

EXTENDED TO JULY 16, 2018

Return of Private Foundation

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

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning **SEP 1, 2016**, and ending **AUG 31, 2017**

Name of foundation
V. V. COOKE FOUNDATION CORPORATION

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. BOX 7664

City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, KY 40257-0664

A Employer identification number
61-6033714

B Telephone number
(502) 241-0303

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,398,380. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		7.	7.		STATEMENT 1
4 Dividends and interest from securities		414,816.	414,816.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		13,220.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			13,220.		
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					
12 Total. Add lines 1 through 11		428,043.	428,043.		
13 Compensation of officers, directors, trustees, etc		25,000.	500.		24,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		5,000.	100.		4,900.
16a Legal fees					
b Accounting fees STMT 3		1,640.	0.		1,640.
c Other professional fees STMT 4		33,938.	30,544.		3,394.
17 Interest					
18 Taxes STMT 5		28,167.	13,603.		14,564.
19 Depreciation and depletion					
20 Occupancy		2,700.	270.		2,430.
21 Travel, conferences, and meetings		1,134.	0.		1,134.
22 Printing and publications					
23 Other expenses STMT 6		14,529.	1,384.		13,145.
24 Total operating and administrative expenses. Add lines 13 through 23		112,108.	46,401.		65,707.
25 Contributions, gifts, grants paid		328,062.			328,062.
26 Total expenses and disbursements. Add lines 24 and 25		440,170.	46,401.		393,769.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-12,127.			
b Net investment income (if negative, enter -0-)			381,642.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	120,431.	105,750.	105,750.
	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	4,471,426.	304,294.	305,994.
	c Investments - corporate bonds STMT 8	1,433,078.	5,686,289.	5,715,726.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	354,435.	270,910.	270,910.	
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)	6,379,370.	6,367,243.	6,398,380.	
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 and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,379,370.	6,367,243.	
	30 Total net assets or fund balances	6,379,370.	6,367,243.	
31 Total liabilities and net assets/fund balances	6,379,370.	6,367,243.		

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	6,379,370.
2 Enter amount from Part I, line 27a	2	-12,127.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,367,243.
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	6,367,243.

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 INVESTMENT MANAGEMENT ACCOUNTS			VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			13,220.
b			0.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			13,220.
b			0.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	13,220.
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	347,614.	6,262,044.	.055511
2014	207,255.	5,686,188.	.036449
2013	214,394.	5,586,915.	.038374
2012	214,520.	4,893,532.	.043837
2011	228,890.	4,470,450.	.051201

2 Total of line 1, column (d)	2	.225372
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	.045074
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,547,283.
5 Multiply line 4 by line 3	5	295,112.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,816.
7 Add lines 5 and 6	7	298,928.
8 Enter qualifying distributions from Part XII, line 4	8	393,769.

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	3,816.
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	3,816.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,816.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 9,200.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 3,600.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	12,800.
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	8,984.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	8,984. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► CARL M. THOMAS Telephone no. ► (502) 241-0303 Located at ► P.O. BOX 7664, PEWEE VALLEY, KY ZIP+4 ► 40257		
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 ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► , , , ☐ Yes ☒ No b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
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

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		25,000.	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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,514,985.
b	Average of monthly cash balances	1b	132,003.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,646,988.
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	6,646,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	99,705.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,547,283.
6	Minimum investment return. Enter 5% of line 5	6	327,364.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	327,364.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,816.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323,548.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	323,548.
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	323,548.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	393,769.
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	393,769.
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	3,816.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	389,953.

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				323,548.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			10,532.	
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: ► \$ 393,769.				
a Applied to 2015, but not more than line 2a			10,532.	
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				323,548.
e Remaining amount distributed out of corpus	59,689.			
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	59,689.			
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	59,689.			
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	59,689.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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(1)(3) or ☐ 4942(1)(5)

- 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(i)(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.)
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- ### 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:

SEE STATEMENT 11

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

- c Any submission deadlines:**

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

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
<i>a Paid during the year</i>				
SCHEDULE ATTACHED	NONE	N/A	UNRESTRICTED	328,062.
SCHEDULE ATTACHED				
Total			3a	328,062.
<i>b Approved for future payment</i>				
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
INTEREST BEARING CHECKING AND CERTIFICATES OF DEPOSITS	7.	7.	
TOTAL TO PART I, LINE 3	7.	7.	

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
ANNUITIES	61,329.	0.	61,329.	61,329.	
EQUITY ACCOUNTS	300,226.	0.	300,226.	300,226.	
FIXED INCOME ACCOUNTS	44,089.	0.	44,089.	44,089.	
REAL ESTATE	9,172.	0.	9,172.	9,172.	
TO PART I, LINE 4	414,816.	0.	414,816.	414,816.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,640.	0.		1,640.
TO FORM 990-PF, PG 1, LN 16B	1,640.	0.		1,640.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	33,938.	30,544.		3,394.
TO FORM 990-PF, PG 1, LN 16C	33,938.	30,544.		3,394.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	14,861.	297.		14,564.
EXCISE TAX	13,306.	13,306.		0.
TO FORM 990-PF, PG 1, LN 18	28,167.	13,603.		14,564.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, SUBSCRIPTIONS, AND MEMBERSHIPS	400.	360.		40.
POSTAGE AND OFFICE EXPENSE	710.	0.		710.
LIABILITY INSURANCE	458.	413.		46.
LIFE INSURANCE POLICIES	10,335.	0.		10,335.
TELEPHONE	2,191.	220.		1,971.
WORKERS COMPENSATION	435.	391.		43.
TO FORM 990-PF, PG 1, LN 23	14,529.	1,384.		13,145.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	304,294.	305,994.
TOTAL TO FORM 990-PF, PART II, LINE 10B	304,294.	305,994.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,686,289.	5,715,726.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,686,289.	5,715,726.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICIES	COST	270,910.	270,910.
TOTAL TO FORM 990-PF, PART II, LINE 13		270,910.	270,910.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE C. CROSS P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
JENNIFER CROSS P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
ROBERT L. HOOK, III P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
TRUDI COOKE CARROLL P.O. BOX 7664 LOUISVILLE, KY 40257	DIRECTOR 0.00	0.	0.	0.
JOE D. CROSS, JR. P.O. BOX 7664 LOUISVILLE, KY 40257	VICE PRESIDENT 0.00	0.	0.	0.
FRANK P. HILLIARD P.O. BOX 7664 LOUISVILLE, KY 40257	SECRETARY/TREASURER 0.00	0.	0.	0.
ROBERT L. HOOK, JR. P.O. BOX 7664 LOUISVILLE, KY 40257	PRESIDENT 0.00	0.	0.	0.
CARL M. THOMAS P.O. BOX 7664 LOUISVILLE, KY 40257	EXECUTIVE DIRECTOR 10.00	25,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 11
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CARL M. THOMAS, EXECUTIVE DIRECTOR
P.O. BOX 7664
LOUISVILLE, KY 40257

TELEPHONE NUMBER

(502) 241-0303

FORM AND CONTENT OF APPLICATIONS

EIGHT COPIES OF THE APPLICATION ARE REQUIRED TOGETHER WITH A SINGLE COPY OF THE APPLICANT'S IRS 501(C)(3) LETTER.

ANY SUBMISSION DEADLINES

MID JANUARY, APRIL, JULY, AND OCTOBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO 501(C)(3) ORGANIZATIONS LOCATED PRIMARILY IN THE LOUISVILLE, KY AREA AND GRANT PURPOSES MUST BE RELIGIOUS, EDUCATIONAL, CIVIC OR HUMANITARIAN IN NATURE. 509(A)(3) ORGANIZATIONS DO NOT QUALIFY FOR OUR GRANTS.

GRANTS PAID FISCAL YEAR ENDING AUGUST 31, 2017

BOARD DIRECTED

Check #	Date	Payee	Amount	Memo
6807	9/8/2016	GSF Marley House	\$5,000	
6825	12/1/2016	Alice Lloyd College	\$2,000	
6826	12/1/2016	Boys and Girls Clubs	\$2,000	
6827	12/1/2016	Dare to Care Food Bank	\$5,000	
6828	12/1/2016	The Healing Place	\$5,000	
6829	12/1/2016	Historic Locust Grove	\$2,000	
6830	12/1/2016	Metro United Way	\$5,000	
6831	12/1/2016	Operation Parent	\$1,000	
6832	12/1/2016	Stage One Family Theatre	\$1,000	
6833	12/1/2106	Sunrise Children's Services	\$15,000	
6834	12/1/2016	Teach Kentucky	\$5,000	
6835	12/1/2106	YMCA Safe Place Services	\$1,500	
6836	12/1/2016	Workwell Industries	\$2,000	
6837	12/1/2016	Younger Women's Club of Louisville	\$5,000	
6852	2/28/2017	Center for Non-Profit Excellence	\$600	
6855	3/13/2017	Americana Community Center	\$2,500	
6856	3/13/2017	Cabbage Patch Settlement House	\$10,000	
6857	3/13/2017	Campbellsville University	\$5,000	
6858	3/13/2017	Cardiovascular Innovation Institute	\$10,000	
6859	3/13/2017	Fund for the Arts	\$5,000	
6860	3/13/2017	Louisville Free Public Library	\$2,000	
6861	3/13/2017	Mission Behind Bars and Beyond	\$500	
6862	3/13/2017	Summit Academy	\$1,000	
6870	5/31/2017	Bluegrass Center for Autism	\$2,500	
6871	5/31/2017	Center for Non-Profit Excellence	\$900	
6872	5/31/2017	Fellowship of Christian Athletes	\$2,000	
6873	5/31/2017	Georgetown College	\$20,000	
6874	5/31/2017	Heuser Hearing and Language Academy	\$5,000	
6875	5/31/2017	House of Ruth	\$1,000	
6876	5/31/2017	Intelligent Change Initiative (Idea Festival)	\$1,000	
6877	5/31/2017	Kids Cancer Alliance	\$5,000	
6878	5/31/2017	Lighthouse Promise	\$1,000	
6879	5/31/2017	Louisville Central Community Center	\$1,000	
6880	5/31/2017	Senior Care Experts	\$1,500	
6881	5/31/2017	Volunteers of America	\$2,500	
6882	5/31/2017	YMCA	\$1,500	
6883	5/31/2017	Jeff Co Public Education Fdn (Dolly Parton)	\$2,000	
6888	5/31/2017	Family Scholar House	\$1,000	
6937	8/21/2017	Boy Scouts-Lincoln Heritage Council	\$2,500	
6938	8/21/2017	Dreams with Wings	\$6,000	
6939	8/21/2017	Family and Children's Place	\$5,000	
6940	8/21/2017	Home of the Innocents	\$4,212	
6941	8/21/2017	Legal Aid Society	\$1,000	
6942	8/21/2017	Metro United Way	\$10,000	
6943	8/21/2017	Pitt Academy	\$2,500	
6944	8/21/2017	St. John Center for Homeless Men	\$2,500	
6945	8/21/2017	Baptist Health Foundation	\$25,000	
6946	8/21/2017	Veteran's Memorial Park of Kentucky	\$5,000	
6947	8/21/2017	American Red Cross Bloodmobile	\$5,000	
6948	8/21/2017	The Healing Place	\$5,000	
6949	8/21/2017	The Morton Center	\$10,000	
6950	8/21/2017	Family Community Clinic	\$10,000	
Sub-Total			\$234,712	

FAMILY DIRECTED**COOKE**

Check #	Date	Payee	Amount	Memo
6808	9/8/2016	University of Kentucky	\$3,000	Trudi (FY 2016 allocation)
6819	11/21/2016	Homebuilder's Care	\$1,000	Trudi (Operation Brightside)
6846	2/17/2017	American Heart Association	\$1,000	Trudi
6849	2/17/2017	Supporting Heroes	\$1,500	Trudi
6848	2/17/2017	One Sight	\$500	Trudi (replacement for #6747)
6891	5/31/2017	GSF Marley House	\$5,000	Trudi (in memory of Tracy Cooke)**
6894	5/31/2017	Christ Church United Methodist	\$5,000	Trudi (in memory of V.V. Cooke, Jr.)**
6905	8/10/2017	SOHS Choir	\$1,250	Trudi
6906	8/10/2017	South Oldham High School	\$1,200	Trudi
6934	8/17/2017	Cabbage Patch UK Scholarships	\$2,500	Trudi
6967	8/30/2017	UVA Jefferson Scholars Foundation	\$5,000	V.V. III
6968	8/30/2017	St Mary's Episcopal Church	\$5,000	V.V. III
6974	8/31/2017	Louisville Zoo	\$1,550	Trudi

Sub-Total**\$33,500****CROSS**

Check #	Date	Payee	Amount	Memo
6892	5/31/2017	St Francis in the Fields	\$4,000	Joe Jr. Rector's Discretionary Fund
6929	8/17/2017	Peace Education Program	\$3,000	Jennifer
6930	8/17/2017	Kentuckiana Childrens Center	\$1,000	Jennifer
6931	8/17/2017	Cub Scout Pack 317	\$2,000	Jason
6932	8/17/2017	Wilder Elementary	\$750	Jason
6933	8/17/2017	James Graham Brown School	\$750	Jason
6951	8/21/2017	Waterfront Botanical Gardens	\$1,000	Jason**
6954	8/23/2017	Walnut Street Baptist Church	\$1,600	Julie
6955	8/23/2017	Salvation Tabernacle	\$1,000	Julie
6956	8/23/2017	DRC	\$700	Julie
6957	8/23/2017	University Christian Church	\$700	Julie
6958	8/23/2017	Walnut Street Baptist Church	\$9,000	Joe, Julie, Jason, Janet, Jennifer**
6963	8/29/2017	Global Game Changers	\$3,800	Janet
6964	8/29/2017	Walnut Street Baptist Church	\$200	Janet
6965	8/29/2017	Waterfront Botanical Gardens	\$500	Jason

Sub-Total**\$30,000****HOOK**

Check #	Date	Payee	Amount	Memo
6889	5/31/2017	Broadway Baptist Church	\$10,000	Bob, Jr.
6901	7/11/2017	Beargrass Christian Church	\$1,000	Bob III
6908	8/17/2017	Hildegard House	\$1,000	Heidi
6909	8/17/2017	Gilda's Club of Louisville	\$500	Heidi
6910	8/17/2017	Kentucky Refugee Ministries	\$500	Heidi
6911	8/17/2017	Dare to Care	\$650	Heidi
6912	8/17/2017	Mom's Closet Resource Center	\$500	Heidi
6913	8/17/2017	Patriot's Peace Memorial	\$500	Heidi
6914	8/17/2017	Columbia College	\$2,000	Debbie
6915	8/17/2017	Hollins University	\$1,000	Debbie
6916	8/17/2017	Hazelden Foundation	\$1,000	Debbie
6917	8/17/2017	Spencer County Ky Library	\$250	Debbie
6918	8/17/2017	Dare to Care Backpack Buddies Spencer Co	\$500	Debbie

6919	8/17/2017	Little Zion Baptist Church	\$250	Debbie
6920	8/17/2017	21st Century Parks	\$700	Debbie
6921	8/17/2017	Jackson NH Public Library	\$250	Debbie
6922	8/17/2017	Family Scholar House in memory V.V. Sr.	\$750	Debbie
6923	8/17/2017	Samaritan Ministries	\$250	Jonathan
6924	8/17/2017	Ronald McDonald House of Louisville	\$250	Jonathan
6925	8/17/2017	Wayside Christian Mission	\$250	Jonathan
6926	8/17/2017	The Lord's Kitchen	\$250	Jonathan
6952	8/22/2017	Falls Church Anglican	\$250	Tim
6953	8/22/2017	UVA Curry School of Education	\$250	Tim
6959	8/23/2017	Christian Camps of Pittsburgh	\$250	Tim
6960	8/23/2017	Greek Inter-Varsity at UVA	\$250	Tim
6969	8/30/2017	JCEPF Dunn Elementary STEM Lab	\$1,000	David
6970	8/31/2017	Saving Sunny	\$500	Lauren
6971	8/31/2017	Coalition for the Homeless	\$500	Lauren
6972	8/31/2017	Broadway Baptist Church	\$2,000	Bob, Jr.
6976	8/31/2017	First United Meth Church-Independence VA	\$1,000	Bob, Jr.
6978	8/31/2017	Family Community Clinic	\$1,000	Heidi
6983	8/31/2017	Broadway Baptist Church	\$500	Bob, Jr.

Sub-Total

\$29,850

TOTAL

\$328,062