

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

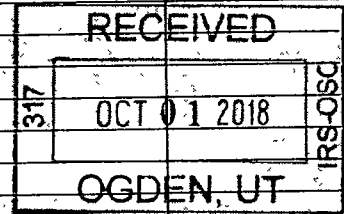
Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning January 1, 2017, and ending December 31, 2017

Name of foundation: FRED R. & OPAL S. WOOSLEY FOUNDATION, INC. Employer identification number: 61-1104319. Telephone number: 502-584-2134. City: LOUISVILLE, KY 40202. Fair market value of all assets at end of year: \$6,709,009.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income of 454407.



SCANNED OCT 31 2018

9-17

2

| <b>Part II Balance Sheets</b>  |  | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|--|--|--|----------------|-----------------------|
|  |  | Beginning of year  | End of year    |                       |
|  |  | (a) Book Value   | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>  | <b>1</b> Cash—non-interest-bearing . . . . .   | 13834  | 24212          | 24212                 |
|  | <b>2</b> Savings and temporary cash investments . . . . .  |  |                |                       |
|  | <b>3</b> Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶  |  |                |                       |
|  | <b>4</b> Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶   |  |                |                       |
|  | <b>5</b> Grants receivable . . . . .   |  |                |                       |
|  | <b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |  |                |                       |
|  | <b>7</b> Other notes and loans receivable (attach schedule) ▶<br>Less: allowance for doubtful accounts ▶                                   |  |                |                       |
|  | <b>8</b> Inventories for sale or use . . . . .   |  |                |                       |
|  | <b>9</b> Prepaid expenses and deferred charges . . . . .   |  |                |                       |
|  | <b>10a</b> Investments—U.S. and state government obligations (attach schedule)   | 305226   | 201015         | 202040                |
|  | <b>b</b> Investments—corporate stock (attach schedule) . . . . .   | 2895495  | 2722106        | 5316470               |
|  | <b>c</b> Investments—corporate bonds (attach schedule) . . . . .   | 1314415  | 1511042        | 1501537               |
|  | <b>11</b> Investments—land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                        |  |                |                       |
|  | <b>12</b> Investments—mortgage loans . . . . .   |  |                |                       |
|  | <b>13</b> Investments—other (attach schedule) . . . . .  |  |                |                       |
|  | <b>14</b> Land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                                    |  |                |                       |
| <b>15</b> Other assets (describe ▶ _____ )   | 4528970  | 4458375  | 7044259        |                       |
| <b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . . |  |  |                |                       |
| <b>Liabilities</b>   | <b>17</b> Accounts payable and accrued expenses . . . . .  |  |                |                       |
|  | <b>18</b> Grants payable . . . . .   |  |                |                       |
|  | <b>19</b> Deferred revenue . . . . .   |  |                |                       |
|  | <b>20</b> Loans from officers, directors, trustees, and other disqualified persons   |  |                |                       |
|  | <b>21</b> Mortgages and other notes payable (attach schedule) . . . . .  |  |                |                       |
|  | <b>22</b> Other liabilities (describe ▶ _____ )  |  |                |                       |
|  | <b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .   |  |                |                       |
| <b>Net Assets or Fund Balances</b>   | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</b> <input type="checkbox"/>        |  |                |                       |
|  | <b>24</b> Unrestricted . . . . .   |  |                |                       |
|  | <b>25</b> Temporarily restricted . . . . .   |  |                |                       |
|  | <b>26</b> Permanently restricted . . . . .   |  |                |                       |
|  | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>                      |  |                |                       |
|  | <b>27</b> Capital stock, trust principal, or current funds . . . . .   |  |                |                       |
|  | <b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund   | 4528970  | 4458375        |                       |
|  | <b>29</b> Retained earnings, accumulated income, endowment, or other funds   |  |                |                       |
|  | <b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .  | 4528970  | 4458375        |                       |
| <b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                           | 4528970  | 4458375  |                |                       |

| <b>Part III Analysis of Changes in Net Assets or Fund Balances</b>  |          |          |
|---|----------|----------|
| <b>1</b> 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) . . . . . | <b>1</b> | 4528970  |
| <b>2</b> Enter amount from Part I, line 27a . . . . .   | <b>2</b> | (431072) |
| <b>3</b> Other increases not included in line 2 (itemize) ▶ <b>CAPITAL GAINS</b> . . . . .  | <b>3</b> | 360479   |
| <b>4</b> Add lines 1, 2, and 3 . . . . .  | <b>4</b> | 4458377  |
| <b>5</b> Decreases not included in line 2 (itemize) ▶ . . . . .   | <b>5</b> | -        |
| <b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .  | <b>6</b> | 4458377  |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )  |  | (b) How acquired<br>P—Purchase<br>D—Donation  | (c) Date acquired<br>(mo , day, yr )           | (d) Date sold<br>(mo , day, yr )  |
|---|--|---|--|---|
| <b>1a SEE ATTACHED SCHEDULE</b>   |  |   |  |   |
| <b>b</b>  |  |   |  |   |
| <b>c</b>  |  |   |  |   |
| <b>d</b>  |  |   |  |   |
| <b>e</b>  |  |   |  |   |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale                                     | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |   |
| <b>a</b> 1687504  |  | 1327025   | 360479   |   |
| <b>b</b>  |  |   |  |   |
| <b>c</b>  |  |   |  |   |
| <b>d</b>  |  |   |  |   |
| <b>e</b>  |  |   |  |   |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69   |  |   |  | (i) Gains (Col (h) gain minus col (k), but not less than -0- ) or Losses (from col (h)) |
| (j) FMV as of 12/31/69  | (i) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any                                       |  |   |
| <b>a</b>  |  |   |  |   |
| <b>b</b>  |  |   |  |   |
| <b>c</b>  |  |   |  |   |
| <b>d</b>  |  |   |  |   |
| <b>e</b>  |  |   |  |   |
| <b>2 Capital gain net income or (net capital loss)</b>  |  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } |  | <b>2</b> 360479   |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b><br>If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 |  |   |  | <b>3</b>  |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2016   | 540970                                   | 6711705                                      | 0.0806  |
| 2015   | 483675                                   | 6957407                                      | 0.0695  |
| 2014   | 477893                                   | 6862285                                      | 0.0696  |
| 2013   | 423317                                   | 6499219                                      | 0.0651  |
| 2012   | 323637                                   | 5907842                                      | 0.0548  |

|   |          |         |
|---|----------|---------|
| <b>2 Total of line 1, column (d)</b>  | <b>2</b> | 0.3396  |
| <b>3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years</b>                                       | <b>3</b> | 0.0679  |
| <b>4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5</b>   | <b>4</b> | 6773484 |
| <b>5 Multiply line 4 by line 3</b>  | <b>5</b> | 460055  |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>   | <b>6</b> | 4544    |
| <b>7 Add lines 5 and 6</b>  | <b>7</b> | 464599  |
| <b>8 Enter qualifying distributions from Part XII, line 4</b><br>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. | <b>8</b> | 577059  |

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

|    |  |    |       |
|----|--|----|-------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "NA" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |    |       |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b  | 1  | 4544  |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).  |    |       |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)   | 2  |       |
| 3  | Add lines 1 and 2  | 3  | 4544  |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)   | 4  |       |
| 5  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  | 5  | 4544  |
| 6  | Credits/Payments:  |    |       |
| a  | 2017 estimated tax payments and 2016 overpayment credited to 2017  | 6a | 8165  |
| b  | Exempt foreign organizations—tax withheld at source  | 6b |       |
| c  | Tax paid with application for extension of time to file (Form 8868)  | 6c | 2000  |
| d  | Backup withholding erroneously withheld  | 6d |       |
| 7  | Total credits and payments. Add lines 6a through 6d  | 7  | 10165 |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  |       |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |       |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  | 10 | 5621  |
| 11 | Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 5621 Refunded <input type="checkbox"/>  | 11 |       |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | ✓  |
| b  |     | ✓  |
| c  |     | ✓  |
| d  |     |    |
| e  |     |    |
| 2  |     | ✓  |
| 3  |     | ✓  |
| 4a |     | ✓  |
| b  |     | ✓  |
| 5  |     | ✓  |
| 6  | ✓   |    |
| 7  | ✓   |    |
| 8a |     |    |
| b  | ✓   |    |
| 9  |     | ✓  |
| 10 |     | ✓  |

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

|   | Yes | No                       |
|---|-----|--------------------------|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions . . . . .   |     | ✓                        |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions . . . . .  |     | ✓                        |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____  | ✓   |                          |
| 14 The books are in care of ▶ _____ Telephone no. ▶ _____<br>Located at ▶ _____ ZIP+4 ▶ _____   |     |                          |
| 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   |     | <input type="checkbox"/> |
| 16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ _____ |     | ✓                        |

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

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

|   | Yes | No |
|---|-----|----|
| 1a During the year, did the foundation (either directly or indirectly):   |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>   | 1b  |    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? . . . . .   | 1c  | ✓  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):  |     |    |
| a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____  |     |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . .  | 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.<br>▶ 20____, 20____, 20____, 20____  |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) . . . . . | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a  | ✓  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?   | 4b  | ✓  |

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

|  |   |            |           |
|--|---|------------|-----------|
| <b>5a</b> During the year, did the foundation pay or incur any amount to:  |   | <b>Yes</b> | <b>No</b> |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| <b>b</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 |   | <b>5b</b>  |           |
| Organizations relying on a current notice regarding disaster assistance, check here  | ▶ <input type="checkbox"/>  |            |           |
| <b>c</b> 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?  | <input type="checkbox"/> Yes <input type="checkbox"/> No            |            |           |
| If "Yes," attach the statement required by Regulations section 53.4945–5(d).   |   |            |           |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  |   | <b>6b</b>  | ✓         |
| If "Yes" to 6b, file Form 8870.  |   |            |           |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?   |   | <b>7b</b>  |           |

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

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

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

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

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

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

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

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

| (a) Name and address of each person paid more than \$50,000                     | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b> |                     |                  |

**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<br>N/A |          |
| 2        |          |
| 3        |          |
| 4        |          |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

|  | Amount |
|--|--------|
| 1<br>N/A   |        |
| 2  |        |
| All other program-related investments. See instructions<br>3 |        |
| <b>Total. Add lines 1 through 3</b>                          |        |

**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 | 6857611 |
| b | Average of monthly cash balances . . . . .  | 1b | 19023   |
| c | Fair market value of all other assets (see instructions) . . . . .  | 1c |         |
| d | <b>Total</b> (add lines 1a, b, and c) . . . . .   | 1d | 6876634 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .   | 1e |         |
| 2 | Acquisition indebtedness applicable to line 1 assets . . . . .  | 2  |         |
| 3 | Subtract line 2 from line 1d . . . . .  | 3  | 6876634 |
| 4 | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .      | 4  | 103150  |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . . | 5  | 6773484 |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .  | 6  | 338674  |

**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  | 338674 |
| 2a | Tax on investment income for 2017 from Part VI, line 5 . . . . .  | 2a | 4544   |
| b  | Income tax for 2017. (This does not include the tax from Part VI.) . . . . .  | 2b |        |
| c  | Add lines 2a and 2b . . . . .   | 2c | 4544   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .                                     | 3  | 334130 |
| 4  | Recoveries of amounts treated as qualifying distributions . . . . .   | 4  |        |
| 5  | Add lines 3 and 4 . . . . .   | 5  | 334130 |
| 6  | Deduction from distributable amount (see instructions) . . . . .  | 6  |        |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . . | 7  | 334130 |

**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 | 577059 |
| b | Program-related investments—total from Part IX-B . . . . .  | 1b |        |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .   | 2  |        |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  |    |        |
| a | Suitability test (prior IRS approval required) . . . . .  | 3a |        |
| b | Cash distribution test (attach the required schedule) . . . . .   | 3b |        |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .                                   | 4  | 577059 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions . . . . . | 5  | 4544   |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .   | 6  | 572515 |

**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)<br>Corpus | (b)<br>Years prior to 2016 | (c)<br>2016 | (d)<br>2017   |
|---|---------------|----------------------------|-------------|---------------|
| <b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .   |               |                            |             | <b>334130</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2017:   |               |                            |             |               |
| <b>a</b> Enter amount for 2016 only . . . . .   |               |                            |             |               |
| <b>b</b> Total for prior years: 20____, 20____, 20____  |               |                            |             |               |
| <b>3</b> Excess distributions carryover, if any, to 2017:   |               |                            |             |               |
| <b>a</b> From 2012 . . . . .  | 39663         |                            |             |               |
| <b>b</b> From 2013 . . . . .  | 106639        |                            |             |               |
| <b>c</b> From 2014 . . . . .  | 138547        |                            |             |               |
| <b>d</b> From 2015 . . . . .  | 141358        |                            |             |               |
| <b>e</b> From 2016 . . . . .  | 210413        |                            |             |               |
| <b>f</b> <b>Total</b> of lines 3a through e . . . . .   | <b>636620</b> |                            |             |               |
| <b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ <u>577059</u>  |               |                            |             |               |
| <b>a</b> Applied to 2016, but not more than line 2a . . . . .   |               |                            |             |               |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .  |               |                            |             |               |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .  |               |                            |             |               |
| <b>d</b> Applied to 2017 distributable amount . . . . .   |               |                            |             |               |
| <b>e</b> Remaining amount distributed out of corpus . . . . .   | 242929        |                            |             |               |
| <b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)  | 39663         |                            |             |               |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |               |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .  | 839886        |                            |             |               |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               |                            |             |               |
| <b>c</b> 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 . . . . . |               |                            |             |               |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .   |               |                            |             |               |
| <b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .  |               |                            |             |               |
| <b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 . . . . .  |               |                            |             | 334130        |
| <b>7</b> 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) . . . . .         |               |                            |             |               |
| <b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .  |               |                            |             |               |
| <b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .  | 839886        |                            |             |               |
| <b>10</b> Analysis of line 9:   |               |                            |             |               |
| <b>a</b> Excess from 2013 . . . . .   | 106639        |                            |             |               |
| <b>b</b> Excess from 2014 . . . . .   | 138547        |                            |             |               |
| <b>c</b> Excess from 2015 . . . . .   | 141358        |                            |             |               |
| <b>d</b> Excess from 2016 . . . . .   | 210413        |                            |             |               |
| <b>e</b> Excess from 2017 . . . . .   | 242929        |                            |             |               |

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

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

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

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

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

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
 NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
 NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

**a** The name, address, and telephone number or email 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)                                      |   |                                |                                  |                  |
| <p><b>a</b> <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p> |   |                                |                                  | 525000           |
| <b>Total</b> . . . . . ▶   |   |                                |                                  | <b>3a</b> 525000 |
| <p><b>b</b> <i>Approved for future payment</i></p>                       |   |                                |                                  |                  |
| <b>Total</b> . . . . . ▶   |   |                                |                                  | <b>3b</b>        |





**FRED B. & OPAL S. WOOSLEY FOUNDATION, INC.**  
**EIN: 61-1104319**

**SCHEDULE OF INFORMATION FOR FORM 990-PF**  
**CALENDAR YEAR 2017**

**PART I**

Line 16a - Legal Fees:

Amounts paid by the Foundation were for legal services rendered by the firm of Ford, Klapheke & Meyer to the Foundation throughout the year for various meetings and consultation, in addition to the preparation of the Annual IRS Form 990-PF. The total amount reflected on this line was paid to the firm of Ford, Klapheke & Meyer.

Line 16c - Other Professional Fees:

Amounts paid to Hilliard Lyons Trust Co. for the trust administration.

**PART II**

Line 10 - Investments:

Attached is a copy of the listing of investments for the Foundation as prepared by the Hilliard Lyons Trust Co. for the period ending 12/31/17. All amounts reflected on the Portfolio Summary relate to the investments and principal amount.

**PART IV**

Line 1 - Capital Gains and Losses:

Attached is a schedule of Gains and Losses.

**PART VIII**

Line 1

| <u>DIRECTORS</u>  | <u>AVERAGE HOURS<br/>DEVOTED TO POSITION</u> | <u>ANNUAL<br/>COMPENSATION</u>                                     |
|---|--|--|
| Donald E. Meyer<br>900 Kentucky Home Life Bldg.<br>Louisville, KY 40202                                     | On an "as needed" basis                      | Services paid on an<br>"as needed" basis<br>for services rendered. |
| Arthur C. Peter<br>President<br>Hilliard Lyons Trust Co.<br>500 W. Jefferson Street<br>Louisville, KY 40202 | " " " " " " " " " "                          | " " " " " " " " " "  |
| John McFerran Barr<br>Hilliard Lyons Trust Co.<br>500 W. Jefferson Street<br>Louisville, KY 40202           | " " " " " " " " " "                          | " " " " " " " " " "  |
| Beverly S. Clark<br>Hilliard Lyons Trust Co.<br>500 W. Jefferson Street<br>Louisville, KY 40202             | " " " " " " " " " "                          | " " " " " " " " " "  |
| David Bell<br>3340 Green Hill Lane<br>Louisville, KY 40207  | " " " " " " " " " "                          | " " " " " " " " " "  |

**PART XV**

Line 2(b)

Applications for contributions from the Foundation are submitted in the form of a letter by qualifying charities. The letter of submission has no particular requirements other than simply stating the purpose of their organization and a general idea of how the funds would be used if contributed to them. The Foundation accepts unsolicited applications and does not make

contributions only to pre-selected charitable organizations.

Line 3(a)

See Schedule prepared by Hilliard Lyons Trust Co. with a detail of all expenditures which include the specific grants to each charity for which contributions were made.

Line (3)(a)  
Purpose of Grant:

The grants are unrestricted contributions to each of the charities for the furtherance of the charitable activities carried on by each of the respective charities. The funds are to be used by each charity in a manner consistent with the charity's purpose and in a manner that would not disqualify the charity from exempt status under the Internal Revenue Code.