

Form 990-PF

EXTENDED TO NOVEMBER 16, 2020
Return of Private Foundation

OMB No. 1545-0047

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2019 or tax year beginning , and ending

Name of foundation
C. E. AND S. FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
101 SOUTH 5TH STREET 1650

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

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
☐ 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) J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) **MODIFIED CASH**
\$ **72,324,838.** (Part I, column (d), must be on cash basis.)

A Employer identification number
59-2466943

B Telephone number
502-583-0546

C If exemption application is pending, check here ☐

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,303.	4,303.		STATEMENT 1
4 Dividends and interest from securities		894,212.	1,114,410.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		513,167.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			1,138,818.		
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		0.	81,632.		STATEMENT 3
12 Total Add lines 1 through 11		1,411,682.	2,339,163.		
13 Compensation of officers, directors, trustees, etc		205,600.	20,560.		185,040.
14 Other employee salaries and wages		324,495.	32,450.		292,045.
15 Pension plans, employee benefits		82,609.	8,261.		74,528.
16a Legal fees STMT 4		2,419.	0.		2,419.
b Accounting fees STMT 5		3,132.	0.		3,132.
c Other professional fees STMT 6		364,292.	293,078.		71,214.
17 Interest					
18 Taxes STMT 7		19,044.	15,422.		0.
19 Depreciation and depletion					
20 Occupancy		81,807.	8,181.		73,626.
21 Travel, conferences, and meetings		33,900.	3,390.		30,510.
22 Printing and publications		2,413.	241.		2,172.
23 Other expenses STMT 8		103,262.	443,244.		92,999.
24 Total operating and administrative expenses Add lines 13 through 23		1,222,973.	824,827.		827,685.
25 Contributions, gifts, grants paid		9,180,077.			3,174,392.
26 Total expenses and disbursements Add lines 24 and 25		10,403,050.	824,827.		4,002,077.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-8,991,368.			
b Net investment income (if negative, enter -0-)			1,514,336.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		49,228.	23,308.	23,308.
	2	Savings and temporary cash investments		1,425,885.	3,223,320.	3,223,320.
	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 9	3,341,752.	6,371,979.	6,371,979.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 10	62,216,125.	62,539,490.	62,539,490.	
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ STATEMENT 11)	0.	166,741.	166,741.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	67,032,990.	72,324,838.	72,324,838.	
17		Accounts payable and accrued expenses		60,120.		
18		Grants payable	592,100.	6,597,785.		
Net Assets or Fund Balances	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)	592,100.	6,657,905.			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐					
	and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☒					
	and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds	0.	0.		
27	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
28	Retained earnings, accumulated income, endowment, or other funds	66,440,890.	65,666,933.			
29	Total net assets or fund balances	66,440,890.	65,666,933.			
30	Total liabilities and net assets/fund balances	67,032,990.	72,324,838.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	66,440,890.
2	Enter amount from Part I, line 27a	2	-8,991,368.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	8,217,411.
4	Add lines 1, 2, and 3	4	65,666,933.
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 29	6	65,666,933.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 11,397,213.		10,930,405.	1,138,818.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,138,818.

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	1,138,818.
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))
2018	4,047,992.	72,139,451.	.056113
2017	5,576,927.	71,495,271.	.078004
2016	5,183,896.	70,147,775.	.073900
2015	4,633,968.	74,596,468.	.062120
2014	2,658,952.	73,565,269.	.036144

2 Total of line 1, column (d)	2	.306281
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	.061256
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	67,192,314.
5 Multiply line 4 by line 3	5	4,115,932.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,143.
7 Add lines 5 and 6	7	4,131,075.
8 Enter qualifying distributions from Part XII, line 4	8	4,002,077.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	30,287.
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	30,287.
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	30,287.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	103,561.	
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	103,561.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	73,274.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ☐ 73,274. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ KY, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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 SEE STATEMENT 12	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► CESFOUNDATION.COM	X	
14 The books are in care of ► TESS MCNAIR, EXECUTIVE DIRECTOR Telephone no. ► 502-583-0546 Located at ► 101 SOUTH 5TH STREET, SUITE 1650, LOUISVILLE, KY ZIP+4 ► 40202		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► ☐	1b	X
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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) 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 2019?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob 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
Organizations relying on a current notice regarding disaster assistance, check hereN/A
☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.

X

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 13		205,600.	20,560.	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
ANTHONY PEYTON - 101 S. 5TH ST. ST. 1650, LOUISVILLE, KY 40202	PROGRAM OFFICER 40.00	162,319.	13,527.	0.
NICOLE EOVIINO - 101 S. 5TH ST. ST. 1650, LOUISVILLE, KY 40202	PROGRAM ASSOCIATE 40.00	83,003.	6,688.	0.
LORI HATTON - 101 S. 5TH ST. ST. 1650, LOUISVILLE, KY 40202	GRANTS & ACCOUNTING MANAGER 40.00	53,897.	5,390.	0.

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BBR PARTNERS, LLC - 140 E. 45TH STREET, 26TH FLOOR, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	178,587.

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 NONE	
	0.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	67,684,507.
b	Average of monthly cash balances	1b	531,040.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	68,215,547.
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	68,215,547.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,023,233.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,192,314.
6	Minimum investment return. Enter 5% of line 5	6	3,359,616.

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	3,359,616.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	30,287.
b	Income tax for 2019. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	30,287.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,329,329.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,329,329.
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	3,329,329.

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	4,002,077.
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	4,002,077.
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	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	4,002,077.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,329,329.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015	1,028,669.			
c From 2016	1,722,823.			
d From 2017	2,078,649.			
e From 2018	488,516.			
f Total of lines 3a through e	5,318,657.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 4,002,077.				
a Applied to 2018, 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 2019 distributable amount				3,329,329.
e Remaining amount distributed out of corpus	672,748.			
5 Excess distributions carryover applied to 2019 (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	5,991,405.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	5,991,405.			
10 Analysis of line 9:				
a Excess from 2015	1,028,669.			
b Excess from 2016	1,722,823.			
c Excess from 2017	2,078,649.			
d Excess from 2018	488,516.			
e Excess from 2019	672,748.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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(i)(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(i)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

2019.04030 C. E. AND S. FOUNDATION, IN 741801 1

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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
		11/16/2020	TREASURER
	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
	CHRISTINE N KOENIG	<i>Christine N Koenig</i>	11.13.2020		P01022180
	Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC			Firm's EIN ▶ 61-1064249	
	Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187			Phone no. (502) 426-9660	

C. E. AND S. FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTION		P		
b VANGUARD TOTAL STOCK MKT IDX ADM - 2,094.241 SHS		P	VARIOUS	01/30/19
c CHARLES SCHWAB #1303 - DETAIL MAINTAINED		P		
d CHARLES SCHWAB #1303 - DETAIL MAINTAINED		P		
e CHARLES SCHWAB #6613 - DETAIL MAINTAINED		P		
f CHARLES SCHWAB #6613 - DETAIL MAINTAINED		P		
g CHARLES SCHWAB #4121 - DETAIL MAINTAINED		P		
h CHARLES SCHWAB #4121 - DETAIL MAINTAINED		P		
i CHARLES SCHWAB #4121 - DETAIL MAINTAINED		P		
j CHARLES SCHWAB #6805 - DETAIL MAINTAINED		P		
k CHARLES SCHWAB #6805 - DETAIL MAINTAINED		P		
l CHARLES SCHWAB #9817 - DETAIL MAINTAINED		P		
m K-1 GAINS/LOSSES		P		
n AQR REAL RETURN OFFSHORE FUND		P	VARIOUS	09/30/19
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			43,072.
b 140,000.		108,359.	31,641.
c 1,155,346.		1,144,967.	10,379.
d 5,189,494.		4,449,394.	740,100.
e 1,185,989.		1,153,394.	32,595.
f 1,371,365.		1,345,417.	25,948.
g 701,349.		661,720.	39,629.
h 339,674.		304,663.	35,011.
i			3,287.
j 196,060.		223,686.	-27,626.
k 97,472.		94,680.	2,792.
l 18,827.		19,125.	-298.
m			625,651.
n 1,001,637.		1,425,000.	-423,363.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			43,072.
b			31,641.
c			10,379.
d			740,100.
e			32,595.
f			25,948.
g			39,629.
h			35,011.
i			3,287.
j			-27,626.
k			2,792.
l			-298.
m			625,651.
n			-423,363.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,138,818.
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

Payments Due By Grantee Organization

2/1/2020

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Payment Amount Fund	Notes
Adelante Hispanic Achievers, Inc. <i>Adelante Hispanic Achievers Mentoring & Enrichment Strategic Expansion</i> \$100,000.00	2723 1662	5/8/2020	\$50,000.00 Education	
Bellarmine University <i>Department of Foreign Languages and International Studies</i> \$400,000 00	2437	3/1/2020	\$80,000.00 Mr. and Mrs. Jones' Special Fund	multi year payment 5 of 5
Boys & Girls Club of Kentuckiana <i>Great Futures 2021 Grow Strengthen Transform</i> \$400,000 00 <i>Great Futures 2021 Grow Strengthen Transform</i> \$400,000 00	2704 1648 2704 1648	2/28/2020 2/28/2021	\$130,000 00 Education \$115,000.00 Education	Contingent payment 2 of 3 Contingent payment 3 of 3
Total Boys & Girls Club of Kentuckiana (2 items)			\$245,000.00	
Community Coordinated Child Care <i>Developing Sustainability</i> \$240,000.00 <i>Developing Sustainability</i> \$240,000.00	2745 1688 2745 1688	10/28/2020 10/28/2021	\$80,000 00 Education \$65,000 00 Education	Contingent Multi year payment 2 of 3 Contingent Multi year payment 3 of 3
Total Community Coordinated Child Care (2 items)			\$145,000.00	
Community Foundation of Louisville <i>DAF Jones Family Fund #1</i> \$100,000.00 <i>Equity and Excellence in African-American Educational Attainment</i> \$145,500.00	2740 1680 2749 1686	9/26/2020 11/13/2020	\$50,000 00 Susan Jones \$69,500 00 Education	Contingent Multi year payment 2 of 2

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Payment Amount Fund	Notes
Evolve502 Evolve502 \$300,000.00	2647 1596	5/25/2020	\$100,000.00 Education	Contingent
	Total Community Foundation of Louisville (3 items)		\$219,500.00	
Educational Justice Educational Justice Activists \$225,000.00	2714 1664	5/8/2020	\$75,000.00 Education	Multi-Year Payment 2 of 3
Educational Justice Activists \$225,000.00	2714 1664	5/8/2021	\$50,000.00 Education	Multi-Year Payment 3 of 3
	Total Educational Justice (2 items)		\$125,000.00	
Global Game Changers Children's Education Initiative, Inc. GGC 3-Year In-Residence Expanded Learning & School Empowerment Zone Project \$225,000.00	2735 1689	11/13/2020	\$75,000.00 Education	Contingent
GGC 3-Year In-Residence Expanded Learning & School Empowerment Zone Project \$225,000.00	2735 1689	11/13/2021	\$75,000.00 Education	Multi year payment 2 of 3 Contingent
	Total Global Game Changers Children's Education Initiative, Inc (2 items)		\$150,000.00	Multi year payment 3 of 3
Louisville Promise Scholarship Board Louisville Promise Scholarship Endowment \$5,000,000.00	2602 1565	8/24/2020	\$1,000,000.00 Education	
Louisville Promise Scholarship Endowment \$5,000,000.00	2602 1565	8/24/2021	\$1,000,000.00 Education	
Louisville Promise Scholarship Endowment \$5,000,000.00	2602 1565	8/24/2022	\$1,000,000.00 Education	
Louisville Promise Scholarship Endowment \$5,000,000.00	2602 1565	8/24/2023	\$1,000,000.00 Education	Reissue of Payment [3208] for \$1,000,000.00.
Louisville Promise Scholarship Endowment \$5,000,000.00	2602 1565	8/24/2024	\$1,000,000.00 Education	Reissue of Payment [3331] for \$1,000,000.00.

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Payment Amount Fund	Notes
<i>Total Louisville Promise Scholarship Board (5 items)</i>				
			\$5,000,000.00	
Louisville Urban League				
<i>Louisville Urban League Center for Policy Justice</i>	2664	5/8/2020	\$130,000 00 Education	
\$260,000 00	1661			
Metro United Way				
<i>Increasing Kindergarten Readiness Through Developmental Screening</i>	2725	5/8/2020	\$86,185.00 Education	
\$175,945 00	1666			
Middlebury College				
<i>Kentucky Bread Loaf Teacher Network and Professional Learning Expansion</i>	2558	8/24/2018	\$27,100.00 Education	Contingent
\$107,950.00	1523			Multi year payment 2 of 2 Year end report due 4/2018. Extension granted from May to August GC mtg.
National Center for Families Learning (NCFL)				
<i>Say & Play with Words - Louisville expansion</i>	2732	8/29/2020	\$50,000.00 Education	Contingent
\$150,000 00	1676			Payment 2 of 3
<i>Say & Play with Words - Louisville expansion</i>	2732	8/29/2021	\$50,000 00 Education	Contingent
\$150,000 00	1676			Payment 3 of 3
<i>Total National Center for Families Learning (NCFL) (2 items)</i>			\$100,000.00	
University of Virginia				
<i>Compassionate Schools Project</i>	2724	8/29/2019	\$100,000 00 Education	
\$100,000.00	1678			
Marine Corps University Foundation				
<i>Academic Conferences</i>	2739	8/29/2020	\$70,000 00 Global Competency	Contingent
\$175,000 00	1679			Payment 2 of 3
<i>Academic Conferences</i>	2739	8/29/2021	\$70,000 00 Global Competency	Contingent
\$175,000.00	1679			Payment 3 of 3

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Payment Amount Fund	Notes
<i>Total Marne Corps University Foundation</i>				
			\$140,000.00	
		(2 items)		
Grand Total				
			\$6,597,785.00	
		(26 items)		

C.E. and S. Foundation Grant Payments

Schedule of Grants Paid in 2019

13 October 2020

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$10,000.00
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$15,000.00
21st Century Parks, Inc. 471 West Main Street Suite 202 Louisville, Kentucky 40202	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$2,500.00
Adelante Hispanic Achievers, Inc. 2005 Douglass Blvd. Louisville, Kentucky 40205	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) Public Charity	\$12,000.00
Adelante Hispanic Achievers, Inc. 2005 Douglass Blvd. Louisville, Kentucky 40205	Cash Grants	Adelante Hispanic Achievers Mentoring & Enrichment Strategic Expansion	501(c)(3) Public Charity	\$50,000.00
American National Red Cross 431 18Th St Nw 510 East Chestnut Street Washington, DC 20006-5310	Cash Grants	Support Relief Efforts for Cyclone Idai	501(c)(3) 509(a)(1)	\$10,000.00
Americana Community Center, Inc. 4801 Southside Drive Louisville, Kentucky 40214	Cash Grants	Youth and Family Education Program Capacity Building	501(c)(3) 509(a)(1)	\$100,000.00
Americana Community Center, Inc. 4801 Southside Drive Louisville, Kentucky 40214	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Bellarmine University 2001 Newburg Road Louisville, Kentucky 40205	Cash Grants	Department of Foreign Languages and International Studies	501(c)(3) 509(a)(1)	\$80,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
Big Brothers Big Sisters of Kentuckiana, Inc. 1519 Gardiner Lane, Suite B Louisville, KY	Cash Grants	Big Futures - Changing the Game Through 1-to-1 Mentoring	501(c)(3) 509(a)(1)	\$100,000.00
Big Brothers Big Sisters of Kentuckiana, Inc. 1519 Gardiner Lane, Suite B Louisville, KY	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Boys and Girls Clubs Inc. 3900 Crittenden Dr. Louisville, Kentucky 40209	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Boys and Girls Clubs Inc. 3900 Crittenden Dr. Louisville, Kentucky 40209	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$25,000.00
Boys and Girls Clubs Inc. 3900 Crittenden Dr. Louisville, Kentucky 40209	Cash Grants	Great Futures 2021: Grow. Strengthen. Transform.	501(c)(3) 509(a)(1)	\$155,000.00
Boys and Girls Clubs Inc. 3900 Crittenden Dr. Louisville, Kentucky 40209	Cash Grants	FY 2019 Challenge Grant	501(c)(3) 509(a)(1)	\$50,000.00
Boys and Girls Clubs Inc. 3900 Crittenden Dr. Louisville, Kentucky 40209	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$20,000.00
Yale in Kentucky, Inc. 2000 Strathmoor Blvd Louisville, Kentucky 40205	Cash Grants	Bulldogs in the Bluegrass 2019	501(c)(3) 509(a)(2)	\$10,000.00
Cabbage Patch Settlement House, Inc. 1413 South 6th Street Louisville, Kentucky 40208	Cash Grants	Educational Opportunities Expansion for At-Risk Youth	501(c)(3) 509(a)(1)	\$30,000.00
Cabbage Patch Settlement House, Inc. 1413 South 6th Street Louisville, Kentucky 40208	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Cooperative for Assistance & Relief Everywhere, Inc. 151 Ellis Street NE Atlanta, Georgia 30303	Cash Grants	Support Relief Efforts for Cyclone Idai	501(c)(3) 509(a)(1)	\$30,000.00
Catholic Charities Of Louisville Inc 2911 S 4Th St Louisville, KY 40208-1303	Cash Grants	Catholic Charities of Louisville's Migration and Refugee Services for Youth	501(c)(3) 509(a)(1)	\$100,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
Catholic Charities Of Louisville Inc 2911 S 4Th St Louisville, KY 40208-1303	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Center for NonProfit Excellence ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	Cash Grants	Fund Development Capacity Building	501(c)(3) 509(a)(1)	\$1,935.00
Center for NonProfit Excellence ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	Cash Grants	Professional development of the CNPE staff	501(c)(3) 509(a)(1)	\$5,000.00
Center for NonProfit Excellence ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	Cash Grants	Fund Development Capacity Building	501(c)(3) 509(a)(1)	\$2,550.00
Center for NonProfit Excellence ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	Cash Grants	Support 2019 Annual Conference	501(c)(3) 509(a)(1)	\$5,000.00
Center for NonProfit Excellence ArtSpace 323 W. Broadway, suite 501 Louisville, Kentucky 40202	Cash Grants	CNPE Transformational Campaign	501(c)(3) 509(a)(1)	\$125,000.00
Coalition For The Homeless 1300 S 4Th Street Suite 250 Louisville, KY 40208-2489	Cash Grants	General Operating Support	501(c)(3) 509(a)(2)	\$5,000.00
Coalition For The Homeless 1300 S 4Th Street Suite 250 Louisville, KY 40208-2489	Cash Grants	General Operating Support	501(c)(3) 509(a)(2)	\$5,000.00
Community Coordinated Child Care 1215 S. Third Street Louisville, Kentucky 40203	Cash Grants	Developing Sustainability	501(c)(3) Public Charity	\$95,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	DAF Jones Family Fund #1	501(c)(3) 509(a)(1)	\$50,000.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Louisville Youth Philanthropy Council - Strategic Planning	501(c)(3) 509(a)(1)	\$2,000.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Greater Louisville Project's Deep Drivers of Change. 21st Century Jobs, Education, Quality of Place, and Health	501(c)(3) 509(a)(1)	\$25,000.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Evolve502	501(c)(3) 509(a)(1)	\$100,000.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Louisville Youth Philanthropy Council	501(c)(3) 509(a)(1)	\$5,000.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Transfer 2019 Family Funds to DAF	501(c)(3) 509(a)(1)	\$100,000.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Bounce Coalition - Bounce 101: Building Resilient Children and Families	501(c)(3) 509(a)(1)	\$600.00
The Community Foundation of Louisville Depository, Inc. 325 W. Main Street, Suite 1110 Louisville, Kentucky 40202	Cash Grants	Susan Jones DAF #273523	501(c)(3) 509(a)(1)	\$95,380.00
Educational Justice, Inc. 737 S 3rd Street Louisville, Kentucky 40202	Cash Grants	Educational Justice Activists	501(c)(3) Public Charity	\$100,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
Educational Justice, Inc. 737 S 3rd Street Louisville, Kentucky 40202	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) Public Charity	\$12,000.00
Global Game Changers Childrens Education Initiative 304 Mockingbird Valley Road Louisville, KY 40207	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Global Game Changers Childrens Education Initiative 304 Mockingbird Valley Road Louisville, KY 40207	Cash Grants	GGC 3-Year In-Residence Expanded Learning & School Empowerment Zone Project	501(c)(3) 509(a)(1)	\$75,000.00
Highland Presbyterian Church 1011 Cherokee Road Louisville, Kentucky 40204	Cash Grants	General Operating Support in honor of Mr. and Mrs. David A. Jones, Sr.		\$20,500 00
Highland Presbyterian Church 1011 Cherokee Road Louisville, Kentucky 40204	Cash Grants	General Operating Support in honor of Mr. and Mrs. David A. Jones, Sr.		\$20,500.00
Historic Homes Foundation, Inc. 3110 Lexington Road Louisville, Kentucky 40206	Cash Grants	Farmington Historic Plantation - Operating Support	501(c)(3) 509(a)(2)	\$1,000.00
Jefferson Community and Technical College Foundation, Inc. 109 East Broadway Louisville, Kentucky 40202	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$10,000.00
Kentucky Nonprofit Network Po Box 24362 Lexington, KY 40524-4362	Cash Grants	General Operating Support	501(c)(3) 509(a)(2)	\$3,500.00
Kentucky Refugee Ministries, Inc. 969B Cherokee Road Louisville, Kentucky 40204	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(2)	\$12,000.00
Kentucky Refugee Ministries, Inc. 969B Cherokee Road Louisville, Kentucky 40204	Cash Grants	The KRM Family and Youth Services Program Expansion	501(c)(3) 509(a)(2)	\$100,000.00
La Casita Center Inc Po Box 1844 Louisville, KY 40201-1844	Cash Grants	General Operating Support (DAJ/MGW/BJ)	501(c)(3) 509(a)(1)	\$1,500.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
La Casita Center Inc Po Box 1844 Louisville, KY 40201-1844	Cash Grants	General Operating Support (DAJ/MGW/BJ)	501(c)(3) 509(a)(1)	\$1,500.00
Lighthouse Promise, Inc. 5312 Shepherdsville Road Louisville, Kentucky 40228	Cash Grants	Partners in Learning	501(c)(3) 509(a)(1)	\$28,000.00
Lighthouse Promise, Inc. 5312 Shepherdsville Road Louisville, Kentucky 40228	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Lincoln Heritage Council, Boy Scouts of America 12001 Sycamore Station Place Louisville, Kentucky 40299	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$10,000.00
Louisville Free Public Library Foundation 301 York Street Louisville, Kentucky 40203	Cash Grants	Campaign for Northeast Regional Library	501(c)(3) 509(a)(1)	\$126,667.00
Louisville Housing Opportunities And Microenterprise Comm Dev Loan 1512 Crums Ln Ste 401 Louisville, KY 40216-3870	Cash Grants	General Operating Support	501(c)(3) 509(a)(2)	\$2,500.00
Louisville Story Program, Inc. 851 S. 4th St. Louisville, Kentucky 40203	Cash Grants	Supporting programming at Central High School for the 2019-2020 school year	501(c)(3)	\$5,000.00
Louisville Story Program, Inc. 851 S. 4th St. Louisville, Kentucky 40203	Cash Grants	Supporting programming at Central High School for the 2019-2020 school year.	501(c)(3)	\$5,000.00
Louisville Urban League 1535 West Broadway Louisville, Kentucky 40203	Cash Grants	Louisville Urban League Center for Policy Justice	501(c)(3) 509(a)(1)	\$130,000.00
Louisville Urban League 1535 West Broadway Louisville, Kentucky 40203	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$10,000.00
Marine Corps University Foundation, Inc. P.O. Box 122 Quantico, Virginia 22134	Cash Grants	Academic Conferences	501(c)(3) 509(a)(1)	\$35,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
Marine Toys for Tots Foundation 18251 Quantico Gateway Drive Triangle, Virginia 22172	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$15,000.00
Metro United Way Inc. 334 East Broadway Louisville, Kentucky 40202	Cash Grants	Increasing Kindergarten Readiness Through Developmental Screening	501(c)(3) 509(a)(1)	\$89,760.00
President and Fellows of Middlebury College 75 Franklin Street Middlebury College Middlebury, Vermont 05753	Cash Grants	General Operating Support for the School of Hebrew	501(c)(3) 509(a)(1)	\$60,000.00
Muhammad Ali Center One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
Muhammad Ali Center One Muhammad Ali Plaza 144 North Sixth Street Louisville, KY 40202	Cash Grants	"Creating Our Future" Muhammad Ali Center Character Education Program with WEB Dubois Academy	501(c)(3) 509(a)(1)	\$75,000.00
Music Maker Relief and Recording Foundation, Inc. P.O. Box 1358 Hillsborough, North Carolina 27278	Cash Grants	Musician Sustenance Program	501(c)(3) 509(a)(1)	\$5,000.00
National Center for Families Learning 325 West Main Street Suite 300 Louisville, Kentucky 40202	Cash Grants	Say & Play with Words - Louisville expansion	501(c)(3) 509(a)(1)	\$50,000.00
National Center for Family Philanthropy, Inc. 1667 K Street, NW Washington, District of Columbia 20006	Cash Grants	General Operating Support in honor of Ginny Esposito	501(c)(3) 509(a)(1)	\$2,500.00
Paralyzed Veterans Of America 801 Eighteenth Street Nw Washington, DC 20006-3517	Cash Grants	National Disabled Veterans Sports Clinic	501(c)(3) 509(a)(1)	\$10,000.00
Navy-Marine Corps Relief Society 875 North Randolph Street Suite 225 Arlington, Virginia 22203	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$15,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
Neighborhood House 201 N. 25th Street Louisville, Kentucky 40212	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$3,000.00
Neighborhood House 201 N. 25th Street Louisville, Kentucky 40212	Cash Grants	2019 Dreamers' Academy	501(c)(3) 509(a)(1)	\$40,000.00
Neighborhood House 201 N. 25th Street Louisville, Kentucky 40212	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(1)	\$12,000.00
New Leaders 30 West 26th Street, 10th Floor New York, New York 10010	Cash Grants	Developing Transformational Leaders in Jefferson County Public Schools	501(c)(3) Public Charity	\$100,000.00
Opportunity Institute 2001 Center Street 5Th Floor Berkeley, CA 94704-1242	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$10,000 00
Orange County Community Foundation 4041 MacArthur Blvd., Suite 510 Newport Beach, California 92660	Cash Grants	Matthew and Nancy Jones DAF (JONS)	501(c)(3)	\$19,500.00
Orange County Community Foundation 4041 MacArthur Blvd , Suite 510 Newport Beach, California 92660	Cash Grants	Donor Advised Fund	501(c)(3)	\$25,000.00
Sowing Seeds with Faith 1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Cash Grants	Sowing Seeds With Faith Organizational Development	509(a)(2) Public Charity	\$7,000.00
Sowing Seeds with Faith 1300 W Muhammad Ali Blvd Louisville, Kentucky 40203	Cash Grants	General Operating Support - OST Partner Appreciation	509(a)(2) Public Charity	\$12,000.00
St. Margaret of Scotland Episcopal School 31641 La Novia Avenue San Juan Capistrano, CA 92675	Cash Grants	Scholarships/Tuition Affordability	501(c)(3) 509(a)(1)	\$25,000 00
Teach Kentucky Inc. 2000 Strathmoor Blvd. Louisville, Kentucky 40205	Cash Grants	Elevating community impact by bringing more talented teachers to Louisville	501(c)(3) 509(a)(1)	\$50,000.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
The Aspen Institute, Inc. One Dupont Circle Suite 700 Washington, District of Columbia 20036	Cash Grants	Society of Fellows	501(c)(3) 509(a)(2)	\$10,000.00
Bach Choir Of Bethlehem 440 Heckewelder Pl Bethlehem, PA 18018-5807	Cash Grants	Operating Support	501(c)(3) 509(a)(2)	\$2,000.00
TreesLouisville, Inc. PO Box 5816 Louisville, Kentucky 40255	Cash Grants	General Operating Support	501(c)(3)	\$1,000.00
University of Louisville University of Louisville Office of Advancement Louisville, KY 40292	Cash Grants	Research Scholarships for College of Education and Human Development	501(c)(3) 509(a)(1)	\$1,000.00
Washington Bach Consort 1310 G Street, NW, Suite 740 Washington, DC 20005	Cash Grants	Support Attendance of Artistic Director Dana T. Marsh, Ph.D. (Oxon) at the American Bach Society biennial Bach Dialogue at the University of Cambridge and other international fora.	509(a)(1)	\$5,000.00
EDGE Outreach, Inc. 625 Myrtle Street Louisville, Kentucky 40208	Cash Grants	Support Relief Efforts for Cyclone Idai	501(c)(3) 509(a)(1)	\$20,000.00
EDGE Outreach, Inc. 625 Myrtle Street Louisville, Kentucky 40208	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$100,000.00
Wesley House Community Services 803 East Washington Street Louisville, Kentucky 40206	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$15,000.00
Yale-China Association, Inc. PO Box 208223 442 Temple Street New Haven, Connecticut 06520-8223	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$2,500.00
Yale-China Association, Inc. PO Box 208223 442 Temple Street New Haven, Connecticut 06520-8223	Cash Grants	General Operating Support	501(c)(3) 509(a)(1)	\$2,500.00

Legal Name Payee Address	Description of Contributed	Request Project Title	Tax Status	Amount
YMCA of Greater Louisville 545 South 2nd Street Louisville, Kentucky 40202	Cash Grants	YMCA Summer Learning Program LIT CAMP	501(c)(3) 509(a)(2)	\$125,000.00
YMCA of Greater Louisville 545 South 2nd Street Louisville, Kentucky 40202	Cash Grants	General Operating Support - OST Partner Appreciation	501(c)(3) 509(a)(2)	\$12,000.00
Young Adult Development in Action 800 South Preston Street Louisville, Kentucky 40203	Cash Grants	Rise Together Campaign	501(c)(3) 509(a)(1)	\$25,000.00
Grand Totals (95 items)				\$3,174,392.00

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
INVESTMENT ACCOUNTS - DETAIL MAINTAINED	4,303.	4,303.	
TOTAL TO PART I, LINE 3	4,303.	4,303.	

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
INVESTMENT ACCOUNTS - DETAIL MAINTAINED	894,212.	0.	894,212.	1,114,410.	
TO PART I, LINE 4	894,212.	0.	894,212.	1,114,410.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 OTHER INCOME	0.	81,632.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	81,632.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL SERVICES	2,419.	0.		2,419.
TO FM 990-PF, PG 1, LN 16A	2,419.	0.		2,419.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, TAX PREPARATION, PAYROLL	3,132.	0.		3,132.
TO FORM 990-PF, PG 1, LN 16B	3,132.	0.		3,132.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING AND OTHER INVESTMENT MANAGEMENT	79,127. 285,165.	7,913. 285,165.		71,214. 0.
TO FORM 990-PF, PG 1, LN 16C	364,292.	293,078.		71,214.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORGEIN TAXES PAID	10,995.	15,422.		0.
EXCISE TAX	8,049.	0.		0.
TO FORM 990-PF, PG 1, LN 18	19,044.	15,422.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	27,197.	2,720.		24,477.
WORKER'S COMP	1,507.	151.		1,356.
PROFESSIONAL DEVELOPMENT	73,582.	7,358.		66,224.
BANK FEES	335.	34.		301.
K-1 DEDUCTIONS	0.	432,981.		0.
MISCELLANEOUS	641.	0.		641.
TO FORM 990-PF, PG 1, LN 23	103,262.	443,244.		92,999.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK - DETAIL MAINTAINED	6,371,979.		6,371,979.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,371,979.		6,371,979.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS - DETAIL MAINTAINED	FMV	13,642,573.	13,642,573.	
CORPORATE BONDS AND ETFS - DETAIL MAINTAINED	FMV	24,172,579.	24,172,579.	
PRIVATE EQUITIES - DETAIL MAINTAINED	FMV	24,339,272.	24,339,272.	
LAND	COST	385,066.	385,066.	
TOTAL TO FORM 990-PF, PART II, LINE 13		62,539,490.	62,539,490.	

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM BBR	0.	66,224.	66,224.
RECEIVABLE FROM AQR	0.	100,517.	100,517.
TO FORM 990-PF, PART II, LINE 15	0.	166,741.	166,741.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 12
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EXPLANATION

THE FOUNDATION TRANSFERRED \$245,380 TO DONOR ADVISED FUNDS MANAGED AT AND BY THE COMMUNITY FOUNDATION OF LOUISVILLE DEPOSITORY INC. THE DONOR ADVISED FUNDS ARE ADVISED BY CURRENT FOUNDATION BOARD MEMBERS. THE TRANSFERS ARE INCLUDED IN THE 2019 QUALIFYING DISTRIBUTIONS OF THE FOUNDATION. ALL DISTRIBUTIONS FROM THE DONOR ADVISED FUNDS AT THE COMMUNITY FOUNDATION OF LOUISVILLE DEPOSITORY INC. ARE REQUIRED TO BE FOR THE BENEFIT OF 501(C)(3) CHARITIES THAT MEET THE DEFINITIONAL PURPOSES OF THE IRS 170(C)(2)(B).

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL L. JONES 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	PRESIDENT 5.00	0.	0.	0.
DAVID A. JONES, JR. 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	TREASURER 5.00	0.	0.	0.
MATTHEW L. JONES 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	SECRETARY 5.00	0.	0.	0.
TESS P. MCNAIR 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	EXECUTIVE DIRECTOR 50.00	205,600.	20,560.	0.
DAVID A. JONES 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	PRESIDENT (PREVIOUS) 5.00	0.	0.	0.
BRYAN K. JOHNSON 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	SECRETARY (PREVIOUS) 5.00	0.	0.	0.
DAVID WESSEL 101 S. 5TH ST. ST. 1650 LOUISVILLE, KY 40202	ASSISTANT TREASURER (PREVIOUS) 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		205,600.	20,560.	0.