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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.

1806

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: GREAT MEADOWS FOUNDATION, INC.
C/O JOHN S. LUEKEN

A Employer identification number: 47-5409501

Number and street (or P O box number if mail is not delivered to street address): 101 S. 5TH STREET STE. 3500

Room/suite:

B Telephone number (see instructions):

City or town, state or province, country, and ZIP or foreign postal code: LOUISVILLE KY 40202

C If exemption application is pending, check here ▶ ☐ 6

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

3/4

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,499,307

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

Part I Analysis of Revenue and Expenses

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

2

		(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 (attach schedule)	307,782			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	767	767		
4	Dividends and interest from securities	38,442	38,442		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	366,419			
b	Gross sales price for all assets on line 6a 1,432,252				
7	Capital gain net income (from Part IV, line 2)		366,419		
8	Net short-term capital gain			0	
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)				
12	**Total.** Add lines 1 through 11	713,410	405,628	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages	65,000			65,000
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE STMT 1	2,839			2,839
b	Accounting fees (attach schedule) STMT 2	3,985			3,985
c	Other professional fees (attach schedule) STMT 3	28,343	9,343		19,000
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	6,655	54		6,601
19	Depreciation (attach schedule) and depletion STMT 5	423			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 6	3,351			3,351
24	**Total operating and administrative expenses.** Add lines 13 through 23	110,596	9,397	0	100,776
25	Contributions, gifts, grants paid	195,169			390,338
26	**Total expenses and disbursements.** Add lines 24 and 25	305,765	9,397	0	491,114
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	407,645			
b	**Net investment income** (if negative, enter -0-)		396,231		
c	**Adjusted net income** (if negative, enter -0-)			0	

Revenue

Operating and Administrative Expenses

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For Paperwork Reduction Act Notice, see instructions.

922

11

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	15,434	77,364	77,364
	2	Savings and temporary cash investments	1,039,160	1,421,943	1,421,943
	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)			
	c	Investments – corporate bonds (attach schedule)			
	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 ▶ 2,204 Less accumulated depreciation (attach sch) ▶ STMT 7 1,569	1,058	635	
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,055,652	1,499,942	1,499,307
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 ▶ SEE STATEMENT 8)	14,480	51,125	
	23	**Total liabilities** (add lines 17 through 22)	14,480	51,125	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,041,172	1,448,817	
	30	**Total net assets or fund balances** (see instructions)	1,041,172	1,448,817	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,055,652	1,499,942	

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	1,041,172
2	Enter amount from Part I, line 27a	2	407,645
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,448,817
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	1,448,817

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	PUBLICLY TRADED SECURITES	D	VARIOUS	06/30/18
b	PUBLICLY TRADED SECURITIES	D	03/10/16	06/30/18
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	292,845		283,502	9,343
b	1,139,407		782,331	357,076
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				9,343
b				357,076
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	366,419
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	9,343

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	233,384	781,583	0.298604
2015	31,549	618,015	0.051049
2014			
2013			
2012			

2 Total of line 1, column (d)	2	0.349653
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	0.174827
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,470,670
5 Multiply line 4 by line 3	5	257,113
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,962
7 Add lines 5 and 6	7	261,075
8 Enter qualifying distributions from Part XII, line 4	8	491,114

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

3

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	3,962
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	3,962
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	3,962
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,300		
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	3,300
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	662
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

2

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 ▶ BALDWIN BROTHERS INC Telephone no ▶ 508-748-0800

204 SPRING STREET

Located at ▶ MARION MA ZIP+4 ▶ 02738-1570

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? N/A	1c		
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) 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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. 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
ALFRED R. SHANDS, III 101 S FIFTH STREET	LOUISVILLE KY 40202	PRESIDENT 10.00	0	0	0
MICHAEL BALDWIN 101 S FIFTH STREET	LOUISVILLE KY 40202	VICE PRESIDE 2.00	0	0	0
JOHN LUEKEN 101 S FIFTH STREET	LOUISVILLE KY 40202	SECRETARY 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
JULIEN ROBSON 10807 EASUM ROAD	LOUISVILLE KY 40299	DIRECTOR 40.00	65,000	0	0

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 N/A	
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	120,668
b	Average of monthly cash balances			1b	83,865
c	Fair market value of all other assets (see instructions)			1c	1,288,533
d	**Total** (add lines 1a, b, and c)			1d	1,493,066
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	1,493,066
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	22,396
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,470,670
6	**Minimum investment return.** Enter 5% of line 5			6	73,534

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	73,534
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,962		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,962
3	Distributable amount before adjustments Subtract line 2c from line 1			3	69,572
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	69,572
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	69,572

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	491,114
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	491,114
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	3,962
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	487,152

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					69,572
2	Undistributed income, if any, as of the end of 2017					
a	Enter amount for 2016 only					
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	10,599				
e	From 2016	200,715				
f	*Total of lines 3a through e*		211,314			
4	Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 491,114					
a	Applied to 2016, but not more than line 2a					
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					69,572
e	Remaining amount distributed out of corpus		421,542			
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		632,856			
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
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		632,856			
10	Analysis of line 9					
a	Excess from 2013					
b	Excess from 2014					
c	Excess from 2015	10,599				
d	Excess from 2016	200,715				
e	Excess from 2017	421,542				

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))

ALFRED R SHANDS, III $307,283

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 9				195,169
Total			▶ 3a	195,169
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	767	
4 Dividends and interest from securities			14	38,442	
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					366,419
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		39,209	366,419

13 **Total.** Add line 12, columns (b), (d), and (e) 13 405,628

(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

▶ John S. Tucker | 11-13-2018 ▶ SECRETARY

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
E. DANIEL CLIFT, CPA			

Firm's name ▶ WILLIAM S. WETTERER & CO., PSC | PTIN P01253769

Firm's address ▶ 3042 BRECKENRIDGE LN | Firm's EIN ▶ 61-1036216

LOUISVILLE, KY 40220-2102 | Phone no 502-491-5550

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 2,839	$	$	$ 2,839
TOTAL	$ 2,839	$ 0	$ 0	$ 2,839

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$ 3,985	$	$	$ 3,985
TOTAL	$ 3,985	$ 0	$ 0	$ 3,985

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CONSULTING	$ 2,000	$	$	$ 2,000
CRITIC IN RESIDENCE	17,000			17,000
ADVISORY FEE	9,343	9,343		
TOTAL	$ 28,343	$ 9,343	$ 0	$ 19,000

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN DIVIDEND TAX	$ 54	$ 54	$	$
TAX EXPENSE	6,601			6,601
TOTAL	$ 6,655	$ 54	$ 0	$ 6,601

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
COMPUTER							
3/22/16	$ 2,204	$ 1,146	200DB	5	$ 423	$	$
TOTAL	$ 2,204	$ 1,146			$ 423	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
TELEPHONE	216			216
CREATION & MAINTENANCE - WEBS	900			900
HOSTING & REGISTRATION - WEBS	48			48
POSTAGE, MAILING SERVICE	24			24
SUPPLIES	48			48
MOVING EXPENSE	81			81
MEALS & ENTERTAINMENT	644			644
HONARARIUM	1,150			1,150
CLEANING FEES	240			240
TOTAL	$ 3,351	$ 0	$ 0	$ 3,351

Statement 7 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE AND EQUIPMENT	$ 2,204	$ 2,204	$	$
ACCUMULATED DEPRECIATION			1,569	
TOTAL	$ 2,204	$ 2,204	$ 1,569	$ 0

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
UNREALIZED GAIN (LOSS)	$ 14,480	$ 51,125
TOTAL	$ 14,480	$ 51,125

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
ALFRED R SHANDS, III	$ 307,283
TOTAL	$ 307,283

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name		Address		
Address	Relationship	Status	Purpose	Amount
ALYSON THIEL		543 EAST BARBEE AVENUE		
LOUISVILLE KY 40217	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,100
ANASAZI THOMAS		251 HALDEMAN AVENUE		
LOUISVILLE KY 40206	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
ARON PATRICK CONAWAY		744 S. 13TH STREET		
LOUISVILLE KY 40210	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,050
BELINDA RAE GOODWIN		1950 PERSHING ROAD		
LEXINGTON KY 40504	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
BETTE LEVY		2020 WINSTON AVENUE		
LOUISVILLE KY 40205	NONE	I	GRANT AWARD TO LOCAL ARTIST	5,000
BRANDON C. SMITH		2049 BONDVILLE ROAD		
SALVISA KY 40372	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,000
BRITANY BAKER		930 KESWICK BLVD.		
LOUISVILLE KY 40217	NONE	I	GRANT AWARD TO LOCAL ARTIST	3,600
CAROLINE R. NEUMAYER		3300 INGLE AVENUE		
LOUISVILLE KY 40206	NONE	I	GRANT AWARD TO LOCAL ARTIST	2,000
CARRIE ANN DONOVAN		302 ACADEMY LAKE WAY		
LOUISVILLE KY 40245	NONE	I	GRANT AWARD TO LOCAL ARTIST	3,900
CHARLES FORD DORSEY		619 SOUTH 22ND STREET		
LOUISVILLE KY 40211	NONE	I	GRANT AWARD TO LOCAL ARTIST	5,000
CHARLOTTE POLLOCK		813 GREEN WILLOW WAY		
LOUISVILLE KY 40223	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
CHE RHODES		2000 W. MAIN STREET		
LOUISVILLE KY 40203	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,900
COLEMAN LARKIN SCHMIDT		487 HAMBLEY BLVD., APT. #		
PIKEVILLE KY 41501	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
COLLEEN TOUTANT MERRILL		119 N. ASHLAND AVENUE		
LEXINGTON KY 40502	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
CYNTHIA NORTON		604 BARRET AVENUE		
LOUISVILLE KY 40204	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,500
DARRENN E. CANTON		1241 S. 1ST STREET, APT.		
LOUISVILLE KY 40203	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,200
GAELA A. ERWIN		1068 BAXTER AVENUE		
LOUISVILLE KY 40204	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,400

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Relationship	Address Status	Purpose	Amount
GARRETT O. HANSEN LEXINGTON KY 40503	NONE	135 SUBURBAN COURT I	GRANT AWARD TO LOCAL ARTIST	5,000
GWENDOLYN KELLY LOUISVILLE KY 40210	NONE	2211 W. KENTUCKY ST. I	GRANT AWARD TO LOCAL ARTIST	1,400
HARRY SANCHEZ, JR. DAYTON KY 41074	NONE	211 10TH AVENUE I	GRANT AWARD TO LOCAL ARTIST	1,400
ISAAC W. BERNHEIM FOUNDATION CLERMONT KY 40110-0130	NONE	ISAAC W. BERNHEIM FOUNDAT I	GRANT AWARD TO LOCAL ARTIST	2,850
JAMES DAVID CAUDILL LOUISVILLE KY 40205	NONE	1855 TREVILIAN WAY I	GRANT AWARD TO LOCAL ARTIST	4,100
JAMES R. MAY LOUISVILLE KY 40217	NONE	1035 ASH STREET I	GRANT AWARD TO LOCAL ARTIST	3,000
JAMES ROBERT SOUTHARD LEXINGTON KY 40507	NONE	263 N. BROADWAY I	GRANT AWARD TO LOCAL ARTIST	3,000
JANET CREEKMORE COVINGTON KY 41011	NONE	1090 GARRARD STREET, #9-2 I	GRANT AWARD TO LOCAL ARTIST	2,500
JARROD BECKER ERLANGER KY 41018	NONE	3228 CRESCENT AVENUE I	GRANT AWARD TO LOCAL ARTIST	3,000
JOANNE PRICE BAGDAD KY 40003	NONE	998 GROVER BLAYDES ROAD I	GRANT AWARD TO LOCAL ARTIST	1,900
JOHN HARLAN NORRIS LEXINGTON KY 40503	NONE	156 WABASH DRIVE I	GRANT AWARD TO LOCAL ARTIST	2,900
JONATHAN MCFADDEN LEXINGTON KY 40503	NONE	105 SHADY LANE I	GRANT AWARD TO LOCAL ARTIST	1,500
JOSE M. VERSOZA, III NEWPORT KY 41071	NONE	84 HOME STREET, APT. #2 I	GRANT AWARD TO LOCAL ARTIST	1,400
JULIE LEIDNER LOUISVILLE KY 40208	NONE	1401 S. 3RD ST., APT. #2 I	GRANT AWARD TO LOCAL ARTIST	9,500
KAREN GILLENWATER NEW ALBANY IN 47150	NONE	1320 E. MARKET STREET I	GRANT AWARD TO LOCAL ARTIST	2,319
KYOUNGMEE BYUN LOUISVILLE KY 40203	NONE	800 S. 4TH STREET, APT. # I	GRANT AWARD TO LOCAL ARTIST	3,700
LACY HALE ERMINE KY 41805	NONE	26 RATTLESNAKE ROAD I	GRANT AWARD TO LOCAL ARTIST	1,400

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address	Relationship	Status	Purpose	Amount
LAURIE FADER LOUISVILLE KY 40206	3005 WENTWORTH AVENUE	NONE	I	GRANT AWARD TO LOCAL ARTIST	5,000
LESLIE NICHOLS BOWLING GREEN KY 42104	2409 TAM O SHANTER COURT	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,500
LETITIA QUESENBERRY LOUISVILLE KY 40206	232 N. HITE AVENUE	NONE	I	GRANT AWARD TO LOCAL ARTIST	2,900
LINDA ERZINGER LOUISVILLE KY 40217	1035 ASH STREET	NONE	I	GRANT AWARD TO LOCAL ARTIST	3,100
MARY ANN CAROTHERS LOUISVILLE KY 40205	1819 SPEED AVENUE	NONE	I	GRANT AWARD TO LOCAL ARTIST	5,000
MATTHEW A. BRADLEY LOUISVILLE KY 40202	331 EAST MARKET STREET, #	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,900
MATTHEW O. MAYNARD LAWRENCEBURG KY 40342	1986 FOX CREEK ROAD	NONE	I	GRANT AWARD TO LOCAL ARTIST	3,000
MEENA KHALILI LOUISVILLE KY 40204	1047 HIGHLAND AVENUE	NONE	I	GRANT AWARD TO LOCAL ARTIST	3,500
MELANIE VANHOUTEN FRANKFORT KY 40601	3355 LAWRENCEBURG ROAD	NONE	I	GRANT AWARD TO LOCAL ARTIST	2,400
MIRIAM E. KIENLE LEXINGTON KY 40503	156 WABASH DRIVE	NONE	I	GRANT AWARD TO LOCAL ARTIST	3,000
MITCH ECKERT LOUISVILLE KY 40206	213 S. HITE AVENUE	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,000
OX-BOW CHICAGO IL 60603	36 S. WABASH AVE., STE. 1	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,000
PATRICK SMITH LEXINGTON KY 40502	3414 BROOKHAVEN DRIVE	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
PHILIS ALVIC LEXINGTON KY 40503	2815 PHOENIX ROAD	NONE	I	GRANT AWARD TO LOCAL ARTIST	4,000
PURION L. PARKER LOUISVILLE KY 40209	2801 S. FLOYD ST., STE. #	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,400
RACHEL SINGEL LOUISVILLE KY 40208	1456 ST. JAMES COURT, APT	NONE	I	GRANT AWARD TO LOCAL ARTIST	1,500
RESIDENCY UNLIMITED INC. BROOKLYN NY 11231	360 COURT STREET, SUITE #	NONE	I	GRANT AWARD TO LOCAL ARTIST	7,500

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		
Address	Relationship	Status	Purpose	Amount
RODOLFO SALGADO, JR. LOUISVILLE KY 40203	NONE	324 E. COLLEGE STREET I	GRANT AWARD TO LOCAL ARTIST	3,500
SABRA L. CROCKETT LOUISVILLE KY 40207	NONE	117 OXFORD PLACE I	GRANT AWARD TO LOCAL ARTIST	3,500
SHANNON L. WESTERMAN LOUISVILLE KY 40205	NONE	1749 CHEROKEE TERRACE I	GRANT AWARD TO LOCAL ARTIST	1,050
SHAYNE L. HULL LOUISVILLE KY 40205	NONE	1844 FLEMING ROAD I	GRANT AWARD TO LOCAL ARTIST	2,000
STACEY VEST PARK HILLS KY 41011	NONE	1014 ALTAVIA AVENUE I	GRANT AWARD TO LOCAL ARTIST	4,500
STEPHEN J. HEINE LOUISVILLE KY 40206	NONE	2920 MORAN PLACE I	GRANT AWARD TO LOCAL ARTIST	2,500
TIFFANY C. CALVERT LOUISVILLE KY 40215	NONE	1313 MARRET PLACE I	GRANT AWARD TO LOCAL ARTIST	1,200
TIFFANY CARBONNEAU NEW ALBANY IN 47150	NONE	816 CEDAR BOUGH PLACE I	GRANT AWARD TO LOCAL ARTIST	4,800
TODD CHRISTOPHER SMITH LOUISVILLE KY 40204	NONE	1403 GODDARD AVENUE I	GRANT AWARD TO LOCAL ARTIST	1,400
TRAVIS S. TOWNSEND LEXINGTON KY 40504	NONE	1880 PERSHING ROAD I	GRANT AWARD TO LOCAL ARTIST	2,200
VALERIE SULLIVAN FUCHS SHELBYVILLE KY 40065	NONE	1699 WOODLAWN ROAD I	GRANT AWARD TO LOCAL ARTIST	4,900
VALLORIE G. HENDERSON LOUISVILLE KY 40220	NONE	4120 BROWNS LANE I	GRANT AWARD TO LOCAL ARTIST	1,200
VIAN HAYDEN LOUISVILLE KY 40241	NONE	3307 CROSS POINTE ROAD I	GRANT AWARD TO LOCAL ARTIST	4,400
VINHAY KEO BOWLING GREEN KY 42101	NONE	1147 BRISTOW ROAD I	GRANT AWARD TO LOCAL ARTIST	1,400
WILLIAM HUNTER STAMPS LEXINGTON KY 40503	NONE	117 ELAM PARK I	GRANT AWARD TO LOCAL ARTIST	3,000

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		
Address	Relationship	Status	Purpose	Amount
TOTAL				195,169