50520 10/04/2018

2949131404020 8

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

1806

▶ 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 07/01/17 , and ending 06/30/18

Name of foundation: THE CONOVER FOUNDATION, INC.

A Employer identification number: 35-6672841

Number and street (or P O box number if mail is not delivered to street address): HILLIARD LYONS TRUST, PO BOX 32760 — Room/suite:

B Telephone number (see instructions): 615-754-0564

City or town, state or province, country, and ZIP or foreign postal code: LOUISVILLE KY 40232-2760

C If exemption application is pending, check here ▶ ☐

6

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

04

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) ▶ $ 2,812,166

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

34

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) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	14,783	14,783	14,783	
	4	Dividends and interest from securities	32,874	32,874	32,874	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	137,808			
	b	Gross sales price for all assets on line 6a 443,488				
	7	Capital gain net income (from Part IV, line 2)		137,808		
	8	Net short-term capital gain			1,214	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	38,139		38,139	
	12	**Total.** Add lines 1 through 11	223,604	185,465	87,010	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	3,440			
	c	Other professional fees (attach schedule) STMT 3	17,332	17,332		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	1,407			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	3,475	2,556		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,654	19,888	0	0
	25	Contributions, gifts, grants paid	133,000			133,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	158,654	19,888	0	133,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	64,950			
	b	**Net investment income** (if negative, enter -0-)		165,577		
	c	**Adjusted net income** (if negative, enter -0-)			87,010	

RECEIVED
NOV 06 2018
OGDEN, UT
B086 IRS-OSC

SCANNED JAN 30 2019

For Paperwork Reduction Act Notice, see instructions.

DAA

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	10,181	34,673	34,673
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less· allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 6	1,685,323	1,744,989	2,329,971
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	478,579	458,884	447,522
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 8)	4,346	4,833	
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,178,429	2,243,379	2,812,166
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 (attach schedule)			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,178,429	2,243,379	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,178,429	2,243,379	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,178,429	2,243,379	

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	2,178,429
2	Enter amount from Part I, line 27a	2	64,950
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,243,379
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,243,379

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 WORKSHEET			
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				
b				
c				
d				
e				

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				

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	137,808
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) See instructions If (loss), enter -0- in Part I, line 8	3	1,214

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))
2016	147,628	2,716,851	0.054338
2015	138,417	2,687,228	0.051509
2014	136,400	2,861,852	0.047661
2013	126,754	2,792,510	0.045391
2012	126,800	2,631,374	0.048188

2	**Total** of line 1, column (d)	2	0.247087
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	0.049417
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,825,296
5	Multiply line 4 by line 3	5	139,618
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,656
7	Add lines 5 and 6	7	141,274
8	Enter qualifying distributions from Part XII, line 4	8	133,000

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	3,312
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	3,312
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	3,312
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 580		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	580
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	2,732
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017? See instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HILLIARD LYONS TRUST COMPANY Telephone no ▶ 502-588-4110
PO BOX 32760
Located at ▶ LOUISVILLE KY ZIP+4 ▶ 40232-2760

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 |

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
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)		3b		X
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

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 — No: 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. See instructions.

(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
CHERYL CONOVER STROUD 122 PAIXHAM PLACE	MT.JULIET TN 37122	PRESIDENT 5.00	0	0	0
JANET TOTTEN 604 E MAIN CROSS ST	EDINBURGH IN 46124	SEC/TREAS 2.00	0	0	0
CHRISTINE CONOVER STROUD 1105 DRAUGHON AVENUE	NASHVILLE TN 37204	ASSIST SEC 2.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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. See instructions. 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 ▶		

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 CONTRIBUTIONS TO VARIOUS LOCAL ORGANIZATIONS 28 ORGANIZATIONS WERE SERVED DURING THE 2017/2018 FISCAL YEAR.	133,000
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 ▶	

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	2,829,657
b	Average of monthly cash balances		1b	38,664
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	2,868,321
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	2,868,321
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)		4	43,025
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,825,296
6	**Minimum investment return.** Enter 5% of line 5		6	141,265

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	141,265
2a	Tax on investment income for 2017 from Part VI, line 5	2a 3,312		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,312
3	Distributable amount before adjustments Subtract line 2c from line 1		3	137,953
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	137,953
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	137,953

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	133,000
b	Program-related investments – total from Part IX-B	1b	
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	133,000
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 See instructions	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	133,000

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				137,953
2	Undistributed income, if any, as of the end of 2017:				
a	Enter amount for 2016 only			121,996	
b	Total for prior years: 20____ , 20____ , 20____				
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				
4	Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 133,000				
a	Applied to 2016, but not more than line 2a			121,996	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2017 distributable amount				11,004
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b. Taxable amount – see instructions				
e	Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount – see instructions				
f	Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				126,949
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)				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
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				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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.

SEE STATEMENT 9

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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

HILLIARD LYONS TRUST COMPANY 502-588-4110
PO BOX 32760 LOUISVILLE KY 40232-2760

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

WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

c Any submission deadlines

NONE

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

NONE

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* SEE STATEMENT 10				133,000
Total			▶ 3a	133,000
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	14,783	
4 Dividends and interest from securities			14	32,874	
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	137,808	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 11		38,139			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		38,139		185,465	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 223,604

(See worksheet in line 13 instructions to verify calculations)

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

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

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Cheryl Conover Stroud — 10/15/2018 — PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DENNIS J. HASH		10/04/18	
Firm's name ▶ HASH CPA GROUP LLC		PTIN	P00381730
Firm's address ▶ P.O. BOX 637 FRANKLIN, IN 46131-0637		Firm's EIN ▶	35-2140590
		Phone no	317-738-2366

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2017, or tax year beginning 07/01/17, and ending 06/30/18 | **2017**

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	14 SHS ALPHABET INC.	P	04/28/15	04/17/18
(2)	70 SHS BERKSHIRE HATHAWAY INC.	P	05/17/07	04/17/18
(3)	295 SHS CISCO SYSTEMS INC.	P	03/06/05	07/12/17
(4)	165 SHS CISCO SYSTEMS INC.	P	05/17/07	07/12/17
(5)	85 SHS CISCO SYSTEMS INC.	P	03/06/05	04/17/18
(6)	100 SHS WALT DISNEY CO.	P	07/17/07	04/17/18
(7)	160.197 SHS DODGE & COX INTL. STOCK	P	11/01/13	04/18/18
(8)	75 SHS EXPEDITORS INTL. WASH. INC.	P	03/20/13	04/17/18
(9)	80 SHS EXPEDITORS INTL. WASH. INC.	P	04/14/14	04/17/18
(10)	35 SHS EXXON MOBIL CORP.	P	04/14/97	04/17/18
(11)	265 SHS EXXON MOBIL CORP.	P	04/14/97	05/21/18
(12)	130 SHS FASTENAL CO.	P	02/13/15	04/17/18
(13)	25,000 SHS FEDERAL HOME LOAN 2.25%	P	05/01/14	09/08/17
(14)	20,000 SHS FEDERAL HOME LOAN 3.125%	P	04/18/11	12/08/17
(15)	220 SHS GENERAL ELECTRIC INC.	P	04/26/07	04/17/18

	(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)
(1)	15,063		7,755	7,308
(2)	13,989		5,062	8,927
(3)	9,261		5,348	3,913
(4)	5,180		4,364	816
(5)	3,793		1,541	2,252
(6)	10,248		3,458	6,790
(7)	7,481		6,757	724
(8)	4,867		2,773	2,094
(9)	5,191		3,098	2,093
(10)	2,753		336	2,417
(11)	21,733		2,544	19,189
(12)	6,579		5,559	1,020
(13)	25,000		25,000	
(14)	20,000		20,111	-111
(15)	3,021		7,867	-4,846

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				7,308
(2)				8,927
(3)				3,913
(4)				816
(5)				2,252
(6)				6,790
(7)				724
(8)				2,094
(9)				2,093
(10)				2,417
(11)				19,189
(12)				1,020
(13)				
(14)				-111
(15)				-4,846

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2017, or tax year beginning 07/01/17 , and ending 06/30/18 | **2017**

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	25,000 SHS GOLDMAN SACHS GROUP 2.37%	P	02/19/13	01/22/18
(2)	163 SHS HARLEY DAVIDSON INC.	P	02/13/15	04/17/18
(3)	115 SHS HOME DEPOT INC.	P	02/06/08	11/01/17
(4)	45 SHS INTL. BUSINESS MACHINE INC.	P	08/29/13	04/17/18
(5)	25 SHS JPMORGAN CHASE & CO.	P	04/14/14	04/17/18
(6)	155 SHS JOHNSON & JOHNSON	P	04/26/07	04/17/18
(7)	1,210.271 SHS JOHNSON INST. S-T BOND	P	08/07/15	04/18/18
(8)	1,150 SHS MATTEL INC.	P	08/21/07	11/01/17
(9)	135 SHS MICROSOFT CORP.	P	03/06/05	04/17/18
(10)	70 SHS NORTHERN CORP.	P	10/18/10	04/17/18
(11)	25 SHS O'REILLY AUTOMOTIVE INC.	P	07/12/17	04/17/18
(12)	20 SHS OMNICOM GROUP INC.	P	02/06/08	04/17/18
(13)	35 SHS OMNICOM GROUP INC.	P	08/05/13	04/17/18
(14)	395 SHS PFIZER INC.	P	06/11/10	07/12/17
(15)	105 SHS PFIZER INC.	P	06/11/10	04/17/18

	(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)
(1)	25,000		25,065	-65
(2)	6,844		10,406	-3,562
(3)	19,104		3,272	15,832
(4)	7,281		8,226	-945
(5)	2,761		1,367	1,394
(6)	20,188		9,968	10,220
(7)	17,948		18,202	-254
(8)	16,062		21,791	-5,729
(9)	13,009		3,422	9,587
(10)	7,412		3,478	3,934
(11)	5,622		4,408	1,214
(12)	1,506		911	595
(13)	2,635		2,218	417
(14)	13,185		6,090	7,095
(15)	3,822		1,619	2,203

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				-65
(2)				-3,562
(3)				15,832
(4)				-945
(5)				1,394
(6)				10,220
(7)				-254
(8)				-5,729
(9)				9,587
(10)				3,934
(11)				1,214
(12)				595
(13)				417
(14)				7,095
(15)				2,203

50520 10/04/2018

Form 990-PF — Capital Gains and Losses for Tax on Investment Income — 2017

For calendar year 2017, or tax year beginning 07/01/17 , and ending 06/30/18

Name: THE CONOVER FOUNDATION, INC.

Employer Identification Number: 35-6672841

	(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)
(1)	75 SHS PROGRESSIVE CORP.	P	04/26/07	07/12/17
(2)	55 SHS PROGRESSIVE CORP.	P	03/12/15	07/12/17
(3)	1,280.748 SHS ROYCE TOTAL RETURN 427	P	02/11/10	10/25/17
(4)	2,214.349 SHS ROYCE TOTAL RETURN 427	P	02/23/16	10/25/17
(5)	3,409.695 SHS ROYCE TOTAL RETURN 427	P	02/17/16	10/25/17
(6)	115 SHS TJX COMPANIES INC.	P	11/06/07	04/17/18
(7)	20 SHS UNION PACIFIC CORP.	P	08/03/15	04/17/18
(8)	L-T CAPITAL GAIN DISTRIBUTION			
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	3,346		1,745	1,601
(2)	2,454		1,464	990
(3)	18,942		13,407	5,535
(4)	32,750		25,000	7,750
(5)	50,429		38,564	11,865
(6)	9,609		1,562	8,047
(7)	2,760		1,922	838
(8)	6,660			6,660
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				1,601
(2)				990
(3)				5,535
(4)				7,750
(5)				11,865
(6)				8,047
(7)				838
(8)				6,660
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
AMOS INV. CORP-ORDINARY INC.	$ -8,458	$	$ -8,458
AMOS INV. CORP-RENTAL INC.	2,879		2,879
AMOS INV. CORP-DIVIDENDS	1,459		1,459
AMOS INV. CORP-ST CAPITAL G/L	-279		-279
AMOS INV. CORP-LT CAPITAL G/L	42,492		42,492
AMOS INV CORP-INTEREST INCOME	46		46
TOTAL	$ 38,139	$ 0	$ 38,139

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 3,440	$	$	$
TOTAL	$ 3,440	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 17,332	$ 17,332	$	$
TOTAL	$ 17,332	$ 17,332	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	$ 862	$	$	$
INDIANA EXCISE TAX	93			
FEDERAL UNRELATED INCOME TAXES	452			
TOTAL	$ 1,407	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
PORTFOLIO DEDUCTIONS	2,556	2,556		
ACCRUED INTEREST PAID	919			
TOTAL	$ 3,475	$ 2,556	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100 JPMORGAN CHASE & CO.	$ 4,664	$ 4,664	COST	$ 10,420
100 WALT DISNEY CO. - SOLD	3,448		COST	
1001.502 ARTISAN INTL. FUND #661	20,000	20,000	COST	32,559
1150 MATTEL INC. - SOLD	21,791		COST	
1280.748 ROYCE TOTAL RET #427 - SOLD	13,407		COST	
875 PFIZER INC.	13,491	13,491	COST	31,745
395 PFIZER INC. - SOLD	6,090		COST	
105 PFIZER INC. - SOLD	1,619		COST	
80 JPMORGAN CHASE & CO.	4,373	4,373	COST	8,336
25 JPMORGAN CHASE & CO. - SOLD	1,366		COST	
150 BERKSHIRE HATHAWAY	9,960	9,960	COST	27,998
80 BERKSHIRE HATHAWAY	5,785	5,785	COST	14,932
70 BERKSHIRE HATHAWAY - SOLD	5,063		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
105 IBM CORP.	$ 19,194	$ 19,194	COST	$ 14,669
45 IBM CORP. - SOLD	8,226			
55 PROGRESSIVE CORP. - SOLD	1,463		COST	
153 HARLEY DAVIDSON INC.	9,577	9,577	COST	6,438
1696.109 DODGE & COX INTL. FUND 1048	71,542	71,542	COST	72,949
160.197 DODGE & COX INL #1048 - SOLD	6,757		COST	
1941 AMOS INVESTMENT CORPORATION	627,058	613,601	COST	613,601
2214.349 ROYCE TOTAL RET #427 - SOLD	25,000		COST	
225 GENERAL ELECTRIC	6,613	6,613	COST	3,062
2673.662 ARTISAN INTL. FUND #661	78,299	78,299	COST	86,921
80 GENERAL ELECTRIC	2,966	2,966	COST	1,089
220 GENERAL ELECTRIC - SOLD	7,867		COST	
300 GENERAL ELECTRIC CO.	10,831	10,831	COST	4,083
315.657 DODGE & COX INTL. FUND #1048	10,000	10,000	COST	13,576
235 UNION PACIFIC CORP.	22,582	22,582	COST	33,295
20 UNION PACIFIC CORP. - SOLD	1,922		COST	
255 NORTHERN TRUST CO.	12,668	12,668	COST	26,237
70 NORTHERN TRUST CO. - SOLD	3,478		COST	
326.645 ARTISAN INTL. FUND #661	7,000	7,000	COST	10,619
335 FASTENAL CO.	13,643	13,643	COST	16,123
35 OMNICOM GROUP INC. - SOLD	2,218		COST	
379.507 DODGE & COX INTL. FUND #1048	14,000	14,000	COST	16,323
3409.695 ROYCE TOTAL RET #427 - SOLD	38,564		COST	
227 HARLEY DAVIDSON INC.	14,492	14,492	COST	9,552
163 HARLES DAVIDSON INC. - SOLD	10,406		COST	
400 APPLE INC.	23,389	23,389	COST	74,044
290 FASTENAL CO.	12,400	12,400	COST	13,958
130 FASTENAL CO. - SOLD	5,559		COST	
422.416 DODGE & COX INTL. FUND #1048	15,000	15,000	COST	18,168
405 OMNICOM GROUP INC.	18,443	18,444	COST	30,889
20 OMNICOM GROUP INC. - SOLD	911		COST	
335 TJX COMPANIES	4,551	4,551	COST	31,885
115 TJX COMPANIES - SOLD	1,562		COST	
300 EXXON-MOBIL	2,880		COST	
475 JPMORGAN CHASE & CO.	23,821	23,821	COST	49,495
500 CISCO SYSTEMS INC.	8,701	8,701	COST	21,515
500 CISCO SYSTEMS INC. - SOLD	9,098		COST	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
425 EXPEDITORS INTL. INC.	$ 15,716	$ 15,716	COST	$ 31,068
75 EXPEDITORS INTL. INC. - SOLD	2,774		COST	
500 TE CONNECTIVITY LTD.	18,205	18,205	COST	45,030
500 WALT DISNEY CO.	14,155	14,155	COST	52,405
355 HOME DEPOT INC.	12,460	10,099	COST	69,260
115 HOME DEPOT INC. - SOLD	911		COST	
120 CISCO SYSTEMS INC.	2,210	2,210	COST	5,164
45 CISCO SYSTEMS INC. - SOLD	2,154			
550 CVS HEALTH CORP.	19,943	19,943	COST	35,392
395 JOHNSON & JOHNSON	25,402	25,402	COST	47,929
155 JOHNSON & JOHNSON - SOLD	9,968			
45 ALPHABET INC.	24,927	24,927	COST	50,204
14 ALPHABET INC. - SOLD	7,755		COST	
621.311 DODGE & COX INTL. FUND #1048	20,000	20,000	COST	26,723
650 WELLS FARGO & CO.	17,394	17,394	COST	36,036
665 VANGUARD REAL ESTATE ETF	50,193	50,193	COST	54,164
688.073 ARTISAN FUNDS INTL. # 661	15,000	15,000	COST	22,369
80 EXPEDITORS INTL. INC. - SOLD	3,098		COST	
850 US BANCORP	29,410	29,410	COST	42,518
850 PROGRESSIVE CORP.	19,771	19,771	COST	50,278
75 PROGRESSIVE CORP. - SOLD	1,745		COST	
825 MICROSOFT CORP.	17,488	17,488	COST	68,041
135 MICROSOFT CORP. - SOLD	3,422		COST	
9645.444 VIRTUS EMERGING MKTS #1736	87,484	87,484	COST	108,125
25 HOME DEPOT INC.		4,379	COST	4,878
165 O'REILLY AUTOMOTIVE INC.		29,093	COST	45,139
719 GENERAL ELECTRIC INC.		11,051	COST	9,786
120 PROGRESSIVE CORP.		7,504	COST	7,098
25 US BANCORP		1,277	COST	1,250
80 WELLS FARGO & CO.		4,063	COST	4,435
105 ALLERGAN PLC		18,751	COST	17,506
65 ALLERGAN PLC		10,850	COST	10,837
67 ALLERGAN PLC		10,496	COST	11,170
25 CVS HEALTH CORP.		1,673	COST	1,609
55 TE CONNECTIVITY LTD		5,565	COST	4,953
20 APPLE INC.		3,572	COST	3,702
4,345 JANUS HENDERSON SMALL CP VALUE		104,737	COST	100,456

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5699.556 VIRTUS EMERGING MKTS #1736	$	$ 69,592	COST	$ 63,892
50 VANGUARD REAL ESTATE ETF		3,402	COST	4,073
TOTAL	$ 1,685,323	$ 1,744,989		$ 2,329,971

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
20,000 FEDERAL FARM CREDIT 3.9%	$ 20,395	$ 20,324	COST	$ 20,355
20,000 FEDERAL HOME LOAN BANK 3.125%	20,129		COST	
20,000 JOHN DEERE CAPITAL CORP 2.25%	20,478	20,339	COST	19,947
20,000 GE CAPITAL CORP. 3.75%	20,745	20,572	COST	20,076
25,000 GOLDMAN SACHS 2.375%	25,107		COST	
25,000 PEPSICO SR. NOTE 3.125%	25,885	25,684	COST	25,132
20,000 TENN STATE GO BOND 2.67%	20,720	20,474	COST	20,008
20,000 WELLS FARGO 3.5%	20,816	20,695	COST	19,935
20,000 FEDERAL FARM CR BKS CONS 2.5%	20,171	20,115	COST	19,967
25,000 FEDERAL HOME LOAN BKS 2.25%	25,145		COST	
20,000 FEDERAL HOME LOAN BKS 1.75%	20,044	20,015	COST	19,960
25,000 APPLE INC. SR. GLOBAL 2.1%	25,064	25,032	COST	24,923
25,000 INTEL SR. NOTE 3.3%	25,593	25,468	COST	25,242
40,000 IBM NOTE 3.375%	40,702	40,603	COST	39,954
25,000 MICROSOFT CORP. NOTE 4.20%	26,355	25,683	COST	25,377
25,000 US BANCORP MTNS 3.70%	26,400	26,216	COST	25,224
1,210.271 JOHNSON INST S-T BOND FUND	18,202		COST	
25,000 FEDERAL FARM CREDIT 2.24%	25,000	25,000	COST	23,660
25,000 CISCO SYS. INC. 3.0%	25,895	25,724	COST	24,900
25,000 JPMORGAN CHASE & CO. 3.90%	25,733	25,661	COST	24,906
25,000 HOME DEPOT SR. NOTE 3.0%		25,412	COST	23,888
25,000 NORTHERN TRUST SR NOTE 3.375%		25,728	COST	25,171
20,000 O'REILLY AUTOMOTIVE NOTE 3.6%		20,139	COST	18,897
TOTAL	$ 478,579	$ 458,884		$ 447,522

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACC INTEREST PURCHASED, NOT RECEIVED	$ 4,346	$ 4,833	$
TOTAL	$ 4,346	$ 4,833	$ 0

Statement 9 - Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
CHERYL CONOVER STROUD - OWNS 10.58% OF AMOS INVESTMENT CORP.	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
WRITTEN STATEMENT OF PURPOSE AND USE OF FUNDS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
BARTHOLOMEW COUNTY HUMANE SOCIETY COLUMBUS IN 47201	4110 EAST 200 SOUTH NONE	PUBLIC	CHARITABLE	10,000
COLUMBUS FIREMAN'S CHEER FUND COLUMBUS IN 47201	1101 JACKSON STREET NONE	PUBLIC	CHARITABLE	2,500
ECUMENICAL ASSEMBLY COLUMBUS IN 47202	P.O. BOX 1421 NONE	PUBLIC	CHARITABLE	4,500
EDINBURGH DOLLARS FOR SCHOLARS EDINBURGH IN 46124	P.O. BOX 305 NONE	PUBLIC	CHARITABLE	3,000
EDINBURGH PUBLIC LIBRARY EDINBURGH IN 46124	119 W. MAIN CROSS ST. NONE	PUBLIC	CHARITABLE	3,000
FOP - SHOP WITH A COP COLUMBUS IN 47201	543 SECOND STREET NONE	PUBLIC	CHARITABLE	2,500
HABITAT FOR HUMANITY FRANKLIN IN 46131	98 S. EDWARDS NONE	PUBLIC	CHARITABLE	14,000
JOHNSON COUNTY HISTORICAL SOCIETY FRANKLIN IN 46131	135 N. MAIN STREET NONE	PUBLIC	CHARITABLE	9,000
KAPPA KAPPA KAPPA INC. EDINBURGH IN 46124	618 MEMORIAL DRIVE NONE	PUBLIC	CHARITABLE	4,000
SALVATION ARMY INDIANAPOLIS IN 46208	3100 NORTH MERIDIAN NONE	PUBLIC	CHARITABLE	2,000
SOCIETY FOR PROGRESSIVE HUNT VALLEY MD 21031	11350 MCCORMICK RD SUITE NONE	PUBLIC	CHARITABLE	4,000
TURNING POINT COLUMBUS IN 47201	745 WASHINGTON ST. NONE	PUBLIC	CHARITABLE	3,000
MILL RACE CENTER INC. COLUMBUS IN 47201	900 LINDSEY STREET NONE	PUBLIC	CHARITABLE	10,000
EDINBURGH MINISTERIAL ASSOCATION EDINBURGH IN 46124	P.O. BOX 83 NONE	PUBLIC	CHARITABLE	4,000
EASTSIDE ELEMENTARY CLOTHE-A-CHILD EDINBURGH IN 46124	810 E. MAIN CROSS ST. NONE	PUBLIC	CHARITABLE	4,000
EDINBURGH FIRE & RESUCE CHEER FUND EDINBURGH IN 46124	203 S. WALNUT ST. NONE	PUBLIC	CHARITABLE	2,500
FAMILY SERVICE COLUMBUS IN 47201	1531 13TH STREET NONE	PUBLIC	CHARITABLE	1,000

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
THE NEXT DOOR		402 22ND AVENUE NORTH		
NASHVILLE TN 37203	NONE	PUBLIC	CHARITABLE	10,000
MT. JULIET POLICE DEPARTMENT		1019 CHARLIE DANIELS PKWY		
MT. JULIET TN 37122	NONE	PUBLIC	CHARITABLE	10,000
HUMANE SOCIETY OF JOHNSON CNTY		3827 N. GRAHAM ROAD		
FRANKLIN IN 46131	NONE	PUBLIC	CHARITABLE	10,000
EDINBURGH UNITED METHODIST CHURCH		107 W. CAMPBELL ST.		
EDINBURGH IN 46124	NONE	PUBLIC	CHARITABLE	500
JOHNSON COUNTY 4-H COUNCIL		484 N. MORTON ST.		
FRANKLIN IN 46131	NONE	PUBLIC	CHARITABLE	1,500
FRANKLIN SYMPHONIC COUNCIL		P.O. BOX 988		
FRANKLIN IN 46131	NONE	PUBLIC	CHARITABLE	4,000
HERITAGE FUND- COMMUNITY FOUNDATION		538 FRANKLIN STREET		
COLUMBUS IN 47201	NONE	PUBLIC	CHARITABLE	2,000
NEW SONG MISSION		P.O. BOX 488		
NASHVILLE IN 47448	NONE	PUBLIC	CHARITABLE	5,000
HOSPICE OF SOUTH CENTRAL INDIANA		2626 EAST 17TH STREET		
COLUMBUS IN 47201	NONE	PUBLIC	CHARITABLE	3,000
TOWN OF EDINBURGH		107 S. HOLLAND STREET		
EDINBURGH IN 46124	NONE	PUBLIC	CHARITABLE	2,000
SERVANT GROUP INTERNATIONAL		506 TANKSLEY AVENUE		
NASHVILLE TN 37211	NONE	PUBLIC	CHARITABLE	2,000
TOTAL				133,000

Federal Statements

Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
AMOS INV. CORP-ORDINARY INC	531390	$ -8,458		$	$
AMOS INV. CORP-RENTAL INC.	531190	2,879			
AMOS INV. CORP-DIVIDENDS	523000	1,459			
AMOS INV. CORP-ST CAPITAL G	523000	-279			
AMOS INV. CORP-LT CAPITAL G	523000	42,492			
AMOS INV CORP-INTEREST INCO	523000	46			
TOTAL		$ 38,139		$ 0	$ 0