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2016 Tax Return(s)

Prepared for The Greater Clark Foundation, Inc.
Client Code: 14985

Account Number 787779
Release Number 2016.05040

Prepared by CAUDILL AND AARON, LLP
P.O. BOX 536
WINCHESTER, KY
40392-0536

(859)744-7080

Processing **Date:** 05/14/2018
Time: 08:36:45

**Special
Instructions**

Messages

CAUDILL AND AARON, LLP
30 WEST HICKMAN STREET
P. O. BOX 536
WINCHESTER, KENTUCKY 40392-0536

May 11, 2018

The Greater Clark Foundation, Inc.
PO Box 4843
Winchester, KY 40392

The Greater Clark Foundation, Inc.:

Enclosed are the organization's 2016 Exempt Organization returns. The paper filed return(s) should be signed, dated, and mailed, as indicated.

Specific filing instructions are as follows.

FORM 990-PF RETURN:

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS.

Form 990-PF has an overpayment of \$28,807 with \$4,920 applied to the estimated tax payments and the balance of \$23,887 refunded.

The 990-PF return includes a penalty for underpayment of estimated tax from Form 2220 of \$68.

FORM 4720 RETURN:

Form 4720, Return of Certain Excise Taxes on Charities and Other Persons, should be signed, dated and mailed as soon as possible. No amount is due.

Mail to - Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

Please note that the Form 990-PF return contains excess distribution carryover of \$1,612,822. This may be applied to tax year 2017 and subsequent years.

Copies of all the returns are enclosed for your files. We suggest that you retain these copies indefinitely.

SINCERELY,

CAUDILL AND AARON, LLP

CAUDILL AND AARON, LLP
30 WEST HICKMAN STREET
P. O. BOX 536
WINCHESTER, KENTUCKY 40392-0536

May 11, 2018

The Greater Clark Foundation, Inc.
PO Box 4843
Winchester, KY 40392

The Greater Clark Foundation, Inc.:

Enclosed are the original and one copy of the 2016 Exempt
Organization returns, as follows...

2016 Form 990-PF

2016 Form 4720

Each original should be dated, signed and filed in accordance
with the filing instructions. The copy should be retained
for your files.

SINCERELY,

CAUDILL AND AARON, LLP

Filing Instructions

Prepared for:

The Greater Clark Foundation, Inc.
PO Box 4843
Winchester, KY 40392

Prepared by:

CAUDILL AND AARON, LLP
P.O. BOX 536
WINCHESTER, KY 40392-0536

2016 FORM 990-PF

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS.

Form 990-PF has an overpayment of \$28,807 with \$4,920 applied to the estimated tax payments and the balance of \$23,887 refunded.

2016 FORM 4720

Please sign and mail as soon as possible.

No payment is due with Form 4720.

Mail to - Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2016, or fiscal year beginning JUL 1, 2016, and ending JUN 30, 2017

2016

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

▶ **Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.**

Name of exempt organization

Employer identification number

The Greater Clark Foundation, Inc.

61-0475632

Name and title of officer

Jen Algire

President & CEO

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here	▶ <input type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b _____
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here	▶ <input checked="" type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b 16,919.
5a Form 8868 check here	▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2016 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize MICHAEL N. CAUDILL, CPA to enter my PIN 41869
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2016 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2016 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ ***** THIS IS NOT A FILEABLE COPY *** Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

61162434870
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2016 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ 05/11/18

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

Form **990-W**

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

OMB No. 1545-0976

(Worksheet)
Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) Form 990-PF

2017

Keep for your records. Do not send to the Internal Revenue Service.

1 Unrelated business taxable income expected in the tax year	1	
2 Tax on the amount on line 1. See instructions for tax computation	2	
3 Alternative minimum tax. See instructions	3	
4 Total. Add lines 2 and 3	4	
5 Estimated tax credits. See instructions	5	
6 Subtract line 5 from line 4	6	
7 Other taxes. See instructions	7	
8 Total. Add lines 6 and 7	8	
9 Credit for federal tax paid on fuels. See instructions	9	
10a Subtract line 9 from line 8. Note: If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b Enter the tax shown on the 2016 return. See instructions. Caution: If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	16,919.
c 2017 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	16,920.

		(a)	(b)	(c)	(d)
11 Installment due dates. See instructions	11				06/15/18
12 Required installments. Enter 25% of line 10c in columns (a) through (d). But see instructions if the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization."	12				4,920.
13 2016 Overpayment. See instructions	13				4,920.
14 Payment due (Subtract line 13 from line 12)	14				

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2017)

Estimated Tax	16,920.
Amount Paid	12,000.
Overpayment Applied	4,920.
Amount Due	0.

Form **990-PF**

Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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

2016

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation The Greater Clark Foundation, Inc.		A Employer identification number 61-0475632
Number and street (or P.O. box number if mail is not delivered to street address) PO Box 4843	Room/suite	B Telephone number (859) 355-9062
City or town, state or province, country, and ZIP or foreign postal code Winchester, KY 40392		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 41,261,348.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	52,792.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	510.			See Statement 1
	4 Dividends and interest from securities	700,234.	700,234.		See Statement 2
	5a Gross rents	190,954.			See Statement 3
	b Net rental income or (loss)	-24,846.			See Statement 4
	6a Net gain or (loss) from sale of assets not on line 10	1,357,400.			
	b Gross sales price for all assets on line 6a	3,000,000.			
	7 Capital gain net income (from Part IV, line 2)		1,357,400.		
	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	-124,015.	-126,868.	0.	See Statement 5	
12 Total. Add lines 1 through 11	2,177,875.	1,930,766.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	207,717.	10,386.	31,158.	93,473.
	14 Other employee salaries and wages	116,857.	978.	16,260.	80,238.
	15 Pension plans, employee benefits	123,673.	4,248.	18,386.	56,132.
	16a Legal fees Stmt 6	24,367.	0.	0.	19,939.
	b Accounting fees Stmt 7	57,488.	1,341.	8,624.	34,676.
	c Other professional fees Stmt 8	256,179.	219,832.	2,734.	18,866.
	17 Interest				
	18 Taxes Stmt 9	19,000.	0.	0.	8,172.
	19 Depreciation and depletion	68,962.	0.	62,627.	
	20 Occupancy	131,241.	1,387.	71,807.	35,671.
	21 Travel, conferences, and meetings	28,176.	0.	0.	30,308.
	22 Printing and publications	10,320.	0.	0.	10,320.
	23 Other expenses Stmt 10	146,713.	653.	4,204.	135,156.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,190,693.	238,825.	215,800.	522,951.
	25 Contributions, gifts, grants paid	450,777.			280,777.
26 Total expenses and disbursements. Add lines 24 and 25	1,641,470.	238,825.	215,800.	803,728.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	536,405.				
b Net investment income (if negative, enter -0-)		1,691,941.			
c Adjusted net income (if negative, enter -0-)			0.		

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	101,865.	102,378.	102,378.
	2 Savings and temporary cash investments	783,268.	531,651.	531,651.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	4,516.		
	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	9,083.	17,234.	17,234.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	Stmt 13 31,587,265.	33,570,797.	33,570,797.	
14 Land, buildings, and equipment: basis	4,454,974.			
Less: accumulated depreciation	Stmt 14 1,349,712.	3,410,655.	3,105,262.	
15 Other assets (describe)	See Statement 15 0.	477,097.	2,045,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	35,896,652.	37,804,419.	41,261,348.	
Liabilities	17 Accounts payable and accrued expenses	143,745.	201,990.	
	18 Grants payable	200,000.	270,000.	
	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)	343,745.	471,990.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	32,070,706.	33,700,866.	
	25 Temporarily restricted			
	26 Permanently restricted	3,482,201.	3,631,563.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	35,552,907.	37,332,429.		
31 Total liabilities and net assets/fund balances	35,896,652.	37,804,419.		

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	35,552,907.
2 Enter amount from Part I, line 27a	2	536,405.
3 Other increases not included in line 2 (itemize) See Statement 11	3	3,191,533.
4 Add lines 1, 2, and 3	4	39,280,845.
5 Decreases not included in line 2 (itemize) See Statement 12	5	1,948,416.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,332,429.

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			
b See Attached Statements			
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 3,000,000.		2,914,803.	1,357,400.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,357,400.

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	1,357,400.
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 does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,344,607.	27,830,355.	.048314
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	.048314
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048314
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	29,448,058.
5 Multiply line 4 by line 3	5	1,422,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,919.
7 Add lines 5 and 6	7	1,439,672.
8 Enter qualifying distributions from Part XII, line 4	8	3,107,045.

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2017.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political campaign influence, political expenditures, unrelated business income, liquidation, and state reporting.

Part VII-A Statements Regarding Activities (continued)

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address www.clarkambition.org
14 The books are in care of Jennifer A Algire, The Greater Clar Telephone no. (859) 355-9054
Located at 125 S. Main Street, Winchester, KY ZIP+4 40391
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 2016, 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 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 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 2016? 1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes X 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 X No
b If "Yes," did it have excess business holdings in 2016 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 2016.) 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 2016? 4b x

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A
 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? Yes No
 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

5b		
6b		x
7b		

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

1 List all officers, directors, trustees, 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 16		207,717.	36,529.	22,860.

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
Elizabeth Jones 125 S. Main St, Winchester, KY 40391	Program Director 40.00	64,177.	6,418.	14,365.

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
Russell Investment 1301 Second Ave, Seattle, WA 98101	Investment fees	217,199.
Learning Landscape Design, LLC 111 SE Madison St, Portland, OR 97214	Construction consulting	74,756.
Guthrie/Mayes & Associates 545 S 3rd Suite 100, Louisville, KY 40202	Consulting	74,205.
W.E.E. Construction 2630 Two Mile Pike, Winchester, KY 40391	Demolition	69,500.
Wee Architecture 363 Crescent, Winchester, KY 40391	Landscape Architecture	55,500.
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 See Statement 17	481,287.
2 See Statement 18	144,363.
3 See Statement 19	126,602.
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 See Statement 20	2,045,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	2,045,000.

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	29,133,201.
b	Average of monthly cash balances	1b	763,305.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	29,896,506.
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	29,896,506.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448,448.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,448,058.
6	Minimum investment return. Enter 5% of line 5	6	1,472,403.

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	1,472,403.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	16,919.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,919.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,455,484.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,455,484.
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	1,455,484.

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	803,728.
b	Program-related investments - total from Part IX-B	1b	2,045,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	258,317.
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	3,107,045.
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	16,919.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,090,126.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,455,484.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			38,739.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 3,107,045.				
a Applied to 2015, but not more than line 2a			38,739.	
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 2016 distributable amount				1,455,484.
e Remaining amount distributed out of corpus	1,612,822.			
5 Excess distributions carryover applied to 2016 (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	1,612,822.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,612,822.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016	1,612,822.			

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 2016, 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)

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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).

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.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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

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	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
Name and address (home or business)				
a Paid during the year				
Total See continuation sheet(s) ▶ 3a				380,777.
b Approved for future payment				
Total See continuation sheet(s) ▶ 3b				170,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (510), 4 Dividends and interest from securities (14, 700,234), 5 Net rental income or (loss) from real estate (a Debt-financed property, b Not debt-financed property (16, -24,846)), 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, 1,357,400), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a Rebates & refunds (2,853), b Other K-1 income (loss) items (-126,868)), 12 Subtotal (0, 1,905,920, 3,363), 13 Total (13, 1,909,283).

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: 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). Rows include: 3 Interest for operating and grant reserves, 11 Other partnership K-1 items excluded from interest and dividends, 11 Rebates and refunds from purchases related to exempt purpose.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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. Signature of officer or trustee Date Title President & CEO

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN CHRIS AARON, CPA 05/11/18 P00543495 Firm's name CAUDILL AND AARON, LLP Firm's EIN 61-1317688 Firm's address P.O. BOX 536 WINCHESTER, KY 40392-0536 Phone no. (859) 744-7080

May the IRS discuss this return with the preparer shown below (see instr.)? X Yes No

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 Russell Multi Asset Core 4089,547 units	P	12/31/13	07/01/16
b Russell Multi Asset Core 7763,975 units	P	12/31/13	07/28/16
c Russell Multi Asset Core 11,627.907 units	P	12/31/13	08/01/16
d Russell Multi Asset Core 7639,419 units	P	12/31/13	08/30/16
e Russell Multi Asset Core 11,467.89 units	P	12/31/13	09/01/16
f Russell Multi Asset Core 7639,419 units	P	12/31/13	09/30/16
g Russell Multi Asset Core 11,415.525 units	P	12/31/13	10/04/16
h Russell Multi Asset Core 6026,441 units	P	12/31/13	10/31/16
i Russell Multi Asset Core 3643,285 units	P	12/31/13	11/02/16
j Russell Multi Asset Core 7633,588 units	P	12/31/13	11/30/16
k Russell Multi Asset Core 11,485.452 units	P	12/31/13	12/01/16
l Russell Multi Asset Core 7468,26 units	P	12/31/13	12/29/16
m Russell Multi Asset Core 11,135.857 units	P	12/31/13	01/03/17
n Russell Multi Asset Core 7331,378 units	P	12/31/13	01/30/17
o Russell Multi Asset Core 10,972.933 units	P	12/31/13	02/01/17

(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 50,956.		54,105.	-3,149.
b 100,000.		102,717.	-2,717.
c 150,000.		153,837.	-3,837.
d 100,000.		101,070.	-1,070.
e 150,000.		151,720.	-1,720.
f 100,000.		101,070.	-1,070.
g 150,000.		151,027.	-1,027.
h 78,525.		79,730.	-1,205.
i 47,144.		48,201.	-1,057.
j 100,000.		100,992.	-992.
k 150,000.		151,953.	-1,953.
l 100,000.		98,805.	1,195.
m 150,000.		147,327.	2,673.
n 100,000.		96,994.	3,006.
o 150,000.		145,173.	4,827.

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			-3,149.
b			-2,717.
c			-3,837.
d			-1,070.
e			-1,720.
f			-1,070.
g			-1,027.
h			-1,205.
i			-1,057.
j			-992.
k			-1,953.
l			1,195.
m			2,673.
n			3,006.
o			4,827.

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	
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	

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 Russell Multi Asset Core 7163,324 units	P	12/31/13	02/28/17
b Russell Multi Asset Core 10,653.409 units	P	12/31/13	03/02/17
c Russell Multi Asset Core 7077,141 units	P	12/31/13	03/31/17
d Russell Multi Asset Core 10,653.409 units	P	12/31/13	04/15/17
e Russell Multi Asset Core 6988,12 units	P	12/31/13	04/28/17
f Russell Multi Asset Core 10,452.962 units	P	12/31/13	05/01/17
g Russell Multi Asset Core 6877,579 units	P	12/31/13	05/30/17
h Russell Multi Asset Core 10,266.94 units	P	12/31/13	06/01/17
i Russell Multi Asset Core 6858,711 units	P	12/31/13	06/29/17
j Russell Core Bond Fund 6068.888	P	12/31/10	07/01/16
k Russell Core Bond Fund 1314.288 units	P	12/31/10	10/28/16
l Russell Core Bond Fund 6287.035 units	P	12/31/10	11/01/16
m Russell Multi Asset Core Fund K-1	P	12/31/13	06/30/17
n Russell Multi Asset Core Fund K-1	P	12/31/13	06/30/17
o Russell Core Bond Fund K-1	P	12/31/10	12/31/16

(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 100,000.		94,771.	5,229.
b 150,000.		140,945.	9,055.
c 100,000.		93,634.	6,366.
d 150,000.		140,945.	9,055.
e 100,000.		92,453.	7,547.
f 150,000.		138,293.	11,707.
g 100,000.		90,990.	9,010.
h 150,000.		135,832.	14,168.
i 100,000.		90,741.	9,259.
j 99,044.		93,886.	5,158.
k 21,475.		20,332.	1,143.
l 102,856.		97,260.	5,596.
m			856,292.
n			296,893.
o			137,669.

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			5,229.
b			9,055.
c			6,366.
d			9,055.
e			7,547.
f			11,707.
g			9,010.
h			14,168.
i			9,259.
j			5,158.
k			1,143.
l			5,596.
m			856,292.
n			296,893.
o			137,669.

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

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

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 Russell Core Bond Fund K-1	P		12/31/16
b Russell Low Duration Bond Fund K-1	P		12/31/16
c Russell Low Duration Bond Fund K-1	P		12/31/16
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
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			-16,112.
b			4,421.
c			-6,960.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
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			-16,112.
b			4,421.
c			-6,960.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
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	1,357,400.
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 XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
The Hardwood Institute For Public Innovation 4915 St Elmo Ave #402 Bethesdam, MD 20814	None	PC	Community Capacity Building	240,000.
Berea College COP 2164 Berea College Berea, KY 40403	None	PC	Brushy Fork Institute "Try This"	1,000.
Clark County Public School 1600 Lexington Ave Winchester, KY 40391	None	Gov	What's Your Ambition - "Be Kind to Kids" project	500.
City of Winchester PO Box 4135 Winchester, KY 40392	None	GOV	Matching grant for Sphar Seed Building Stabilization Project. Total grant of \$350,000 with \$100,000 remaining.	100,000.
Clark County Health Department 400 Professional Avenue Winchester, KY 40391	None	GOV	What's Your Ambition - Health Fair Grant	6,649.
Kentucky Nonprofit Network PO Box 24362 Lexington, KY 40524	None	PC	Funding Partner Contribution	300.
Clark County Public School 1600 Lexington Ave Winchester, KY 40391	None	GOV	What's Your Ambition Grant - Grant for community garden	6,413.
Total from continuation sheets				380,777.

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
Clark County Public School 1600 Lexington Ave Winchester, KY 40391	None	GOV	What's Your Ambition Grant - Grant for development and support of a mindfulness curriculum	9,850.
Winchester Heritage Commission 28 Beckner St Winchester, KY 40391	None	Gov	What's Your Ambition Grant - Highway historic markers	2,500.
Southeastern Council of Foundations 50 Hurt Plaza, Suite 350 Atlanta, GA 30303	None	PC	Funding Partner Contribution, Sustaining Gift for Grantmakers of KY	4,200.
Grantmakers in Health 1100 Connecticut, Suite 1200 Washington, DC, VA 20036	None	PC	Funding Partner Contribution	2,875.
Clark County Homeless Coalition PO Box 4692 Winchester, KY 40392	None	PC	What's Your Ambition Grant - Summer Artfest	4,250.
Grantmakers for Effective Organizations 1725 DeSales St. Washington, DC, VA 20036	None	PC	Funding Partner Contribution	640.
National Recreation and Park Association PO Box 5007 Merrifield, VA 22116	None	PC	Funding Contribution Partner	600.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
City Parks Alliance 2121 Ward Ct NW Washington, DC, VA 20037	None	PC	Funding Partner Contribution	500.
Appalachia Funders Network 1456 Patton Avenue Ashville, NC 28806	None	PC	Funding Partner Contribution	500.

Total from continuation sheets

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
The Hardwood Institute For Public Innovation 4915 St Elmo Ave #402 Bethesdam, MD 20814	None	PC	Community Capacity Building	170,000.
Total from continuation sheets				170,000.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Name of the organization

The Greater Clark Foundation, Inc.

Employer identification number

61-0475632

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
The Greater Clark Foundation, Inc.	61-0475632

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Henry Memorial Trust TTEE BB&T PO Box 2887 Wilson, NC 27894	\$ 16,169.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	Ragland Memorial Trust TTEE BB&T PO Box 2887 Wilson, NC 27894	\$ 18,121.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	Clark Reg Med CTR S Bush TUV TTEE PNC 1900 E 9th St Cleveland, OH 44114	\$ 10,525.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	Clark Reg Med S McCormick TUV TTEE PNC 1900 E 9th St Cleveland, OH 44114	\$ 7,856.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization The Greater Clark Foundation, Inc.	Employer identification number 61-0475632
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization The Greater Clark Foundation, Inc.	Employer identification number 61-0475632
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return. Form 990-PF

2016

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name The Greater Clark Foundation, Inc.	Employer identification number 61-0475632
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Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	16,919.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
	2b		
	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty		3	16,919.
4 Enter the tax shown on the corporation's 2015 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	8,172.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	8,172.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	11/15/16	12/15/16	03/15/17	06/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	10	2,043.	2,043.	2,043.	2,043.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	1,597.			4,147.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13				4,147.
14 Add amounts on lines 16 and 17 of the preceding column	14		446.	2,489.	4,532.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	1,597.	0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		446.	2,489.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	446.	2,043.	2,043.	2,043.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2016)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2016 and before 7/1/2016	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{366} \times 4\%$ (0.04) ...	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2016 and before 10/1/2016	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{366} \times 4\%$ (0.04) ...	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2016 and before 1/1/2017	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{366} \times 4\%$ (0.04) ...	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2016 and before 4/1/2017	27	See Attached Worksheet		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365} \times 4\%$ (0.04) ...	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2017 and before 7/1/2017	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365} \times \%$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2017 and before 10/1/2017	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365} \times \%$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2017 and before 1/1/2018	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365} \times \%$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2017 and before 3/16/2018	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365} \times \%$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38			\$ 68.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s) The Greater Clark Foundation, Inc.					Identifying Number 61-0475632
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
11/15/16	2,043.	2,043.			
11/15/16	-1,597.	446.	30	.000109290	1.
12/15/16	2,043.	2,489.	16	.000109290	4.
12/31/16	0.	2,489.	74	.000109589	20.
03/15/17	2,043.	4,532.	44	.000109589	22.
04/28/17	-4,147.	385.	48	.000109589	2.
06/15/17	2,043.	2,428.	57	.000109589	15.
08/11/17	-2,050.	378.	90	.000109589	4.
11/09/17	-38,000.	-37,622.			
Penalty Due (Sum of Column F)					68.

* Date of estimated tax payment, withholding credit date or installment due date.

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
Traditional	510.	0.	510.
Total to Part I, line 3	510.	0.	510.

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
Russell Core Bond Fund K-1	230,424.	0.	230,424.	230,424.	230,424.
Russell Low Duration Bond Fund K-1	16,505.	0.	16,505.	16,505.	16,505.
Russell Multi Asset Core K-1	453,305.	0.	453,305.	453,305.	453,305.
To Part I, line 4	700,234.	0.	700,234.	700,234.	700,234.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Medical Office Buildings, Winchester, KY	1	190,954.
Total to Form 990-PF, Part I, line 5a		190,954.

Form 990-PF	Rental Expenses		Statement	4
Description	Activity Number	Amount	Total	
Depreciation		62,627.		
Insurance		18,522.		
Repairs & maintenance		44,498.		
Security		396.		
Utilities		8,391.		
Allocation of Executive Director		31,158.		
Allocation of other payroll		16,260.		
Allocation of pension plans, employee benefits		18,386.		
Allocation of professional fees		2,734.		
Allocation of accounting fees		8,624.		
Allocation of Board expense		3,153.		
Allocation of office supplies		1,051.		
- SubTotal -	1		215,800.	
Total rental expenses			215,800.	
Net rental Income to Form 990-PF, Part I, line 5b			-24,846.	

Form 990-PF	Other Income			Statement	5
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income		
Rebates & refunds	2,853.		2,853.		
Other K-1 income (loss) items	-126,868.		-126,868.		
Total to Form 990-PF, Part I, line 11	-124,015.		-124,015.		

Form 990-PF	Legal Fees				Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
Legal Fees	24,367.	0.	0.	19,939.		
To Fm 990-PF, Pg 1, ln 16a	24,367.	0.	0.	19,939.		

Form 990-PF	Accounting Fees			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting fees	32,446.	958.	6,161.	25,099.	
Audit fees	16,418.	383.	2,463.	9,577.	
Allocation of accounting fees	8,624.	0.		0.	
To Form 990-PF, Pg 1, ln 16b	57,488.	1,341.	8,624.	34,676.	

Form 990-PF	Other Professional Fees			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
IT Management	5,858.	425.	2,734.	10,632.	
Marketing	28,165.	0.	0.	8,234.	
Investment management	219,422.	219,407.	0.	0.	
Allocation of professional fees	2,734.	0.		0.	
To Form 990-PF, Pg 1, ln 16c	256,179.	219,832.	2,734.	18,866.	

Form 990-PF	Taxes			Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal 990PF	19,000.	0.	0.	8,172.	
To Form 990-PF, Pg 1, ln 18	19,000.	0.	0.	8,172.	

Form 990-PF	Other Expenses			Statement 10
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Board Expense	17,866.	490.	3,153.	12,652.
Direct Program Expense	118,689.	0.	0.	118,689.
Office expense	5,954.	163.	1,051.	3,815.
Allocation of Board expense	3,153.	0.		0.
Allocation of office supplies	1,051.	0.		0.
To Form 990-PF, Pg 1, ln 23	146,713.	653.	4,204.	135,156.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 11
Description		Amount
Unrealized Gains for GAAP		2,223,643.
Net changes in restricted assets not reflected in investment income		272,027.
Realized gains per GAAP		695,863.
Total to Form 990-PF, Part III, line 3		3,191,533.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement 12
Description		Amount
Investment income per K-1 excluded from books (GAAP vs Tax)		1,845,563.
Book versus tax depreciation		17,651.
Realized gains per tax return		85,202.
Total to Form 990-PF, Part III, line 5		1,948,416.

Form 990-PF	Other Investments	Statement	13
Description	Valuation Method	Book Value	Fair Market Value
Russell	FMV	29,957,652.	29,957,652.
Endowed	FMV	3,613,145.	3,613,145.
Total to Form 990-PF, Part II, line 13		33,570,797.	33,570,797.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	14
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Powell County Medical Clinic	2,137,586.	1,201,726.	935,860.
Remodel 204 Floyd Drive	24,640.	1,554.	23,086.
Land	2,721,648.	0.	2,721,648.
Land improvements	6,500.	2,166.	4,334.
Medical Office Buildings	875,954.	812,798.	63,156.
Office Equipment	48,466.	40,946.	7,520.
Total To Fm 990-PF, Part II, ln 14	5,814,794.	2,059,190.	3,755,604.

Form 990-PF	Other Assets	Statement	15
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Park Assets (Rev Rule 78-102)	0.	218,780.	2,045,000.
Park Assets (capitalized pre-construction)	0.	258,317.	0.
To Form 990-PF, Part II, line 15	0.	477,097.	2,045,000.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 16

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
DeEtta Blackwell 204 Floyd Clay Rd Winchester, KY 40391	Director 1.00	0.	0.	0.
Edward Mastrean 204 Floyd Clay Rd Winchester, KY 40391	Director 1.00	0.	0.	0.
Travis Sewalls 204 Floyd Clay Rd Winchester, KY 40391	Vice Chairman 1.00	0.	0.	0.
Paul Embs 204 Floyd Clay Rd Winchester, KY 40391	Chairman 1.00	0.	0.	0.
Rosalinda Gay 204 Floyd Clay Rd Winchester, KY 40391	Treasurer 1.00	0.	0.	0.
Robert Jackson 204 Floyd Clay Rd Winchester, KY 40391	Director 1.00	0.	0.	0.
Joyce Morton 204 Floyd Clay Rd Winchester, KY 40391	Director 1.00	0.	0.	0.
Kevin Welsh 204 Floyd Clay Rd Winchester, KY 40391	Director 1.00	0.	0.	0.
Jennifer A Algire 125 S. Main St Winchester, KY 40391	CEO/Secretary/President 40.00	207,717.	36,529.	22,860.
Totals included on 990-PF, Page 6, Part VIII		207,717.	36,529.	22,860.

Form 990-PF Summary of Direct Charitable Activities Statement 17

Activity One

The organization is investigating the restoration of hospital land into park and recreational areas (Project 1107) for the socio-economic, health and well being of citizens in its mission area. Reinent parcels of land from the former 501(c)(3) hospital, which included buildings were abandoned for park use. Direct expense includes park conception consultation, design and grounds maintenance.

Expenses

To Form 990-PF, Part IX-A, line 1

481,287.

Form 990-PF Summary of Direct Charitable Activities Statement 18

Activity Two

To achieve its exempt purpose and deploy its assets efficiently as it transitions from a hospital described in 170(b)(1)(A)(iii) to a 509(a)(2) organization, the volunteer Board of Directors engaged in a variety of strategies including grants and other programs to accomplish its mission. The organization is assisting, promoting and educating for a variety of other programs which include the restoration of the Sphar Seed Building (a historical site in Winchester, KY), Capacity Building (a program to enhance future leaders in Clark and surrounding counties), Ambition Grants, and other programs.

Expenses

To Form 990-PF, Part IX-A, line 2

144,363.

Form 990-PF Summary of Direct Charitable Activities Statement 19

Activity Three

To achieve its exempt purpose and deploy its assets efficiently as it transitions from a hospital described in 170(b)(1)(A)(iii) to a 509(a)(2) organization, the volunteer Board of Directors engaged in a variety of strategies including grants and other programs to accomplish its mission. What's Your Ambition is an annual public awareness event for Winchester/ Clark County, which hundreds of community leaders and local citizenship are invited to hear speakers and participate in community innovation.

Expenses

To Form 990-PF, Part IX-A, line 3

126,602.

Form 990-PF Summary of Program-Related Investments Statement 20

Description

The Organization adopted a plan during fiscal year end June 30, 2017 which includes the abandonment and planned demolition for commercial rental property, formerly developed by Clark Regional Hospital, the non-profit hospital preceding the establishment of the Greater Clark Foundation. The land on which the buildings reside is to be used for a public park in Winchester, KY. The addresses of the buildings 1118-1124 McCann Drive, 1109 McCann Drive, 204 Floyd Clay Drive and 205 Floyd Clay Drive are all located in Winchester Kentucky. The fair value of the assets is based on a 1/25/2013 appraisal.

Amount

To Form 990-PF, Part IX-B, line 1

2,045,000.

2016 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	Powell County Medical Clinic	01/01/99	VAR	.000		HY16	2,137,586.				2,137,586.	1,146,811.		54,915.	1,201,726.
2	Remodel 204 Floyd Drive	01/24/15	SL	39.00		MM17	24,640.				24,640.	922.		632.	1,554.
3	Land	06/27/64	L				2,721,648.				2,721,648.			0.	
4	Land improvements	07/01/13	SL	15.00		HY17	6,500.				6,500.	1,733.		433.	2,166.
5	Medical Office Buildings	06/30/73	VAR	.000		HY16	875,954.				875,954.	805,518.		7,280.	812,798.
6	Office Equipment	03/31/12	SL	5.00		HY17	48,466.				48,466.	35,244.		5,702.	40,946.
	* Total 990-PF Pg 1 Depr						5,814,794.				5,814,794.	1,990,228.		68,962.	2,059,190.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. The Greater Clark Foundation, Inc.	Employer identification number (EIN) or 61-0475632
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. PO Box 4843	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Winchester, KY 40392	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Jennifer A Algire, The Greater Clark Foundation, Inc.

- The books are in the care of ▶ 125 S. Main Street - Winchester, KY 40391
Telephone No. ▶ (859) 355-9054 Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until May 15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
- ▶ tax year beginning JUL 1, 2016, and ending JUN 30, 2017.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	38,000.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Return of Certain Excise Taxes Under Chapters 41 and 42 of the Internal Revenue Code

Department of the Treasury
Internal Revenue Service

(Sections 170(f)(10), 664(c)(2), 4911, 4912, 4941, 4942, 4943, 4944, 4945, 4955, 4958, 4959, 4965, 4966, and 4967)

2016

Information about Form 4720 and its separate instructions is at www.irs.gov/form4720.

For calendar year 2016 or other tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of organization or entity The Greater Clark Foundation, Inc.	Employer identification number 61-0475632
Number, street, and room or suite no. (or P.O. box if mail is not delivered to street address) PO Box 4843	Check box for type of annual return: <input type="checkbox"/> Form 990 <input type="checkbox"/> Form 990-EZ <input checked="" type="checkbox"/> Form 990-PF <input type="checkbox"/> Form 5227
City or town, state or province, country, and ZIP or foreign postal code Winchester, KY 40392	

A Is the organization a foreign private foundation within the meaning of section 4948(b)?		Yes	No
B Has corrective action been taken on any taxable event that resulted in Ch. 42 taxes being reported on this form? (Enter "N/A" if not applicable)			X
If "Yes," attach a detailed description and documentation of the corrective action taken and, if applicable, enter the fair market value of any property recovered as a result of the correction ► \$ If "No," (that is, any uncorrected acts or transactions), attach an explanation (see instructions).			

Part I Taxes on Organization (Sections 170(f)(10), 664(c)(2), 4911(a), 4912(a), 4942(a), 4943(a), 4944(a)(1), 4945(a)(1), 4955(a)(1), 4959, 4965(a)(1), and 4966(a)(1))	
1 Tax on undistributed income - Schedule B, line 4	1
2 Tax on excess business holdings - Schedule C, line 7	2
3 Tax on investments that jeopardize charitable purpose - Schedule D, Part I, column (e)	3
4 Tax on taxable expenditures - Schedule E, Part I, column (g)	4
5 Tax on political expenditures - Schedule F, Part I, column (e)	5
6 Tax on excess lobbying expenditures - Schedule G, line 4	6
7 Tax on disqualifying lobbying expenditures - Schedule H, Part I, column (e)	7
8 Tax on premiums paid on personal benefit contracts	8
9 Tax on being a party to prohibited tax shelter transactions - Schedule J, Part I, column (h)	9
10 Tax on taxable distributions - Schedule K, Part I, column (f)	10
11 Tax on a charitable remainder trust's unrelated business taxable income. Attach statement	11
12 Tax on failure to meet the requirements of section 501(r)(3)-Schedule M, Part II, line 2	12
13 Total (add lines 1 - 12)	13

Part II-A Taxes on Managers, Self-Dealers, Disqualified Persons, Donors, Donor Advisors, and Related Persons

(Sections 4912(b), 4941(a), 4944(a)(2), 4945(a)(2), 4955(a)(2), 4958(a), 4965(a)(2), 4966(a)(2), and 4967(a))

(a) Name and address of person subject to tax. City or town, state or province, country, ZIP or foreign postal code			(b) Taxpayer identification number	
a				
b				
c				
	(c) Tax on self-dealing - Schedule A, Part II, col. (d), and Part III, col. (d)	(d) Tax on investments that jeopardize charitable purpose - Schedule D, Part II, col. (d)	(e) Tax on taxable expenditures - Schedule E, Part II, col. (d)	(f) Tax on political expenditures - Schedule F, Part II, col. (d)
a				
b				
c				
Total				
	(g) Tax on disqualifying lobbying expenditures - Sch H, Part II, col. (d)	(h) Tax on excess benefit transactions - Schedule I, Part II, col. (d), and Part III, col. (d)	(i) Tax on being a party to prohibited tax shelter transactions - Schedule J, Part II, col. (d)	(j) Tax on taxable distributions - Schedule K, Part II, col. (d)
a				
b				
c				
Total				
	(k) Tax on prohibited benefits - Sch L, Part II, col. (d), and Part III, col. (d)			(l) Total - Add cols. (c) through (k)
a				
b				
c				
Total				

Part II-B Summary of Taxes (See Tax Payments in the instructions.)	
1 Enter the taxes listed in Part II-A, column (I), that apply to managers, self-dealers, disqualified persons, donors, donor advisors, and related persons who sign this form. If all sign, enter the total amount from Part II-A, column (I)	1
2 Total tax. Add Part I, line 13, and Part II-B, line 1	2
3 Total payments including amount paid with Form 8868 (see instructions)	3
4 Tax due. If line 2 is larger than line 3, enter amount owed (see instructions)	4
5 Overpayment. If line 2 is smaller than line 3, enter the difference. This is your refund	5

SCHEDULE A - Initial Taxes on Self-Dealing (Section 4941)

Part I Acts of Self-Dealing and Tax Computation			
(a) Act number	(b) Date of act	(c) Description of act	
1			
2			
3			
4			
5			

(d) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the act	(e) Amount involved in act	(f) Initial tax on self-dealer (10% of col. (e))	(g) Tax on foundation managers (if applicable) (lesser of \$20,000 or 5% of col. (e))

Part II Summary of Tax Liability of Self-Dealers and Proration of Payments			
(a) Names of self-dealers liable for tax	(b) Act no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Self-dealer's total tax liability (add amounts in col. (c)) (see instructions)

Part III Summary of Tax Liability of Foundation Managers and Proration of Payments			
(a) Names of foundation managers liable for tax	(b) Act no. from Part I, col. (a)	(c) Tax from Part I, col. (g), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE B - Initial Tax on Undistributed Income (Section 4942)

1 Undistributed income for years before 2015 (from Form 990-PF for 2016, Part XIII, line 6d)	1
2 Undistributed income for 2015 (from Form 990-PF for 2016, Part XIII, line 6e)	2
3 Total undistributed income at end of current tax year beginning in 2016 and subject to tax under section 4942 (add lines 1 and 2)	3
4 Tax - Enter 30% of line 3 here and on Part I, line 1	4

SCHEDULE C - Initial Tax on Excess Business Holdings (Section 4943)

Business Holdings and Computation of Tax

If you have taxable excess holdings in more than one business enterprise, attach a separate schedule for each enterprise. Refer to the instructions for each line item before making any entries.

Name and address of business enterprise

Employer identification number

Form of enterprise (corporation, partnership, trust, joint venture, sole proprietorship, etc.)

		(a) Voting stock (profits interest or beneficial interest)	(b) Value	(c) Nonvoting stock (capital interest)
1	Foundation holdings in business enterprise	1		
2	Permitted holdings in business enterprise	2		
3	Value of excess holdings in business enterprise	3		
4	Value of excess holdings disposed of within 90 days; or, other value of excess holdings not subject to section 4943 tax (attach statement)	4		
5	Taxable excess holdings in business enterprise - line 3 minus line 4	5		
6	Tax - Enter 10% of line 5	6		
7	Total tax - Add amounts on line 6, columns (a), (b), and (c); enter total here and on Part I, line 2	7		

SCHEDULE D - Initial Taxes on Investments That Jeopardize Charitable Purpose (Section 4944)

Part I Investments and Tax Computation

(a) Investment number	(b) Date of investment	(c) Description of investment	(d) Amount of investment	(e) Initial tax on foundation (10% of col. (d))	(f) Initial tax on foundation managers (if applicable) - (lesser of \$10,000 or 10% of col. (d))
1					
2					
3					
4					
5					
Total - Column (e). Enter here and on Part I, line 3					
Total - Column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Investment no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE E - Initial Taxes on Taxable Expenditures (Section 4945)

Part I Expenditures and Computation of Tax				
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Name and address of recipient	(e) Description of expenditure and purposes for which made
1				
2				
3				
4				
5				
(f) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the expenditure			(g) Initial tax imposed on foundation (20% of col. (b))	(h) Initial tax imposed on foundation managers (if applicable)- (lesser of \$10,000 or 5% of col. (b))
Total - Column (g). Enter here and on Part I, line 4				
Total - Column (h). Enter total (or prorated amount) here and in Part II, column (c), below				

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments			
(a) Names of foundation managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (h), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE F - Initial Taxes on Political Expenditures (Section 4955)

Part I Expenditures and Computation of Tax					
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of political expenditure	(e) Initial tax imposed on organization or foundation (10% of col. (b))	(f) Initial tax imposed on managers (if applicable) (lesser of \$5,000 or 2½% of col. (b))
1					
2					
3					
4					
5					
Total - Column (e). Enter here and on Part I, line 5					
Total - Column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers or Foundation Managers and Proration of Payments			
(a) Names of organization managers or foundation managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE G - Tax on Excess Lobbying Expenditures (Section 4911)

1	Excess of grass roots expenditures over grass roots nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1h). (See the instructions before making an entry.)	1	
2	Excess of lobbying expenditures over lobbying nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1i). (See the instructions before making an entry.)	2	
3	Excess lobbying expenditures - enter the larger of line 1 or line 2	3	
4	Tax - Enter 25% of line 3 here and on Part I, line 6	4	

SCHEDULE H - Taxes on Disqualifying Lobbying Expenditures (Section 4912)

Part I Expenditures and Computation of Tax					
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of lobbying expenditures	(e) Tax imposed on organization (5% of col. (b))	(f) Tax imposed on organization managers (if applicable)- (5% of col. (b))
1					
2					
3					
4					
5					
Total - Column (e). Enter here and on Part I, line 7					
Total - Column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers and Proration of Payments			
(a) Names of organization managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958)

Part I Excess Benefit Transactions and Tax Computation					
(a) Transaction number	(b) Date of transaction	(c) Description of transaction			
1					
2					
3					
4					
5					
(d) Amount of excess benefit		(e) Initial tax on disqualified persons (25% of col. (d))		(f) Tax on organization managers (if applicable) (lesser of \$20,000 or 10% of col. (d))	

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958) Continued

Part II Summary of Tax Liability of Disqualified Persons and Proration of Payments. Table with columns: (a) Names of disqualified persons liable for tax, (b) Trans. no. from Part I, col. (a), (c) Tax from Part I, col. (e), or prorated amount, (d) Disqualified person's total tax liability (add amounts in col. (c)) (see instructions).

Part III Summary of Tax Liability of 501(c)(3), (c)(4) & (c)(29) Organization Managers and Proration of Payments. Table with columns: (a) Names of 501(c)(3), (c)(4) & (c)(29) organization managers liable for tax, (b) Trans. no. from Part I, col. (a), (c) Tax from Part I, col. (f), or prorated amount, (d) Manager's total tax liability (add amounts in col. (c)) (see instructions).

SCHEDULE J - Taxes on Being a Party to Prohibited Tax Shelter Transactions (Section 4965)

Part I Prohibited Tax Shelter Transactions (PTST) and Tax Imposed on the Tax-Exempt Entity (see instructions). Table with columns: (a) Transaction number, (b) Transaction date, (c) Type of transaction (1-Listed, 2-Subsequently listed, 3-Confidential, 4-Contractual protection), (d) Description of transaction, (e) Did the tax-exempt entity know or have reason to know this transaction was a PTST when it became a party to the transaction? Answer Yes or No, (f) Net income attributable to the PTST, (g) 75% of proceeds attributable to the PTST, (h) Tax imposed on the tax-exempt entity (see instructions).

Total - Column (h). Enter here and on Part I, line 9

Part II Tax Imposed on Entity Managers (Section 4965) <i>Continued</i>			
(a) Name of entity manager	(b) Transaction number from Part I, col. (a)	(c) Tax - enter \$20,000 for each transaction listed in col. (b) for each manager in col. (a)	(d) Manager's total tax liability (add amounts in col. (c))

SCHEDULE K - Taxes on Taxable Distributions of Sponsoring Organizations Maintaining Donor Advised Funds (Section 4966). See the instructions.

Part I Taxable Distributions and Tax Computation			
(a) Item number	(b) Name of sponsoring organization and donor advised fund	(c) Description of distribution	
1			
2			
3			
4			
(d) Date of distribution	(e) Amount of distribution	(f) Tax imposed on organization (20% of col. (e))	(g) Tax on fund managers (lesser of 5% of col. (e) or \$10,000)
Total - Column (f). Enter here and on Part I, line 10			
Total - Column (g). Enter total (or prorated amount) here and in Part II, column (c), below			

Part II Summary of Tax Liability of Fund Managers and Proration of Payments			
(a) Name of fund managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (g) or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE L - Taxes on Prohibited Benefits Distributed From Donor Advised Funds (Section 4967).

See the instructions.

Part I Prohibited Benefits and Tax Computation		
(a) Item number	(b) Date of prohibited benefit	(c) Description of benefit
1		
2		
3		
4		
5		
(d) Amount of prohibited benefit	(e) Tax on donors, donor advisors, or related persons (125% of col. (d)) (see instructions)	(f) Tax on fund managers (if applicable) (lesser of 10% of col. (d) or \$10,000) (see instructions)

Part II Summary of Tax Liability of Donors, Donor Advisors, Related Persons, and Proration of Payments			
(a) Names of donors, donor advisors, or related persons liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (e) or prorated amount	(d) Donor's, donor advisor's, or related person's total tax liability (add amounts in col. (c)) (see instructions)

Part III Summary of Tax Liability of Fund Managers and Proration of Payments			
(a) Names of fund managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f) or prorated amount	(d) Fund manager's total tax liability (add amounts in col. (c)) (see instructions)

Schedule M - Tax on Hospital Organization for Failure to Meet the Community Health Needs Assessment Requirements (Sections 4959 and 501(r)(3)). (See instructions.)

Part I Failures to Meet Section 501(r)(3)				
(a) Item number	(b) Name of hospital facility	(c) Description of the failure	(d) Tax year hospital facility last conducted a CHNA	(e) Tax year hospital facility last adopted an implementation strategy
1				
2				
3				
4				
5				

Part II Computation of Tax		
1	Number of hospital facilities operated by the hospital organization that failed to meet the Community Health Needs Assessment requirements of section 501(r)(3)	1
2	Tax - Enter \$50,000 multiplied by line 1 here and on Part I, line 12	2

Form 4720 (2016)

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.

Sign Here

Signature of officer or trustee	President & CEO	Title	Date
Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person			Date
Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person			Date
Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person			Date
Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person			Date

May the IRS discuss this return with the preparer shown below? (see instructions) Yes No

Paid Preparer Use Only

Print/Type preparer's name CHRIS AARON, CPA	Preparer's signature	Date 05/11/18	Check <input type="checkbox"/> if self-employed	PTIN P00543495
Firm's name ▶ CAUDILL AND AARON, LLP			Firm's EIN ▶ 61-1317688	
Firm's address ▶ P.O. BOX 536 WINCHESTER, KY 40392-0536			Phone no. (859) 744-7080	