME	COST	214,242.	217,956.
TOTAL TO FORM 990-PF, PART II, LINE 13		438,628.	464,659.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WOOD HANNAH III P.O. BOX 32890 LOUISVILLE, KY 40232	PRESIDENT 5.00	13,000.	0.	0.
CATHA HANNAH P.O. BOX 32890 LOUISVILLE, KY 40232	DIRECTOR 1.00	7,000.	0.	0.
JUDY HANNAH CORSARO P.O. BOX 32890 LOUISVILLE, KY 40232	DIRECTOR 1.00	0.	0.	0.
NEIL B JESSE P.O. BOX 32890 LOUISVILLE, KY 40232	DIRECTOR 1.00	0.	0.	0.
STEPHEN T WOLFORD P.O. BOX 32890 LOUISVILLE, KY 40232	DIRECTOR 1.00	0.	0.	0.
JOHN STOUGH P.O. BOX 32890 LOUISVILLE, KY 40232	DIRECTOR 1.00	0.	0.	0.
RON LEHOCKY P.O. BOX 32890 LOUISVILLE, KY 40232	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.