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Form **990-PF**

Department of the Treasury
Internal Revenue Service

EXTENDED TO JULY 15, 2020

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

1908

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning SEP 1, 2018 , and ending AUG 31, 2019

Name of foundation: V. V. COOKE FOUNDATION CORPORATION

A Employer identification number: 61-6033714

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

Room/suite:

B Telephone number: (502)241-0303

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

03
04

H Check type of organization: [X] 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) ▶$ 7,269,740.

J Accounting method: [X] 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 ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14.	14.		STATEMENT 1
	4 Dividends and interest from securities	318,690.	318,690.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-57,458.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	261,246.	318,704.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,000.	500.		24,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,000.	100.		4,900.
	16a Legal fees				
	b Accounting fees STMT 3	4,000.	0.		4,000.
	c Other professional fees STMT 4	37,181.	33,463.		3,718.
	17 Interest				
	18 Taxes STMT 5	21,772.	15,477.		6,294.
	19 Depreciation and depletion				
	20 Occupancy	2,413.	270.		2,143.
	21 Travel, conferences, and meetings	912.	0.		912.
	22 Printing and publications	86.	0.		86.
	23 Other expenses STMT 6	5,150.	2,214.		2,936.
	24 Total operating and administrative expenses Add lines 13 through 23	101,514.	52,024.		49,489.
	25 Contributions, gifts, grants paid	325,065.			325,065.
	26 Total expenses and disbursements Add lines 24 and 25	426,579.	52,024.		374,554.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-165,333.			
	b Net investment income (if negative enter -0-)		266,680.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	158,784.	137,954.	137,954.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 7	601,702.	818,877.	814,510.
	c	Investments - corporate bonds STMT 8	5,939,354.	5,586,876.	6,134,876.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	191,600.	182,400.	182,400.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,891,440.	6,726,107.	7,269,740.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26, and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,891,440.	6,726,107.	
	30 29	**Total net assets or fund balances**	6,891,440.	6,726,107.	
	31 30	**Total liabilities and net assets/fund balances**	6,891,440.	6,726,107.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,891,440.
2	Enter amount from Part I, line 27a	2	-165,333.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,726,107.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,726,107.

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	INVESTMENT MANAGEMENT ACCOUNTS		VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				-57,458.
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				-57,458.
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	-57,458.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	330,960.	7,072,633.	.046794
2016	389,953.	6,547,283.	.059560
2015	347,614.	6,262,044.	.055511
2014	207,255.	5,686,188.	.036449
2013	214,394.	5,586,915.	.038374

2 Total of line 1, column (d)	2	.236688
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	.047338
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	7,129,860.
5 Multiply line 4 by line 3	5	337,513.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,667.
7 Add lines 5 and 6	7	340,180.
8 Enter qualifying distributions from Part XII, line 4	8	374,554.

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 ▶ [X] and enter 1% of Part I, line 27b		1	2,667.
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	2,667.
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	2,667.
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 19,500.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments Add lines 6a through 6d		7	19,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	8.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	16,825.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶	16,825. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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 2018 or the tax year beginning in 2018? See the 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

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

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

Website address ▶ N/A

14 The books are in care of ▶ CARL M. THOMAS Telephone no ▶ (502) 241-0303

Located at ▶ P.O. BOX 7664, PEWEE VALLEY, KY ZIP+4 ▶ 40257

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2018, 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ____, ____, ____, ____			
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 2018 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 2018.) 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 2018?	4b		X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
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	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No		

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		25,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	7,068,756.
b	Average of monthly cash balances		1b	169,681.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,238,437.
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	7,238,437.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	108,577.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,129,860.
6	**Minimum investment return** Enter 5% of line 5		6	356,493.

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	356,493.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 2,667.		
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,667.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	353,826.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	353,826.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	353,826.

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	374,554.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	374,554.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	2,667.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	371,887.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					353,826.
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2018					
a From 2013					
b From 2014					
c From 2015					
d From 2016	56,973.				
e From 2017					
f Total of lines 3a through e		56,973.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 374,554.					
a Applied to 2017, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2018 distributable amount					353,826.
e Remaining amount distributed out of corpus		20,728.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		77,701.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a		77,701.			
10 Analysis of line 9					
a Excess from 2014					
b Excess from 2015					
c Excess from 2016	56,973.				
d Excess from 2017					
e Excess from 2018	20,728.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED	NONE	N/A	UNRESTRICTED	
SCHEDULE ATTACHED				325,065.
Total			▶ 3a	325,065.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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.	
4 Dividends and interest from securities			14	318,690.	
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	-57,458.	
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.		261,246.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 261,246.

(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)

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

Carrie McThomas 1/27/2020 EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
AMELIA SEBASTIAN	Amelia [signature]	1/21/2020		P01251828
Firm's name ▶ DEAN DORTON ALLEN FORD PLLC			Firm's EIN ▶ 27-3858252	
Firm's address ▶ 500 W. JEFFERSON STREET, STE 1400 LOUISVILLE, KY 40202-2855			Phone no. 502-589-6050	

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS		STATEMENT 1
SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST BEARING CHECKING AND CERTIFICATES OF DEPOSITS	14.	14.	
TOTAL TO PART I, LINE 3	14.	14.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ANNUITIES	9,200.	0.	9,200.	9,200.	
EQUITY ACCOUNTS	223,800.	0.	223,800.	223,800.	
FIXED INCOME ACCOUNTS	52,499.	0.	52,499.	52,499.	
REAL ESTATE	33,191.	0.	33,191.	33,191.	
TO PART I, LINE 4	318,690.	0.	318,690.	318,690.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	0.		4,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	37,181.	33,463.		3,718.
TO FORM 990-PF, PG 1, LN 16C	37,181.	33,463.		3,718.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,423.	128.		6,294.
EXCISE TAXES	6,042.	6,042.		0.
PF-990 TAXES	9,307.	9,307.		0.
TO FORM 990-PF, PG 1, LN 18	21,772.	15,477.		6,294.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES, SUBSCRIPTIONS, AND MEMBERSHIPS	1,000.	900.		100.
POSTAGE AND OFFICE EXPENSE	361.	0.		361.
TELEPHONE	2,620.	262.		2,358.
WORKERS COMPENSATION	429.	386.		43.
INSURANCE - LIABILITY	740.	666.		74.
TO FORM 990-PF, PG 1, LN 23	5,150.	2,214.		2,936.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	818,877.	814,510.
TOTAL TO FORM 990-PF, PART II, LINE 10B	818,877.	814,510.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,586,876.	6,134,876.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,586,876.	6,134,876.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICIES	COST	182,400.	182,400.
TOTAL TO FORM 990-PF, PART II, LINE 13		182,400.	182,400.

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

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

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(502) 241-0303

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

MID JANUARY, APRIL, JULY, AND OCTOBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

GRANTS PAID FISCAL YEAR ENDING AUGUST 31, 2019

BOARD DIRECTED

Check #	Date	Payee	Amount	Memo
7152	11/30/2018	Alice Lloyd College	$2,500	Board
7153	11/30/2018	Boy's and Girl's Clubs of Kentuckiana	$2,500	Board
7154	11/30/2018	Boy Scouts-Lincoln Heritage Council	$2,500	Board
7155	11/30/2018	Campbilsville University	$5,000	Board
7156	11/30/2018	Cardiovascular Innovation Institute	$15,000	Board
7157	11/30/2018	CASA	$2,500	Board
7158	11/30/2018	Georgetown College	$20,000	Board
7159	11/30/2018	Gilda's Club of Kentuckiana	$5,000	Board
7160	11/30/2018	Life House Maternity Home	$1,000	Board
7161	11/30/2018	Louisville Leopards Percussionists	$1,675	Board
7162	11/30/2018	Teach Kentucky	$3,000	Board
7163	11/30/2018	Veterans Memorial Park of Kentucky	$5,000	Board
7164	11/30/2018	Workwell Industries	$2,500	Board
7173	1/23/2019	21st Century Parks (2nd Installment)	$5,000	Board
7180	2/20/2019	Coalition for the Homeless	$1,000	Board
7181	2/20/2019	Down Syndrome of Louisville	$2,500	Board
7182	2/20/2019	Fund for the Arts	$5,000	Board
7183	2/20/2019	Kentuckiana Works Foundation	$2,500	Board
7184	2/20/2019	Mission Behind Bars and Beyond	$500	Board
7185	2/20/2019	The Morton Center	$5,000	Board
7186	2/20/2019	Special Olympics Kentucky	$1,000	Board
7187	2/20/2019	Summit Academy of Greater Louisville	$1,000	Board
7188	2/20/2019	Supplies Over Seas	$1,000	Board
7189	2/20/2019	UL Foundation-Dr. Friedland G2077 Fund	$12,500	Board
7210	6/21/2019	Dare to Care Food Bank	$5,000	Board
7211	6/21/2019	Family and Children's Place	$5,000	Board

7212	6/21/2019	Fellowship of Christian Athletes	$4,000	Board
7213	6/21/2019	First Tee of Louisville	$1,500	Board
7214	6/21/2019	The Healing Place	$10,000	Board
7215	6/21/2019	Heuser Hearing and Language Academy	$5,090	Board
7216	6/21/2019	House of Ruth	$2,500	Board
7217	6/21/2019	Kids Cancer Alliance	$6,000	Board
7218	6/21/2019	Lighthouse Promise	$2,500	Board
7219	6/21/2019	Louisville Central Community Center	$2,000	Board
7220	6/21/2019	Louisville Free Public Library Foundation	$3,000	Board
7221	6/21/2019	Twisted Pink	$2,000	Board
7222	6/21/2019	Ronald McDonald House	$1,000	Board
7223	6/21/2019	Second Chances Wildlife Center	$500	Board
7224	6/21/2019	USA Cares	$1,000	Board
7275	8/20/2019	Baptist Health Foundation	$15,000	Board
7276	8/20/2019	Bluegrass Center for Autism	$2,850	Board
7277	8/20/2019	Jefferson Foundation	$5,000	Board
7278	8/20/2019	Louisville Urban League	$5,000	Board
7279	8/20/2019	Metro United Way	$7,500	Board
7280	8/20/2019	Pitt Academy	$2,000	Board
7281	8/20/2019	St. John Center for Homeless Men	$4,000	Board
7282	8/20/2019	Spalding University	$2,500	Board
7283	8/20/2019	Sunrise Children's Services	$20,000	Board
7284	8/20/2019	Volunteers of America	$3,000	Board
7285	8/20/2019	YMCA of Greater Louisville	$10,000	Board
7286	8/20/2019	Legal Aid Society	$1,000	Board
7287	8/20/2019	First Hour Grief Response	$1,000	Board
7288	8/20/2019	Kentucky Non-Profit Network	$250	Board

SUB-TOTAL **$235,365**

FAMILY DIRECTED

COOKE

Check #	Date	Payee	Amount	Memo
7143	10/2/2018	South Oldham High School	$1,000	Trudi
7144	10/2/2018	SOHS Choir	$500	Trudi
7150	10/30/2018	Louisville Skating Academy	$1,000	Trudi
7165	11/30/2018	BIA Cares	$1,000	Trudi
7193	3/25/2019	Christ Church United Methodist	$5,000	Trudi in Memory of V.V. Jr.
7194	3/25/2019	Louisville Public Media	$1,200	Trudi
7200	3/25/2019	Project Aware	$800	Trudi
7260	8/15/2019	Louisville Zoo	$1,000	Cameron
7261	8/15/2019	Habitat for Humanity	$1,000	Taylor
7262	8/15/2019	GSF Marley House	$5,000	Trudi in memory of Tracy
7263	8/15/2019	Supporting Heroes	$1,000	Trudi
7264	8/15/2019	Cabbage Patch-UK Scholarships	$1,500	Trudi
7273	8/20/2019	San Diego State University-Science Dept	$5,000	V.V III
7274	8/20/2019	St. Mary's Episcopal Church	$5,000	V.V. III
SUB-TOTAL			**$30,000**	

CROSS

Check #	Date	Payee	Amount	Memo
7235	6/14/2019	St. Francis Episcopal Church-Rectors' Fund	$4,000.00	Joe, Jr.
7251	8/9/2019	Walnut Street Baptist Church	$2,000.00	Julie
7252	8/9/2019	University Christian Church	$2,000.00	julie
7268	8/19/2019	Walnut Street Baptist Church	$10,000.00	In Memory of Jane Cross
7269	8/19/2019	Walnut Street Baptist Church	$500.00	Janet
7270	8/19/2019	Global Game Changers	$3,500.00	Janet
7271	8/19/2019	Token III Club	$2,000.00	Jason
7272	8/19/2019	St. Francis School-Goshen	$2,000.00	Jason
7289	8/26/2019	Kentuckiana Children's Center	$1,000.00	Jennifer
7290	8/26/2019	Peace Education Program	$3,000.00	Jennifer

SUB-TOTAL			**$30,000.00**	

HOOK

Check #	Date	Payee	Amount	Memo
7225	6/14/2019	Columbia College-Larson Scholarship	$2,000	Debbie
7226	6/14/2019	Hollins University	$1,000	Debbie
7227	6/14/2019	Hazelden Foundation	$1,000	Debbie
7228	6/14/2019	Dare to Care Food Bank-Spencer Cty	$500	Debbie
7229	6/14/2019	KET	$500	Debbie
7230	6/14/2019	Speed Art Museum	$500	Debbie
7231	6/14/2019	Spencer County KY Library	$250	Debbie
7232	6/14/2019	Crescent Hill Library	$250	Debbie
7233	6/14/2019	Jackson NH Public Library	$250	Debbie
7234	6/14/2019	Valaterra/Young Family Foundation	$250	Debbie
7243	6/28/2019	Summerbridge Louisville	$1,000	Heidi
7244	6/28/2019	Hildegard House	$1,000	Heidi
7246	6/28/2019	Patriot's Peace Memorial	$700	Heidi
7247	6/28/2019	Broadway Baptist Church	$1,000	Heidi
7248	6/28/2019	Semper Grati Fund	$1,000	Heidi
7254	8/9/2019	Young Life of Greater Forsyth Cty	$250	Tim
7255	8/9/2019	Samaritan Ministries	$250	Tim
7256	8/9/2019	V Foundation for Cancer Research	$250	Tim
7253	8/9/2019	Christian Camps of Pittsburgh, Inc.	$250	Tim
7257	8/9/2019	Wake Forest University Law School	$500	Jonathan
7258	8/9/2019	Winston-Salem Fellows	$500	Jonathan
7267	8/19/2019	Beargrass Christian Church	$1,000	Bob III
7293	8/27/2019	Dunn Elementary School	$1,000	David
7294	8/30/2019	Broadway Baptist Church	$10,000	In Memory of June C. Hook
7295	8/30/2019	Broadway Baptist Church	$3,500	Bob, Jr.
7296	8/30/2019	Saving Sunny, Inc.	$500	Lauren
7297	8/30/2019	Coalition for the Homeless	$500	Lauren

SUB-TOTAL	**$29,700**
TOTAL	**$325,065**