

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 ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL BANK & TRUST CO		A Employer identification number 61-0449629
Number and street (or P.O. box number if mail is not delivered to street address) 300 WEST VINE STREET	Room/suite	B Telephone number 859-253-8106
City or town, state or province, country, and ZIP or foreign postal code LEXINGTON, KY 40507		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☐ \$ 3,510,096. (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))		(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		21,747.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		77,580.	77,580.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		219,525.			
b Gross sales price for all assets on line 6a		1,323,736.			
7 Capital gain net income (from Part IV, line 2)			219,525.		
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		2,949.	2,949.		STATEMENT 2
12 Total. Add lines 1 through 11		321,801.	300,054.		
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 STMT 3		2,550.	1,275.		1,275.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		5,295.	2,648.		2,647.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		19,133.	9,567.		9,567.
24 Total operating and administrative expenses. Add lines 13 through 23		26,978.	13,490.		13,489.
25 Contributions, gifts, grants paid		144,200.			144,200.
26 Total expenses and disbursements. Add lines 24 and 25		171,178.	13,490.		157,689.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		150,623.			
b Net investment income (if negative, enter -0-)			286,564.		
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	235.	289.	289.
	2 Savings and temporary cash investments	62,598.	68,876.	68,876.
	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 6	2,453,351.	2,657,487.	3,349,867.
	c Investments - corporate bonds STMT 7	151,921.	91,849.	91,064.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,668,105.	2,818,501.	3,510,096.	
Liabilities	17 Accounts payable and accrued expenses	418.	191.	
	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)	418.	191.	
Net Assets or Fund Balances	<i>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</i> ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<i>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</i> ☒			
	27 Capital stock, trust principal, or current funds	2,667,687.	2,818,310.	
	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	2,667,687.	2,818,310.		
31 Total liabilities and net assets/fund balances	2,668,105.	2,818,501.		

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	2,667,687.
2 Enter amount from Part I, line 27a	2	150,623.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,818,310.
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	2,818,310.

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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 SEE ATTACHED STATEMENT	P		
b SEE ATTACHED STATEMENT	P		
c SEE ATTACHED STATEMENT	P		
d CVS CORP LITIGATION PROCEEDS	P		
e CAPITAL GAINS DIVIDENDS			

(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 440,218.		416,456.	23,762.
b 808,041.		627,662.	180,379.
c 60,000.		60,093.	-93.
d 37.			37.
e 15,440.			15,440.

(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			23,762.
b			180,379.
c			-93.
d			37.
e			15,440.

2 Capital gain net income or (net capital loss)	2	219,525.
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	165,508.	2,959,192.	.055930
2015	166,203.	3,153,512.	.052704
2014	158,342.	3,159,677.	.050113
2013	129,021.	2,903,248.	.044440
2012	65,943.	2,642,022.	.024959

2 Total of line 1, column (d)	2	.228146
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	.045629
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,234,681.
5 Multiply line 4 by line 3	5	147,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,866.
7 Add lines 5 and 6	7	150,461.
8 Enter qualifying distributions from Part XII, line 4	8	157,689.

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.

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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	2,866.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	3	2,866.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	5	2,866.
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	2,480.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	2,480.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	386.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ Refunded ☐	11	

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
2 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 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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► CENTRAL BANK & TRUST COMPANY Telephone no. ► 859-253-8106 Located at ► 300 WEST VINE STREET, LEXINGTON, KY ZIP+4 ► 40507		
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 ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 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? 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 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)

		Yes	No
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	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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
SEE STATEMENT 8		0.	0.	18,085.

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

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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	3,237,590.
b	Average of monthly cash balances	1b	46,350.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,283,940.
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	3,283,940.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,259.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,234,681.
6	Minimum investment return. Enter 5% of line 5	6	161,734.

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	161,734.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,866.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,866.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158,868.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	158,868.
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	158,868.

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	157,689.
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	157,689.
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	2,866.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	154,823.

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.

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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				158,868.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			89,581.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$ 157,689.				
a Applied to 2016, but not more than line 2a			89,581.	
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				68,108.
e Remaining amount distributed out of corpus	0.			
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	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 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				90,760.
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	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

Form 990-PF (2017)

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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				
BLACK CHURCH COALITION P.O. BOX 12209 LEXINGTON, KY 40581	NONE	PUBLIC	SUBSIDY	10,000.
CHRYSALIS HOUSE 1589 HILL RISE DR LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	1,500.
LEXINGTON PUBLIC LIBRARY 140 E MAIN ST LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	1,000.
BIG BROTHERS BIG SISTERS 436 GEORGETOWN ST LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	2,000.
BLUEGRASS YOUTH BALLET 1595 MERCER RD #150 LEXINGTON, KY 40511	NONE	PUBLIC	SUBSIDY	1,000.
Total	SEE CONTINUATION SHEET(S)			144,200.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2017)

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

- | | | | |
|----------|--|--------------|------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | |
| (2) | Other assets | 1a(2) | |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) | Reimbursement arrangements | 1b(4) | |
| (5) | Loans or loan guarantees | 1b(5) | |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

~~CENTRAL BANK & TRUST CO.~~

**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.

BY

BY: Ruthann Wilson Gibson 05/03/18

TRUSTEE

Signature of Officer: ES: [Signature]

Date _____

Title

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

☒	Yes	☐	No
--	-----	--------------------------	----

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

PAULA C. HANSON

PC Hanson

5/2/18

P00161575

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

Form **990-PF** (2017)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

Employer identification number

61-0449629

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization ORPHAN SOCIETY OF LEXINGTON C/O CENTRAL BANK & TRUST CO	Employer identification number 61-0449629
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ANNA LATHAM TRUST</u> <u>C/O CENTRAL BANK & TRUST CO; 300 WEST</u> <u>VINE STREET</u> <u>LEXINGTON, KY 40507</u>	\$ <u>10,509.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
<u>2</u>	<u>ETHEL O HILL T/U/W</u> <u>C/O JP MORGAN CHASE BANK, NA; PO BOX</u> <u>3038</u> <u>MILWAUKEE, WI 53201</u>	\$ <u>5,623.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	<u>JAMES KENNING CHARITABLE T/W</u> <u>C/O JP MORGAN CHASE BANK, NA; PO BOX</u> <u>8708</u> <u>WILMINGTON, DE 19899</u>	\$ <u>3,313.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	<u>FRANCES K ROSS TRUST</u> <u>C/O JP MORGAN CHASE BANK, NA; PO BOX</u> <u>8708</u> <u>WILMINGTON, DE 19899</u>	\$ <u>2,302.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

61-0449629

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

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
CENTRAL BANK	93,020.	15,440.	77,580.	77,580.	
TO PART I, LINE 4	93,020.	15,440.	77,580.	77,580.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CENTRAL BANK	2,949.	2,949.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,949.	2,949.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,550.	1,275.		1,275.
TO FORM 990-PF, PG 1, LN 16B	2,550.	1,275.		1,275.

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	1,613.	807.		806.
FED EXCISE TAXES	3,682.	1,841.		1,841.
TO FORM 990-PF, PG 1, LN 18	5,295.	2,648.		2,647.

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
MISC ADMINISTRATIVE EXPENSES	1,048.	524.		524.
FIDUCIARY FEES	3,616.	1,808.		1,808.
INVESTMENT MANAGEMENT FEES	14,469.	7,235.		7,235.
TOTAL TO FORM 990-PF, PG 1, LN 23	19,133.	9,567.		9,567.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,657,487.	3,349,867.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,657,487.	3,349,867.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	91,849.	91,064.
TOTAL TO FORM 990-PF, PART II, LINE 10C	91,849.	91,064.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CENTRAL BANK & TRUST COMPANY 300 WEST VINE STREET LEXINGTON, KY 40507	TRUSTEE 2.00	0.	0.	18,085.
MARTINA OCKERMAN PO BOX 21825 LEXINGTON, KY 40522	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
GENEVA DONALDSON PO BOX 21825 LEXINGTON, KY 40522	SECRETARY/DIRECTOR 1.00	0.	0.	0.
LUCY CRAMER COX PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
SARA HOWELL PO BOX 21825 LEXINGTON, KY 40522	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
KASSIE KESSINGER PO BOX 21825 LEXINGTON, KY 40522	TREASURER/DIRECTOR 1.00	0.	0.	0.
JOYCE OCKERMAN PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
AMY KESSINGER PO BOX 21825 LEXINGTON, KY 40522	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	18,085.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEAN BREWER
PO BOX 21825
LEXINGTON, KY 40522

TELEPHONE NUMBER

859-269-2209

FORM AND CONTENT OF APPLICATIONS

A REQUEST FOR A SPECIFIC AMOUNT AND THE INTENDED USE OF THE FUNDS.
APPLICATIONS WILL BE PROVIDED TO THE REQUESTOR.

ANY SUBMISSION DEADLINES

MARCH 15 & SEPTEMBER 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANT MUST BE AN IRC SECTION 501(C)(3) ORGANIZATION ONLY.

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

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
HENRY CLAY MEMORIAL FOUNDATION 120 SYCAMORE RD LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	1,000.
BABY HEALTH SERVICE INC 1590 HARRODSBURG ROAD LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	10,100.
CARNEGIE CENTER FOR LITERACY & LEARNING 251 WEST SECOND STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	1,000.
CENTRAL MUSIC ACADEMY 219 EAST SHORT ST LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	2,000.
CHILDREN'S ADVOCACY CENTER 162 N ASHLAND AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	2,500.
COMMON GOOD 1015 N LIMESTONE LEXINGTON, KY 40505	NONE	PUBLIC	SUBSIDY	4,400.
CROSS MINISTRIES 166 MARKET STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	10,000.
EXPLORIUM 440 WEST SHORT STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	1,000.
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	NONE	PUBLIC	SUBSIDY	7,100.
HARRISON ELEMENTARY SCHOOL 161 BRUCE STREET LEXINGTON, KY 40507	NONE	PUBLIC	SUBSIDY	8,000.
Total from continuation sheets				128,700.

ORPHAN SOCIETY OF LEXINGTON
C/O CENTRAL BANK & TRUST CO

61-0449629

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
HIGH STREET NEIGHBORHOOD ASSOCIATION 228 SOUTH LIMESTONE LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	10,000.
LEXINGTON HEARING AND SPEECH CENTER 350 HENRY CLAY AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	7,500.
LEXINGTON WOMEN'S CLUB 1341 CORONA DRIVE LEXINGTON, KY 40514	NONE	PUBLIC	SUBSIDY	8,000.
LIVING ARTS & SCIENCE CENTER 362 N MARTIN LUTHER KING BLVD LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	2,100.
MCDOWELL-BRECKINRIDGE FOUNDATION 120 PRESTON AVE LEXINGTON, KY 40502	NONE	PUBLIC	SUBSIDY	6,000.
OPEN DOOR CHURCH 749 ADDISON AVENUE LEXINGTON, KY 40504	NONE	PUBLIC	SUBSIDY	3,900.
READING CAMP/DIOCESE OF LEXINGTON PO BOX 610 LEXINGTON, KY 40588	NONE	PUBLIC	SUBSIDY	5,000.
REPAIRERS LEXINGTON P.O. BOX 34152 LEXINGTON, KY 40588	NONE	PUBLIC	SUBSIDY	1,000.
SALVATION ARMY 736 WEST MAIN ST LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	15,000.
THE NEST 530 NORTH LIMESTONE LEXINGTON, KY 40508	NONE	PUBLIC	SUBSIDY	15,000.
Total from continuation sheets				

61-0449629

3 Grants and Contributions Paid During the Year (Continuation)

723631
04-01-17