

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

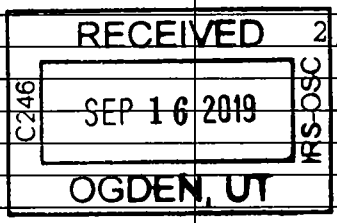
Name of foundation <b>SAM SWOPE FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>92-0186097</b>
Number and Street (or P O box number if mail is not delivered to street address) <b>2525 NELSON MILLER PARKWAY</b>	Room/suite <b>102</b>	B Telephone number <b>502-499-5003</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LOUISVILLE, - KY 40223</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>18,961,095.</b>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		38,189.	38,189.		STATEMENT 1
4 Dividends and interest from securities		407,294.	407,294.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		443,178.			
b Gross sales price for all assets on line 6a		4,505,953.			
7 Capital gain net income (from Part IV, line 2)			443,178.		
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)		22,427.	22,427.		STATEMENT 3
11 Other income		911,088.	911,088.		
12 Total Add lines 1 through 11		911,088.	911,088.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		17,600.	8,800.		8,800.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		5,076.	2,538.		2,538.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		18,744.	18,744.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		96,252.	47,186.		49,066.
24 Total operating and administrative expenses Add lines 13 through 23		137,672.	77,268.		60,404.
25 Contributions, gifts, grants paid		1,118,077.			1,118,077.
26 Total expenses and disbursements Add lines 24 and 25		1,255,749.	77,268.		1,178,481.
27 Subtract line 26 from line 12		<344,661.>			
a Excess of revenue over expenses and disbursements			833,820.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 50,000.			
	Less: allowance for doubtful accounts ▶		50,000.	50,000.
	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	18,024,665.	17,630,004.	18,911,095.
	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)	18,024,665.	17,680,004.	18,961,095.	
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	18,024,665.	17,680,004.		
30 Total net assets or fund balances	18,024,665.	17,680,004.		
31 Total liabilities and net assets/fund balances	18,024,665.	17,680,004.		

**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	18,024,665.
2 Enter amount from Part I, line 27a	2	<344,661.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,680,004.
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	17,680,004.

**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>MORGAN STANLEY #058-087- SEE STATEMENT</b>	P		
b <b>MORGAN STANLEY #763-087- SEE STATEMENT</b>	P		
c <b>MORGAN STANLEY #132-087- SEE STATEMENT</b>	P		
d <b>MORGAN STANLEY #191-087- SEE STATEMENT</b>	P		
<b>e CAPITAL GAINS DIVIDENDS</b>			

(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 583,561.		515,244.	68,317.
b 545,563.		530,966.	14,597.
c 656,734.		661,528.	<4,794.>
d 2,635,218.		2,355,037.	280,181.
e 84,877.			84,877.

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			68,317.
b			14,597.
c			<4,794.>
d			280,181.
e			84,877.

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	443,178.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	1,146,149.	20,249,676.	.056601
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

2 Total of line 1, column (d)	2	.267573
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.053515
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	20,735,046.
5 Multiply line 4 by line 3	5	1,109,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,338.
7 Add lines 5 and 6	7	1,117,974.
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	1,178,481.

**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)	1	8,338.
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	2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).	3	8,338.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
3 Add lines 1 and 2	5	8,338.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	6a	7,138.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	6b	0.
6 Credits/Payments:	6c	2,300.
a 2018 estimated tax payments and 2017 overpayment credited to 2010	6d	0.
b Exempt foreign organizations - tax withheld at source	7	9,438.
c Tax paid with application for extension of time to file (Form 8868)	8	0.
d Backup withholding erroneously withheld	9	
7 Total credits and payments Add lines 6a through 6d	10	1,100.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input checked="" type="checkbox"/> 1,100. Refunded <input checked="" type="checkbox"/>		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered See instructions <input checked="" type="checkbox"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Row 11: No. Row 12: No. Row 13: Yes. Row 14: N/A. Row 15: N/A. Row 16: No.

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

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Includes checkboxes for Yes/No and N/A. Row 1a: No. Row 1b: N/A. Row 1c: No. Row 2a: No. Row 2b: N/A. Row 3a: No. Row 3b: N/A. Row 4a: No. Row 4b: No.

**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	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			
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.		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		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	21,050,808.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	21,050,808.
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	21,050,808.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	315,762.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,735,046.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	1,036,752.

**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	1,036,752.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	8,338.
b	Income tax for 2018. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,338.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,028,414.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,028,414.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,028,414.

**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	1,178,481.
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	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,178,481.
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	8,338.
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	1,170,143.

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



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,028,414.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	68,057.			
b From 2014	59,776.			
c From 2015	124,985.			
d From 2016	49,748.			
e From 2017	148,339.			
f Total of lines 3a through e	450,905.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 1,178,481.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				1,028,414.
e Remaining amount distributed out of corpus	150,067.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	600,972.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	68,057.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	532,915.			
10 Analysis of line 9.				
a Excess from 2014	59,776.			
b Excess from 2015	124,985.			
c Excess from 2016	49,748.			
d Excess from 2017	148,339.			
e Excess from 2018	150,067.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

3 Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter (1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
A WOMAN'S CHOICE NICHOLAS PLACE 101 W. MARKET STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
ALS OF KENTUCKY 8640 HAINES DRIVE FLORENCE, KY 41042	NONE	PUBLIC CHARITY	SUPPORT	2,500.
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	SUPPORT	25,000.
BAPTIST HEALTH FOUNDATION 4000 KRESGE WAY LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	20,000.
BOYS AND GIRLS CLUBS OF KENTUCKIANA 3900 CRITTENDEN DRIVE LOUISVILLE, KY 40209	NONE	PUBLIC CHARITY	SUPPORT	10,000.
<b>Total</b> SEE CONTINUATION SHEET(S) <span style="float: right;">▶ 3a</span>				1,118,077.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b> <span style="float: right;">▶ 3b</span>				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, Net income from special events, Gross profit from sales of inventory, and Subtotal/Total.

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).

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).

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] 9/16/19 DIRECTOR
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [ ] No

Paid Preparer Use Only
Print preparer's name: BRIAN MOSS
Preparer's signature: [Signature]
Date: 8/21/19
Check [ ] if self-employed
Firm's name: BOWDEN & WOOD, PLLC
Firm's address: 304 MIDDLETOWN PARK PLACE, LOUISVILLE, KY 40243-2555
Firm's EIN: 61-0713437
Phone no: (502) 583-0262
PTIN: P00632361

**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	20,000.
CAVE HILL HERITAGE FOUNDATION 701 BAXTER AVENUE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FAMILY SCHOLAR HOUSE 403 REG SMITH CIRCLE LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	25,000.
FRIEND FOR LIFE CANCER SUPPORT NETWORK 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	6,000.
HEUSER HEARING AND LANGUAGE ACADEMY 117 EAST KENTUCKY STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	11,500.
HOME OF THE INNOCENTS 1000 EAST MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	75,000.
HOSEA'S HOUSE P.O. BOX 991492 LOUISVILLE, KY 40269	NONE	PUBLIC CHARITY	SUPPORT	5,000.
HOSPARUS HEALTH 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205	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	48,500.
<b>Total from continuation sheets</b>				<b>1,055,577.</b>

**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
LEUKEMIA LYMPHOMA SOCIETY 301 E MAIN STREET SUITE 100 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	15,000.
LINCOLN HERITAGE COUNCIL 12001 SYCAMORE STATION PLACE LOUISVILLE, KY 40299	NONE	PUBLIC CHARITY	SUPPORT	100,000.
LIVING WATERS FOR THE WORLD 5016 SPEDALE COURT SPRING HILL, TN 37174	NONE	PUBLIC CHARITY	SUPPORT	25,000.
LOUISVILLE PUBLIC MEDIA 619 SOUTH FOURTH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
MARYHURST 1015 DORSEY LANE LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	7,500.
METRO UNITED WAY 1334 E. BROADWAY LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	10,000.
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	35,000.
OLMSTEAD PARKS CONSERVANCY 1299 TREVILLIAN WAY LOUISVILLE, KY 40213	NONE	PUBLIC CHARITY	SUPPORT	51,000.
PAWS WITH PURPOSE P.O. BOX 5458 LOUISVILLE, KY 40255	NONE	PUBLIC CHARITY	SUPPORT	2,500.
<b>Total from continuation sheets</b>				

**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
SOUTHEAST CHRISTIAN CHURCH 920 BLANKENBAKER PKWY LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	10,000.
ST. JOSEPHS HOME 2823 FRANKFORT AVE LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	30,000.
ST. MATTHEWS HOUSE 2001 AIRPORT ROAD SOUTH NAPLES, FL 34112	NONE	PUBLIC CHARITY	SUPPORT	30,000.
THE HEALING PLACE 1020 W. MARKET STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	25,000.
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	11,900.
THE POTTER'S WHEEL P.O. BOX 18397 LOUISVILLE, KY 40261	NONE	PUBLIC CHARITY	SUPPORT	5,000.
USPIRITUS 3121 BROOKLAWN CAMPUS DRIVE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	5,000.
WELLSPING P.O. BOX 1927 LOUISVILLE, KY 40201	NONE	PUBLIC CHARITY	SUPPORT	15,000.
WEST END SCHOOL 3628 VIRGINIA AVE LOUISVILLE, KY 40211	NONE	PUBLIC CHARITY	SUPPORT	10,000.
<b>Total from continuation sheets</b>				



**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
WHAS CRUSADE FOR CHILDREN 520 WEST CHESTNUT ST. LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	36,177.
MANHOOD JOURNEY 212 PRESTWICK PLACE LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	10,000.
TEAM LOUISVILLE JR. CYCLING 1703 CLAREMOOR DRIVE LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	6,000.
FAMILY COMMUNITY CLINIC 1420 E WASHINGTON ST LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	10,000.
SILKS IN THE BLUEGRASS OPERATION OPEN ARMS 8918 STONE GREEN WAY, SUITE 100 LOUISVILLE, KY 40220	NONE	PUBLIC CHARITY	SUPPORT	5,000.
WHITEHALL 3110 LEXINGTON ROAD LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	1,000.
CONSERVENCY OF SOUTHWEST FLORIDA 1495 SMITH PRESERVE WAY NAPLES, FL 34102	NONE	PUBLIC CHARITY	SUPPORT	11,000.
JUNIOR ACHIEVEMENT 1401 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
BEACON HOUSE 963 SOUTH 2ND STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	7,500.
MASONIC COMMUNITIES KENTUCKY 3761 JOHNSON HALL DRIVE MASONIC HOME, KY 40041	NONE	PUBLIC CHARITY	SUPPORT	25,000.
<b>Total from continuation sheets</b>				

**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
FAMILIES FOR EFFECTIVE AUTISM TREATMENT 1100 E MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	5,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	SUPPORT	5,000.
MARY BYRON PROJECT 10401 LINN STATION ROAD LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	2,500.
WATERFRONT BOTANICAL GARDENS PO BOX 5056 LOUISVILLE, KY 40255	NONE	PUBLIC CHARITY	SUPPORT	20,000.
JEWISH COMMUNITY CENTER 3600 DUTCHMANS LANE LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	5,000.
BESIDE U FOR LIFE 701 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
THE LORD'S KITCHEN 2732 S 5TH STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	10,000.
HERITAGE WEST TRACK PROJECT 444 S. 5TH STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	25,000.
DEPAUL SCHOOL 1925 DUKER AVENUE LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	5,000.
GUILDA'S CLUB 633 BAXTER AVENUE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	5,000.
<b>Total from continuation sheets</b>				

**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
GRRAND AFFAIR PO BOX 6132 LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	10,000.
FAMILY AND CHILDRENS PLACE 525 ZANE STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	15,000.
UNIVERSITY OF LOUISVILLE FOUNDATION 215 CENTRAL AVENUE, SUITE 212 LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	75,000.
WAYSIDE CHRISTIAN MISSION PO BOX 7249 LOUISVILLE, KY 40257	NONE	PUBLIC CHARITY	SUPPORT	10,000.
SALVATION ARMY 216 W CHESTNUT STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
BOYS AND GIRLS HAVEN 2301 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	15,000.
<b>Total from continuation sheets</b>				

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	38,189.	38,189.	
TOTAL TO PART I, LINE 3	38,189.	38,189.	

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	474,206.	84,877.	389,329.	389,329.	
	17,965.	0.	17,965.	17,965.	
TO PART I, LINE 4	492,171.	84,877.	407,294.	407,294.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF CAPITAL	22,427.	22,427.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,427.	22,427.	

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	5,076.	2,538.		2,538.	
TO FORM 990-PF, PG 1, LN 16B	5,076.	2,538.		2,538.	

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	8,689.	8,689.		0.	
EXCISE TAXES	3,600.	3,600.		0.	
PAYROLL TAXES	6,455.	6,455.		0.	
TO FORM 990-PF, PG 1, LN 18	18,744.	18,744.		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	114,372.	57,186.		57,186.	
OFFICE EXPENSE	1,880.	0.		1,880.	
2017 PAYROLL REIMBURSEMENT	<20,000.>	<10,000.>		<10,000.>	
TO FORM 990-PF, PG 1, LN 23	96,252.	47,186.		49,066.	

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PORTFOLIO OF STOCKS	17,630,004.	18,911,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,630,004.	18,911,095.