

C&F 946

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.
- Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE CALLER FAMILY CHARITABLE FOUNDATION

31-1570007

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

Room/suite

840 EAST HIGH STREET

B Telephone number

(859) 266-1414

City or town, state or province, country, and ZIP or foreign postal code

LEXINGTON, KY 40502-2107

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

☒ 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)

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

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

\$ 893,263.

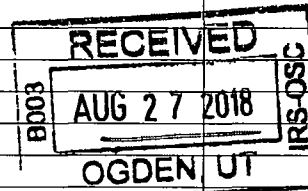
(Part I, column (d) must be on cash basis.)

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	1,251.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	13,947.	13,947.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	25,007.			
b Gross sales price for all assets on line 6a	161,529.			
7 Capital gain net income (from Part IV, line 2)		25,007.		
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	40,205.	38,954.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,000.	1,000.		1,000.
c Other professional fees	6,827.	6,827.		0.
17 Interest				
18 Taxes	53.	38.		15.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	1,251.	0.		1,251.
24 Total operating and administrative expenses. Add lines 13 through 23	10,131.	7,865.		2,266.
25 Contributions, gifts, grants paid	59,150.			59,150.
26 Total expenses and disbursements. Add lines 24 and 25	69,281.	7,865.		61,416.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-29,076.			
b Net investment income (if negative, enter -0-)		31,089.		
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	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	77,316.	45,225.	45,225.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	49,887.	74,797.	74,568.
	b Investments - corporate stock STMT 7	197,528.	217,690.	398,074.
	c Investments - corporate bonds STMT 8	35,866.	30,368.	30,332.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	354,359.	317,800.	345,064.	
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)	714,956.	685,880.	893,263.	
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	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	714,956.	685,880.	
30 Total net assets or fund balances	714,956.	685,880.		
31 Total liabilities and net assets/fund balances	714,956.	685,880.		

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	714,956.
2 Enter amount from Part I, line 27a	2	-29,076.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	685,880.
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	685,880.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 161,529.		136,522.	25,007.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			25,007.

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	25,007.
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 doesn't 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))
2016	50,175.	823,883.	.060901
2015	50,780.	827,411.	.061372
2014	50,421.	840,821.	.059966
2013	42,075.	824,268.	.051045
2012	43,550.	790,747.	.055075

2 Total of line 1, column (d)	2	.288359
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.057672
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	860,274.
5 Multiply line 4 by line 3	5	49,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	311.
7 Add lines 5 and 6	7	49,925.
8 Enter qualifying distributions from Part XII, line 4 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.	8	61,416.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	311.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		3	311.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
3 Add lines 1 and 2		5	311.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	575.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	1,575.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	1,264.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 1,264. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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?		
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 checked="" type="checkbox"/> 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 2017 or the tax year beginning in 2017? See the 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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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 ► THE FOUNDATION Telephone no. ► (859) 266-1414 Located at ► 840 EAST HIGH STREET, LEXINGTON, KY ZIP+4 ► 40502-2107		
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 2017, 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here N/A ►	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017) 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 2017?	4b	X

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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, and 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
STEVEN H. CALLER 840 EAST HIGH STREET LEXINGTON, KY 40502	PRESIDENT 1.00	0.	0.	0.
SUSAN L. CALLER 840 EAST HIGH STREET LEXINGTON, KY 40502	SECRETARY 0.00	0.	0.	0.
BRET A. CALLER 840 EAST HIGH STREET LEXINGTON, KY 40502	DIRECTOR 0.00	0.	0.	0.
JILL CALLER KAPENSTEIN 840 EAST HIGH STREET LEXINGTON, KY 40502	DIRECTOR 0.00	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

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

[illegible]

0

Expenses

1	N/A	
2		
3		
4		

Amount

1	N/A	
2		
All other program-related investments. See instructions		
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	800,312.
b Average of monthly cash balances	1b	73,063.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	873,375.
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	873,375.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,101.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	860,274.
6 Minimum investment return. Enter 5% of line 5	6	43,014.

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	43,014.
2a Tax on investment income for 2017 from Part VI, line 5	2a	311.
b Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	311.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	42,703.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	42,703.
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	42,703.

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	61,416.
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	61,416.
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	311.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,105.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				42,703.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	4,176.			
b From 2013	973.			
c From 2014	9,068.			
d From 2015	9,881.			
e From 2016	9,163.			
f Total of lines 3a through e	33,261.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$	61,416.			
a Applied to 2016, 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 2017 distributable amount				42,703.
e Remaining amount distributed out of corpus	18,713.			
5 Excess distributions carryover applied to 2017 (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	51,974.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	4,176.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	47,798.			
10 Analysis of line 9:				
a Excess from 2013	973.			
b Excess from 2014	9,068.			
c Excess from 2015	9,881.			
d Excess from 2016	9,163.			
e Excess from 2017	18,713.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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	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				
CHABAD OF THE BLUEGRASS 568 COLUMBIA AVE LEXINGTON, KY 40508	NONE	PC	SEE STATEMENT	10,000.
CHILD DEVELOPMENT CENTER OF THE BLUEGRASS, INC. 290 ALUMNI DRIVE LEXINGTON, KY 40503	NONE	PC	SEE STATEMENT	100.
AMERICAN JEWISH COMMITTEE 205 W 4TH ST #1270 CINCINNATI, OH 45202	NONE	PC	SEE STATEMENT	250.
ETTA ISRAEL CENTER 13034 SATICOY ST NORTH HOLLYWOOD, CA 91605	NONE	PC	SEE STATEMENT	1,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVENUE NO 400 NEW YORK, NY 10001	NONE	PC	SEE STATEMENT	250.
Total			SEE CONTINUATION SHEET(S)	59,150.
b Approved for future payment				
NONE				
Total				0

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities				14	13,947.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	25,007.		
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.		38,954.	0.	
13 Total Add line 12, columns (b), (d), and (e)						13 38,954.	

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

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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)(3) (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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.

► Steven H. Collier

08/22/18

DIRECTOR

May the IRS discuss this return with the preparer shown below? See instr


☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHAEL T. SHEPHERD

Preparer's signature _____



Date _____

8/14/13

Check ☐ if
self-employed

PTIN

P00162489

Firm's name ► DEAN DORTON ALLEN FORD, PLLC

Firm's EIN ► 27-3858252

Firm's address ► 106 W. VINE STREET, SUITE 600
LEXINGTON, KY 40507

Phone no (859) 255-2341

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	ALEX BROWN		VARIOUS	12/31/17
b	TD AMERITRADE-MAIN ACCOUNT		VARIOUS	12/31/17
c	TD AMERITRADE-ZOLENDEK ACCOUNT		VARIOUS	12/31/17
d	TD AMERITRADE-PESKOFF ACCOUNT		VARIOUS	12/31/17
e	BLACKSTONE GROUP LP		VARIOUS	12/31/17
f	BLACKSTONE GROUP LP		VARIOUS	12/31/17
g	OAKTREE LP		VARIOUS	12/31/17
h	OAKTREE LP		VARIOUS	12/31/17
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 67,337.		58,998.	8,339.
b 57,829.		45,641.	12,188.
c 29,427.		28,883.	544.
d 2,813.		3,000.	-187.
e 21.			21.
f 439.			439.
g 22.			22.
h 447.			447.
i 3,194.			3,194.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,339.
b			12,188.
c			544.
d			-187.
e			21.
f			439.
g			22.
h			447.
i			3,194.
j			
k			
l			
m			
n			
o			

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	25,007.
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 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
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	NONE	PC	SEE STATEMENT	250.
ORT AMERICA INC 75 MAIDEN LANE NO 10 NEW YORK, NY 10038	NONE	PC	SEE STATEMENT	1,000.
BABY HEALTH SERVICE INC 1590 HARRODSBURG ROAD LEXINGTON, KY 40504	NONE	PC	SEE STATEMENT	100.
BAIS YAAKOV SCHOOL FOR GIRLS 7533 BEVERLY BLVD LOS ANGELES, CA 90036	NONE	PC	SEE STATEMENT	1,800.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75038	NONE	PC	SEE STATEMENT	250.
THE WOMEN'S ZIONIST ORGANIZATION OF AMERICA INC-HADASSAH - LEXINGTON CHAPT 500 LAKETOWER DR UNIT 69 LEXINGTON, KY 40502	NONE	PC	SEE STATEMENT	10,000.
HIAS 1300 SPRING STREET SUITE 500 SILVER SPRING, MD 20910	NONE	PC	SEE STATEMENT	250.
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE - UNIVERSITY OF FL 2020 W UNIVERSITY AVE GAINESVILLE, FL 32603	NONE	PC	SEE STATEMENT	1,800.
HOPE CENTER INC PO BOX 6 LEXINGTON, KY 40588	NONE	PC	SEE STATEMENT	2,500.
JAFKO CHILDRENS FOUNDATION INC 4200 N UNIVERSITY DRIVE SUNRISE, FL 33351	NONE	PC	SEE STATEMENT	100.
Total from continuation sheets				47,550.

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
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 2420 SPURR ROAD NO 150 LEXINGTON, KY 40511	NONE	PC	SEE STATEMENT	1,000.
KENTUCKY HISTORICAL FOUNDATION INC 100 WEST BROADWAY FRANKFORT, KY 40601	NONE	PC	SEE STATEMENT	100.
LEXINGTON HEARING AND SPEECH CENTER INC 350 HENRY CLAY BLVD LEXINGTON, KY 40502	NONE	PC	SEE STATEMENT	100.
MESIVTA BIRKAS YITZCHOK HIGH SCHOOL 6022 PICO BLVD LOS ANGELES, CA 90035	NONE	PC	SEE STATEMENT	3,600.
NATIONAL JEWISH OUTREACH PROGRAM INC 989 SIXTH AVENUE 10TH FLOOR NEW YORK, NY 10018	NONE	PC	SEE STATEMENT	1,000.
OHR ELIYAHU ACADEMY 241 S. DETROIT ST. LOS ANGELES, CA 90036	NONE	PC	SEE STATEMENT	10,000.
UNITED WAY 100 MIDLAND AVE STE 300 LEXINGTON, KY 40508	NONE	PC	SEE STATEMENT	8,700.
KOSHER INFORMATION BUREAU 12753 CHANDLER BLVD VALLEY VILLAGE, CA 91607	NONE	PC	SEE STATEMENT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILD DEVELOPMENT CENTER OF THE BLUEGRASS, INC.

SUPPORT THE MISSION TO PROVIDE FOR AN INCLUSIVE CHILD CARE EDUCATIONAL ENVIRONMENT FOR CHILDREN WITH AND WITHOUT DEVELOPMENT DELAYS

NAME OF RECIPIENT - ETTA ISRAEL CENTER

SUPPORT THE MISSION OF PROVIDING PROGRAMS AND SERVICES TO ENABLE PEOPLE WITH SPECIAL NEEDS TO LIVE FULLY ENRICHED AND ACTIVE LIVES AS MEMBERS OF THE LOS ANGELES JEWISH COMMUNITY

NAME OF RECIPIENT - AMERICAN RED CROSS

SUPPORT THE MISSION TO PREVENT AND ALLEVIATE HUMAN SUFFERING IN THE FACE OF EMERGENCIES BY MOBILIZING THE POWER OF VOLUNTEERS AND THE GENEROSITY OF DONORS

NAME OF RECIPIENT - BOY SCOUTS OF AMERICA

SUPPORT THE MISSION OF PROMOTING PATRIOTISM, COURAGE, SELF-RELIANCE, AND KINDRED VALUES FOR BOYS

NAME OF RECIPIENT - HIAS

SUPPORT THE MISSION TO RESCUE PEOPLE WHOSE LIVES ARE IN DANGER FOR BEING WHO THEY ARE AND STANDS FOR A WORLD IN WHICH REFUGEES FIND WELCOME, SAFETY, AND FREEDOM

NAME OF RECIPIENT - HOPE CENTER INC

SUPPORT THE MISSION TO CARE FOR HOMELESS AND AT-RISK PERSONS BY PROVIDING LIFE-SUSTAINING AND LIFE RE-BUILDING SERVICES THAT ARE COMPREHENSIVE AND ADDRESS UNDERLYING ISSUES

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - JUNIOR ACHIEVEMENT OF THE BLUEGRASS

SUPPORT THE MISSION TO PROVIDE AN OPPORTUNITY FOR YOUNG PEOPLE TO LEARN
ABOUT BUSINESS OPERATION AND THE FREE ENTERPRISE SYSTEM

NAME OF RECIPIENT - KOSHER INFORMATION BUREAU

A RESOURCE PROVIDING KOSHER CONSUMERS LISTINGS OF RELIABLE KOSHER
PRODUCTS UPDATED FOR CHANGES AND NEW PRODUCTS

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS & INTEREST	17,141.	3,194.	13,947.	13,947.	
TO PART I, LINE 4	17,141.	3,194.	13,947.	13,947.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,000.	1,000.		1,000.
TO FORM 990-PF, PG 1, LN 16B	2,000.	1,000.		1,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	6,827.	6,827.		0.
TO FORM 990-PF, PG 1, LN 16C	6,827.	6,827.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	38.	38.		0.
KY FILING FEE	15.	0.		15.
TO FORM 990-PF, PG 1, LN 18	53.	38.		15.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,251.	0.		1,251.
TO FORM 990-PF, PG 1, LN 23	1,251.	0.		1,251.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
ALEX BROWN ACCOUNT-US GOVERNMENT BONDS-SCHEDULE ATTACHED	X		74,797.	74,568.
TOTAL U.S. GOVERNMENT OBLIGATIONS			74,797.	74,568.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			74,797.	74,568.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALEX BROWN ACCOUNT-STOCKS-SCHEDULE ATTACHED	217,690.	398,074.
TOTAL TO FORM 990-PF, PART II, LINE 10B	217,690.	398,074.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALEX BROWN ACCOUNT-CORPORATE BONDS-SCHEDULE ATTACHED	30,368.	30,332.
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,368.	30,332.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALEX BROWN ACCOUNT-MUTUAL FUNDS-SCHEDULE ATTACHED	COST	54,529.	52,864.
TD AMERITRADE MAIN ACCOUNT-MUTUAL FUNDS-SCHEDULE ATTACHED	COST	106,371.	127,347.
TD AMERITRADE PESKOFF ACCOUNT-MUTUAL FUNDS-SCHEDULE ATTACHED	COST	26,754.	30,439.
TD AMERITRADE ZOLONDEK ACCOUNT-MUTUAL FUNDS-SCHEDULE ATTACHED	COST	113,786.	117,862.
ACCRUED INTEREST	COST	127.	127.
BLACKSTONE GROUP LP	COST	7,306.	8,005.
OAKTREE CAPITAL GROUP LP	COST	8,927.	8,420.
TOTAL TO FORM 990-PF, PART II, LINE 13		317,800.	345,064.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

STEVEN H. CALLER
SUSAN L. CALLER