

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

2019

Department of the Treasury Internal Revenue Service

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Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation: SAM SWOPE FAMILY FOUNDATION, INC.
Employer identification number: 92-0186097
Telephone number: 502-493-3376
City or town, state or province, country, and ZIP or foreign postal code: LOUISVILLE, KY 40223
Check all that apply: Initial return, Final return, Address change, etc.
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$22,160,098
Accounting method: Cash

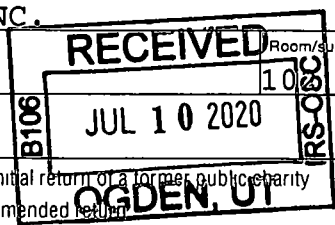


Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, interest, dividends, gross rents, net gain, other income, operating and administrative expenses, and net investment income.

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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 ▶ 45,500.				
		Less: allowance for doubtful accounts ▶		50,000.	45,500.	45,500.
	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		17,630,004.	17,162,902.	22,111,681.
	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 ▶ STATEMENT 8)		0.	2,917.	2,917.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		17,680,004.	17,211,319.	22,160,098.	
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 FASB ASC 958, check here ▶ <input type="checkbox"/>					
	and complete lines 24, 25, 29, and 30					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 26 through 30					
	26	Capital stock, trust principal, or current funds		0.	0.	
27	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
28	Retained earnings, accumulated income, endowment, or other funds		17,680,004.	17,211,319.		
29	Total net assets or fund balances		17,680,004.	17,211,319.		
30	Total liabilities and net assets/fund balances		17,680,004.	17,211,319.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	17,680,004.
2	Enter amount from Part I, line 27a	2	<468,685.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,211,319.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	17,211,319.

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

(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 575,700.		572,120.	3,580.
b 517,565.		363,003.	154,562.
c 676,991.		678,704.	<1,713.>
d 2,458,258.		2,305,808.	152,450.
e 37,964.			37,964.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			3,580.
b			154,562.
c			<1,713.>
d			152,450.
e			37,964.

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	346,843.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	1,170,143.	20,735,046.	.056433
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

2 Total of line 1, column (d)	2	.270653
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	.054131
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	20,856,070.
5 Multiply line 4 by line 3	5	1,128,960.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,415.
7 Add lines 5 and 6	7	1,136,375.
8 Enter qualifying distributions from Part XII, line 4	8	1,210,161.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	7,415.
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	7,415.
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	7,415.
6 Credits/Payments:			
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	6,200.
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	6,200.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	1,215.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2020 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection, 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 containing 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.		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	
3 All other program-related investments. See instructions.	

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	21,173,675.
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	21,173,675.
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	21,173,675.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	317,605.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,856,070.
6	Minimum investment return . Enter 5% of line 5	6	1,042,804.

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	1,042,804.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	7,415.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,415.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,035,389.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,035,389.
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	1,035,389.

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	1,210,161.
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	1,210,161.
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	7,415.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	1,202,746.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,035,389.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	59,776.			
b From 2015	124,985.			
c From 2016	49,748.			
d From 2017	148,339.			
e From 2018	150,067.			
f Total of lines 3a through e	532,915.			
4 Qualifying distributions for 2019 from Part XII, line 4. ▶ \$ 1,210,161.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				1,035,389.
e Remaining amount distributed out of corpus	174,772.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	707,687.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	59,776.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	647,911.			
10 Analysis of line 9.				
a Excess from 2015	124,985.			
b Excess from 2016	49,748.			
c Excess from 2017	148,339.			
d Excess from 2018	150,067.			
e Excess from 2019	174,772.			

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
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					
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. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CENTERSTONE 3121 BROOKLAWN CAMPUS DRIVE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	5,000.
ALS OF KENTUCKY 13102 EASTPOINT PARK BLVD LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	5,000.
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.
BEACON HOUSE 963 SOUTH 2ND STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	7,500.
Total	SEE CONTINUATION SHEET(S)			1,139,385.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 41,965), 4 Dividends and interest from securities (14, 429,716), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 10,408), 8 Gain or (loss) from sales of assets other than inventory (14, 346,843), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 828,932, 0), 13 Total (828,932).

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

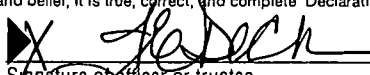
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

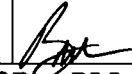
b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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  **DIRECTOR** Yes No
 Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name: BRIAN MOSS
 Preparer's signature: 
 Date: 6/9/20
 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 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
BSIDEU FOR LIFE 701 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	15,000.
BOYS AND GIRLS CLUBS OF KENTUCKIANA 3900 CRITTENDEN DRIVE LOUISVILLE, KY 40209	NONE	PUBLIC CHARITY	SUPPORT	15,000.
BOYS AND GIRLS HAVEN 2301 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	15,000.
CASA 982 EASTERN PARWAY LOUISVILLE, KY 40217	NONE	PUBLIC CHARITY	SUPPORT	70,000.
CAVE HILL HERITAGE FOUNDATION 701 BAXTER AVENUE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	5,000.
CONSERVENCY OF SOUTHWEST FLORIDA 1495 SMITH PRESERVE WAY NAPLES, FL 34102	NONE	PUBLIC CHARITY	SUPPORT	15,000.
DEPAUL SCHOOL 1925 DUKER AVENUE LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	5,000.
GRRAND AFFAIR PO BOX 6132 LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	9,200.
DREAM FACTORY 410 W. CHESTNUT STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FAMILY COMMUNITY CLINIC 1420 E WASHINGTON ST LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	5,000.
Total from continuation sheets				1,076,885.

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
FIRST HOUR GRIEF RESPONSE 4055 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	15,000.
ELDER SERVE 631 S. 28TH STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	20,000.
SECOND CHANCE WILDLIFE 487 GENTRY LANE MT. WASHINGTON, KY 40047	NONE	PUBLIC CHARITY	SUPPORT	20,000.
GILDA'S CLUB 633 BAXTER AVENUE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	5,000.
YMCA 9400 MILL BROOK ROAD LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	15,000.
HEUSER HEARING AND LANGUAGE ACADEMY 117 EAST KENTUCKY STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	20,000.
HOME OF THE INNOCENTS 1000 EAST MARKET STREET LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	50,000.
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.
CENTER FOR WOMEN AND FAMILIES P.O. BOX 2048 LOUISVILLE, KY 40201	NONE	PUBLIC CHARITY	SUPPORT	25,000.
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
FAMILY SCHOLAR HOUSE 403 REG SMITH CIRCLE LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	20,000.
KENTUCKY HUMANE SOCIETY 1000 LYNDON LANE LOUISVILLE, KY 40222	NONE	PUBLIC CHARITY	SUPPORT	25,000.
KOSAIR CHARITIES INC 982 EASTERN PARWAY LOUISVILLE, KY 40233	NONE	PUBLIC CHARITY	SUPPORT	54,000.
LEUKEMIA LYMPHOMA SOCIETY 301 E MAIN STREET SUITE 100 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	15,000.
FLAGS FOR VETS 4005 BRIAR RIDGE ROAD LA GRANGE, KY 40031	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FRANKIE'S FAMILY LOUISVILLE, KY	NONE	PUBLIC CHARITY	SUPPORT	5,000.
OPERATION CARE 708 MAIN STREET SHELBYVILLE, KY 40065	NONE	PUBLIC CHARITY	SUPPORT	40,000.
RONALD MCDONALD HOUSE OF KY 550 S. FIRST STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	50,000.
USA CARES 11760 COMMONWEALTH DRIVE LOUISVILLE, KY 40299	NONE	PUBLIC CHARITY	SUPPORT	25,000.
MARYHURST 1015 DORSEY LANE LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	15,000.
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
DOWN SYNDROME OF LOUISVILLE 5001 S. HURSTBOURNE PARKWAY LOUISVILLE, KY 40291	NONE	PUBLIC CHARITY	SUPPORT	15,000.
METRO UNITED WAY 1334 E. BROADWAY LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	40,000.
NORTON HEALTHCARE FOUNDATION 234 E. GRAY ST SUITE 450 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
OLMSTEAD PARKS CONSERVANCY 1299 TREVILLIAN WAY LOUISVILLE, KY 40213	NONE	PUBLIC CHARITY	SUPPORT	20,000.
PAWS WITH PURPOSE P.O. BOX 5458 LOUISVILLE, KY 40255	NONE	PUBLIC CHARITY	SUPPORT	50,000.
SALVATION ARMY 216 W CHESTNUT STREET LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SILKS IN THE BLUEGRASS 8918 STONE GREEN WAY, SUITE 100 LOUISVILLE, KY 40220	NONE	PUBLIC CHARITY	SUPPORT	5,000.
ZOOM GRP 1904 EMBASSY SQUARE BOULEVARD LOUISVILLE, KY 40299	NONE	PUBLIC CHARITY	SUPPORT	15,000.
ST. JOSEPHS HOME 2823 FRANKFORT AVE LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	100,000.
ST. MATTHEWS HOUSE 2001 AIRPORT ROAD SOUTH NAPLES, FL 34112	NONE	PUBLIC CHARITY	SUPPORT	30,000.
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
NORTH EAST CHRISTIAN 9900 BROWNSBORO ROAD LOUISVILLE, KY 40241	NONE	PUBLIC CHARITY	SUPPORT	25,000.
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	5,000.
THE PARKLANDS OF FLOYDS FORK 471 WEST MAIN STREET, SUITE 202 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	22,400.
WATERFRONT BOTANICAL GARDENS PO BOX 5056 LOUISVILLE, KY 40255	NONE	PUBLIC CHARITY	SUPPORT	10,000.
WAYSIDE CHRISTIAN MISSION PO BOX 7249 LOUISVILLE, KY 40257	NONE	PUBLIC CHARITY	SUPPORT	10,000.
WELLSPRING P.O. BOX 1927 LOUISVILLE, KY 40201	NONE	PUBLIC CHARITY	SUPPORT	15,000.
WEST END SCHOOL 3628 VIRGINIA AVF LOUISVILLE, KY 40211	NONE	PUBLIC CHARITY	SUPPORT	20,000.
WHAS CRUSADE FOR CHILDREN 520 WEST CHESTNUT ST. LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	36,285.
BLUEGRASS LAND CONSERVANCY 450 OLD VINE STREET LEXINGTON, KY 40507	NONE	PUBLIC CHARITY	SUPPORT	5,000.
Total from continuation sheets				

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	41,965.	41,965.	
TOTAL TO PART I, LINE 3	41,965.	41,965.	

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	455,776.	37,964.	417,812.	417,812.	
	11,904.	0.	11,904.	11,904.	
TO PART I, LINE 4	467,680.	37,964.	429,716.	429,716.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF CAPITAL	10,408.	10,408.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,408.	10,408.	

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	3,907.	1,953.		1,954.
TO FORM 990-PF, PG 1, LN 16B	3,907.	1,953.		1,954.

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	7,473.	7,473.		0.
EXCISE TAXES	7,400.	7,400.		0.
PAYROLL TAXES	4,774.	4,774.		0.
TO FORM 990-PF, PG 1, LN 18	19,647.	19,647.		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	123,528.	61,764.		61,764.
OFFICE EXPENSE	2,966.	0.		2,966.
TO FORM 990-PF, PG 1, LN 23	126,494.	61,764.		64,730.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PORTFOLIO OF STOCKS	17,162,902.	22,111,681.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,162,902.	22,111,681.	

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	0.	2,917.	2,917.
TO FORM 990-PF, PART II, LINE 15	0.	2,917.	2,917.