

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: **SAM SWOPE FAMILY FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address): **2525 NELSON MILLER PARKWAY**

Room/suite: **102**

City or town, state or province, country, and ZIP or foreign postal code: **LOUISVILLE, KY 40223**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 21,292,317.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual Other (specify)

A Employer identification number: **92-0186097**

B Telephone number: **502-499-5003**

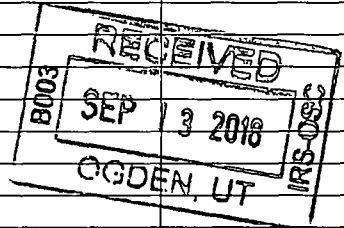
C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		36,769.	36,769.		STATEMENT 1
4 Dividends and interest from securities		373,553.	373,553.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		396,623.			
b Gross sales price for all assets on line 6a		4,336,941.			
7 Capital gain net income (from Part IV, line 2)			396,623.		
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		9,920.	9,920.		STATEMENT 3
12 Total Add lines 1 through 11		816,865.	816,865.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		25,896.	12,948.		12,948.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		8,570.	4,285.		4,285.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		7,619.	7,619.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		116,762.	58,316.		58,446.
24 Total operating and administrative expenses Add lines 13 through 23		158,847.	83,168.		75,679.
25 Contributions, gifts, grants paid		1,077,807.			1,077,807.
26 Total expenses and disbursements Add lines 24 and 25		1,236,654.	83,168.		1,153,486.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<419,789.>			
b Net investment income (if negative, enter -0-)			733,697.		
c Adjusted net income (if negative enter -0-)				N/A	



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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7	18,444,454.	18,024,665.	21,292,317.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,444,454.	18,024,665.	21,292,317.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	18,444,454.	18,024,665.			
30	Total net assets or fund balances	18,444,454.	18,024,665.			
31	Total liabilities and net assets/fund balances	18,444,454.	18,024,665.			

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	18,444,454.
2	Enter amount from Part I, line 27a	2	<419,789.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,024,665.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,024,665.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e	4,336,941.	3,940,318.	396,623.	
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))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			396,623.	
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	396,623.
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?
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

Yes No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	977,532.	18,723,722.	.052208
2015	1,081,016.	20,223,615.	.053453
2014	1,030,302.	19,829,446.	.051958
2013	849,136.	15,915,418.	.053353
2012	574,330.	11,643,673.	.049326
2	Total of line 1, column (d)		2 .260298
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years		3 .052060
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 20,249,676.
5	Multiply line 4 by line 3		5 1,054,198.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 7,337.
7	Add lines 5 and 6		7 1,061,535.
8	Enter qualifying distributions from Part XII, line 4 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		8 1,153,486.

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 "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,337.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	7,337.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,337.
6 Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	10,875.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	10,875.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,538.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Includes questions about controlled entities, distributions, public inspection requirements, website address, books in care, and foreign country interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Includes questions about disqualifying acts, taxes on failure to distribute income, and business holdings.

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A ▶ <input type="checkbox"/>	5b	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a 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 Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a 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 If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(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
BRAD SWOPE 4326 COMANCHE TRAIL LOUISVILLE, KY 40207	DIRECTOR 0.00	0.	0.	0.
PATRICIA G. SWOPE 1175 OLEANDER DRIVE NAPLES, FL 34102	DIRECTOR 0.50	0.	0.	0.
SUSAN SWOPE 2375 ALEXANDER PALM DR. NAPLES, FL 34105	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	20,558,047.
b Average of monthly cash balances	1b	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	20,558,047.
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	20,558,047.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	308,371.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,249,676.
6 Minimum investment return. Enter 5% of line 5	6	1,012,484.

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	1,012,484.
2a Tax on investment income for 2017 from Part VI, line 5	2a	7,337.
b Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	7,337.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,005,147.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,005,147.
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	1,005,147.

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	1,153,486.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,153,486.
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	7,337.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,146,149.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,005,147.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years'		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,660.			
b From 2013	68,057.			
c From 2014	59,776.			
d From 2015	124,985.			
e From 2016	49,748.			
f Total of lines 3a through e	304,226.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,153,486.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				1,005,147.
e Remaining amount distributed out of corpus	148,339.			
5 Excess distributions carryover applied to 2017 (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:	452,565.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2016 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	1,660.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	450,905.			
10 Analysis of line 9:				
a Excess from 2013	68,057.			
b Excess from 2014	59,776.			
c Excess from 2015	124,985.			
d Excess from 2016	49,748.			
e Excess from 2017	148,339.			

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS AND GIRLS CLUBS OF KENTUCKIANA 3900 CRITTENDEN DRIVE LOUISVILLE, KY 40209	NONE	PUBLIC CHARITY	SUPPORT	10,000.
PAWS WITH PURPOSE P.O. BOX 5458 LOUISVILLE, KY 40255	NONE	PUBLIC CHARITY	SUPPORT	22,500.
WHAS CRUSADE FOR CHILDREN 520 WEST CHESTNUT ST. LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	36,707.
21ST CENTURY PARKS INC 471 WEST MAIN STREET, SUITE 202 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	1,900.
A WOMAN'S CHOICE NICHOLAS PLACE 101 W. MARKET STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
Total			▶ 3a	1,077,807.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36,769.	
4 Dividends and interest from securities			14	373,553.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	9,920.	
8 Gain or (loss) from sales of assets other than inventory			14	396,623.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		816,865.	0.
13 Total Add line 12, columns (b), (d), and (e)				13 816,865.	

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(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. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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' in column (c).

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

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (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: [Signature] Date: 9-7-18 Title: DIRECTOR. May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name: BRIAN MOSS; Preparer's signature: [Signature]; Date: 8/7/18; Check [] if self-employed; PTIN: P00632361; Firm's name: BOWDEN & WOOD, PLLC; Firm's EIN: 61-0713437; Firm's address: 304 MIDDLETOWN PARK PLACE, LOUISVILLE, KY 40243-2555; Phone no: (502) 583-0262

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 MORGAN STANLEY #925-087- SEE STATEMENT	P		
b MORGAN STANLEY #058-087- SEE STATEMENT	P		
c MORGAN STANLEY #763-087- SEE STATEMENT	P		
d MORGAN STANLEY #132-087- SEE STATEMENT	P		
e MORGAN STANLEY #191-087- SEE STATEMENT	P		
f CAPITAL GAINS DIVIDENDS			
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 235,887.		228,753.	7,134.
b 518,507.		413,819.	104,688.
c 1,158,289.		1,023,141.	135,148.
d 485,596.		487,931.	<2,335.>
e 1,871,560.		1,786,674.	84,886.
f 67,102.			67,102.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			7,134.
b			104,688.
c			135,148.
d			<2,335.>
e			84,886.
f			67,102.
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	396,623.
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

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04-01-17

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ALPHA SIGMA OF KAPPA SIGMA EDUCATION FOUNDATION 145 E. RICH ST., FLOOR 2 COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	SUPPORT	10,000.
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	SUPPORT	10,000.
BAPTIST HEALTH FOUNDATION 4000 KRESGE WAY LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	20,000.
CAVE HILL HERITAGE FOUNDATION 701 BAXTER AVENUE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	2,500.
CENTER FOR WOMEN AND FAMILIES PO BOX 2048 LOUISVILLE, KY 40201	NONE	PUBLIC CHARITY	SUPPORT	50,000.
REVOLUTION DEVELOPMENT CYCLING 1806 GRESHAM ROAD LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	5,000.
ELDERSERVE INC 411 EAST MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
ALS OF KENTUCKY 8640 HAINES DRIVE FLORENCE, KY 41042	NONE	PUBLIC CHARITY	SUPPORT	2,000.
FRIEND FOR LIFE CANCER SUPPORT NETWORK 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	1,000.
FUND FOR THE ARTS 623 WEST MAIN STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	3,000.
Total from continuation sheets				1,001,700.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH FAMILY AND CAREER SERVICES 2821 KLEMPNER WAY LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	5,000.
HEUSER HEARING AND LANGUAGE ACADEMY 117 EAST KENTUCKY STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
HOME OF THE INNOCENTS 1000 EAST MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	25,000.
KENTUCKY HUMANE SOCIETY 1000 LYNDON LANE LOUISVILLE, KY 40222	NONE	PUBLIC CHARITY	SUPPORT	100,000.
KOSAIR CHARITIES INC 982 EASTERN PARWAY LOUISVILLE, KY 40233	NONE	PUBLIC CHARITY	SUPPORT	100,000.
LEUKEMIA LYMPHOMA SOCIETY 301 E MAIN STREET SUITE 100 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
LINCOLN HERITAGE COUNCIL 12001 SYCAMORE STATION PLACE LOUISVILLE, KY 40299	NONE	PUBLIC CHARITY	SUPPORT	100,000.
ST. JOSEPHS HOME 2823 FRANKFORT AVE LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	1,000.
LOUISVILLE PUBLIC MEDIA 619 SOUTH FOURTH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	25,000.
METRO UNITED WAY 1334 E. BROADWAY LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	20,000.
Total from continuation sheets				500,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CASA 982 EASTERN PARWAY LOUISVILLE, KY 40217	NONE	PUBLIC CHARITY	SUPPORT	10,000.
MARYHURST 1015 DORSEY LANE LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	24,700.
MPOWER 106 N. WATTERSON TRAIL LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	5,000.
NORTON HEALTHCARE FOUNDATION 234 E. GRAY ST SUITE 450 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
OLMSTEAD PARKS CONSERVANCY 1299 REVILLIAN WAY LOUISVILLE, KY 40213	NONE	PUBLIC CHARITY	SUPPORT	50,000.
OPERATION CARE 708 MAIN ST. PO BOX 1393 SHELBYVILLE, KY 40065	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SECOND CHANCES WILDLIFE CENTER P.O. BOX 572 GOSHEN, KY 40026	NONE	PUBLIC CHARITY	SUPPORT	100,000.
HOSEA'S HOUSE P.O. BOX 991492 LOUISVILLE, KY 40269	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FAMILY SCHOLAR HOUSE 403 REG SMITH CIRCLE LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	10,000.
SOUTHEAST CHRISTIAN CHURCH 920 BLANKENBAKER PKWY LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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 MORTON CENTER 102 BARRET AVE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	2,500.
THE PARKLANDS OF FLOYDS FORK 471 WEST MAIN STREET, SUITE 202 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
THE POTTER'S WHEEL P.O. BOX 18397 LOUISVILLE, KY 40261	NONE	PUBLIC CHARITY	SUPPORT	5,000.
CHILDREN'S HOSPITAL FOUNDATION 234 E. GRAY ST SUITE 450 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
USPIRITUS 3121 BROOKLAWN CAMPUS DRIVE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	5,000.
LIVING WATERS FOR THE WORLD 5016 SPEDALE COURT SPRING HILL, TN 37174	NONE	PUBLIC CHARITY	SUPPORT	25,000.
WEST END SCHOOL 3628 VIRGINIA AVE LOUISVILLE, KY 40211	NONE	PUBLIC CHARITY	SUPPORT	10,000.
YMCA OF GREATER LOUISVILLE 545 SOUTH 2ND STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
VOLUNTEERS OF AMERICA 570 SOUTH 4TH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
THE HEALING PLACE 1020 W. MARKET STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WELLSPING P.O. BOX 1927 LOUISVILLE, KY 40201	NONE	PUBLIC CHARITY	SUPPORT	20,000.
HOSPARUS HEALTH 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	30,000.
ST. MATTHEWS HOUSE 2001 AIRPORT ROAD SOUTH NAPLES, FL 34112	NONE	PUBLIC CHARITY	SUPPORT	30,000.
KY HARM REDUCTION COALITION 963 S. SECOND STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	10,000.
Total from continuation sheets				

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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
MORGAN STANLEY	36,769.	36,769.	
TOTAL TO PART I, LINE 3	36,769.	36,769.	

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
PORTFOLIO OF MUTUAL FUNDS SKYBRIDGE MULTI-ADVISER HEDGE FUND	422,547.	67,102.	355,445.	355,445.	
	18,108.	0.	18,108.	18,108.	
TO PART I, LINE 4	440,655.	67,102.	373,553.	373,553.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF CAPITAL	9,920.	9,920.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,920.	9,920.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,570.	4,285.		4,285.
TO FORM 990-PF, PG 1, LN 16B	8,570.	4,285.		4,285.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	7,619.	7,619.		0.
TO FORM 990-PF, PG 1, LN 18	7,619.	7,619.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER MANAGEMENT FEES	116,632.	58,316.		58,316.
OFFICE EXPENSE	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	116,762.	58,316.		58,446.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PORTFOLIO OF STOCKS	18,024,665.	21,292,317.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,024,665.	21,292,317.	