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Form **990-PF**Department of the Treasury
Internal Revenue Service

EXTENSION GRANTED TO 09/15/14
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning **11/01/12**, and ending **10/31/13**

Name of foundation THE HARSHAW FAMILY FOUNDATION		A Employer identification number 27-4251521
Number and street (or P.O. box number if mail is not delivered to street address) 6104 REGAL SPRINGS DR	Room/suite	B Telephone number (see instructions) 502-259-9600
City or town, state, and ZIP code LOUISVILLE KY 40205		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,126,433	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"/>

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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,500,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	18,159	18,159		
	4 Dividends and interest from securities	5,908	5,908		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,960			
	b Gross sales price for all assets on line 6a 323,260				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,521,107	24,067	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 1	600			600
	b Accounting fees (attach schedule) STMT 2	1,625			1,625
	c Other professional fees (attach schedule) STMT 3	3,034	3,034		
	17 Interest STMT 4				
	18 Taxes (attach schedule) (see instructions)	369	354		15
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 5	219			219
	24 Total operating and administrative expenses. Add lines 13 through 23	5,847	3,388	0	2,459
25 Contributions, gifts, grants paid SEE STATEMENT 6	370,000			370,000	
26 Total expenses and disbursements. Add lines 24 and 25	375,847	3,388	0	372,459	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,145,260				
b Net investment income (if negative, enter -0-)		20,679			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2012)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	2,980,427	3,125,805	3,125,804
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 7		1,000,629	1,000,629
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,980,427	4,126,434	4,126,433	
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 (attach schedule)			
	22 Other liabilities (describe ▶) SEE STATEMENT 8		747	
	23 Total liabilities (add lines 17 through 22)	0	747	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,980,427	4,125,687	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,980,427	4,125,687	
31 Total liabilities and net assets/fund balances (see instructions)	2,980,427	4,126,434		

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	2,980,427
2 Enter amount from Part I, line 27a	2	1,145,260
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,125,687
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,125,687

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	CURIAN CLEARING -SEE ATTACHED SCHEDU	P	VARIOUS	VARIOUS
b	CNL CORPORATE CAPTIAL TRUST			
c	CNL HEALTHCARE PROPERTIES TRU			
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 321,271		326,220	-4,949
b 209			209
c 1,780			1,780
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-4,949
b			209
c			1,780
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-2,960
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	14,011	2,823,855	0.004962
2010	86,015	1,674,396	0.051371
2009			
2008			
2007			

2 Total of line 1, column (d)	2	0.056333
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.028167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,678,757
5 Multiply line 4 by line 3	5	131,787
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	207
7 Add lines 5 and 6	7	131,994
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	372,459

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	207
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	207
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	207
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	793
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 793 Refunded	11	

Part VII-A Statements Regarding Activities

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

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation **\$** _____ (2) On foundation managers. **\$** _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. **\$** _____

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) **►**
KY

8b 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

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses **STMT**

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION 6104 REGAL SPRINGS DR Located at ► LOUISVILLE KY ZIP+4 ► 40205 Telephone no ► 502-259-9600			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1b	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	1c	X
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20	2a	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4a	X
		4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W. FRANK HARSHAW	LOUISVILLE	PRESIDENT			
6104 REGAL SPRINGS DR	KY 40205	0.00	0	0	0
VIRGINIA K. HARSHAW	BONITA SPRINGS	SECRETARY/TR			
28427 DEL LAGO WAY	FL 34135	0.00	0	0	0
THOMAS J. BECK	LOUISVILLE	DIRECTOR			
3042 BRECKENRIDGE LN	KY 40220	0.00	0	0	0

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

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

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

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 (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶**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 (see instructions)

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 ▶

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	996,270
b	Average of monthly cash balances	1b	3,753,737
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,750,007
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	4,750,007
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	71,250
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,678,757
6	Minimum investment return. Enter 5% of line 5	6	233,938

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	233,938
2a	Tax on investment income for 2012 from Part VI, line 5	2a	207
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	207
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	233,731
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	233,731
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	233,731

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	372,459
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	372,459
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	207
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	372,252

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				233,731
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			115,569	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 372,459				
a Applied to 2011, but not more than line 2a			115,569	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				233,731
e Remaining amount distributed out of corpus	23,159			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	23,159			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	23,159			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	23,159			

Form **990-PF** (2012)

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 METRO UNITED WAY DEPT 52860 LOUISVILLE KY 40295-0148 METRO UNITED WAY DEPT 52860 LOUISVILLE KY 40295-0148		CHARITY CHARITY	DONATIONS DONATIONS	150,000 220,000
Total			▶ 3a	370,000
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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	18,159	
4 Dividends and interest from securities				14	5,908	
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						
8 Gain or (loss) from sales of assets other than inventory				14	-2,960	
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		21,107	0
13 Total. Add line 12, columns (b), (d), and (e)					13	21,107

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

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

[illegible]

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
 - a** Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1)** Cash
 - (2)** Other assets
 - b** Other transactions:
 - (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of officer or trustee

8/28/14
Date

CHAIRMAN
Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☒ if self-employed

THOMAS J. BECK, CPA

Preparer's signature

Thomas J. Peck

Date
8/5/14

Firm's name ▶ **WILLIAM S. WETTERER & CO., PSC**

PTIN P01067362

Firm's address ► 3042 BRECKENRIDGE LN
LOUISVILLE, KY 40220-2102

Firm's EIN ▶ **61-1036216**

Phone no **502-491-5550**

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

THE HARSHAW FAMILY FOUNDATION

27-4251521

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE HARSHAW FAMILY FOUNDATION

Employer identification number

27-4251521

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM F. HARSHAW 6104 REGAL SPRINGS DRIVE LOUISVILLE KY 40205	\$ 1,500,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

THE HARSHAW FAMILY FOUNDATION

EIN: 27-4251521

ATTACHMENT TO NET GAIN OR LOSS FROM SALE OF ASSETS

10/31/2013

<u>SYMBOL</u>	<u>SHARES</u>	<u>PURCHASE DATE</u>	<u>COST</u>	<u>SALES DATE</u>	<u>SALES AMOUNT</u>	<u>GAINS/LOSSES</u>
ACWL	106.016	6/3/2013	5,522.92	6/6/2013	5,422.47	(100.45)
ACWL	57.931	6/3/2013	3,017.92	6/13/2013	2,974.15	(43.77)
ACWL	61.966	6/3/2013	3,228.14	6/20/2013	3,116.29	(111.85)
ACWL	108.116	6/3/2013	5,632.29	6/21/2013	5,360.45	(271.84)
ACWL	0.989	6/3/2013	51.51	7/15/2013	51.59	0.08
ACWL	71.439	6/3/2013	3,721.61	8/19/2013	3,736.71	15.10
ACWL	60.264	6/3/2013	3,139.46	9/25/2013	3,272.37	132.91
AGG	44.120	6/3/2013	4,807.09	6/6/2013	4,793.21	(13.88)
AGG	24.179	6/3/2013	2,634.43	6/13/2013	2,620.24	(14.19)
AGG	26.215	6/3/2013	2,856.27	6/20/2013	2,811.32	(44.95)
AGG	45.627	6/3/2013	4,971.30	6/21/2013	4,870.69	(100.61)
AGG	156.801	6/3/2013	17,084.34	6/28/2013	16,762.08	(322.26)
AGG	27.808	6/18/2013	3,021.02	6/28/2013	2,972.64	(48.38)
DBC	175.626	6/3/2013	4,607.56	6/6/2013	4,604.86	(2.70)
DBC	95.114	6/3/2013	2,495.31	6/13/2013	2,471.01	(24.30)
DBC	104.107	6/3/2013	2,731.25	6/20/2013	2,682.68	(48.57)
DBC	181.876	6/3/2013	4,771.51	6/21/2013	4,617.39	(154.12)
DBC	124.606	6/3/2013	3,269.03	8/19/2013	3,298.43	29.40
DBC	106.304	6/3/2013	2,788.89	8/19/2013	2,746.40	(42.49)
DBV	193.167	6/3/2013	5,162.40	6/6/2013	5,051.24	(111.16)
DBV	103.849	6/3/2013	2,775.37	6/13/2013	2,665.75	(109.62)
DBV	115.805	6/3/2013	3,094.90	6/20/2013	2,907.90	(187.00)
DBV	192.742	6/3/2013	5,151.04	6/21/2013	4,826.26	(324.78)
DBV	3.404	6/3/2013	90.96	7/15/2013	86.78	(4.18)
DBV	129.325	6/3/2013	3,456.21	8/19/2013	3,295.20	(161.01)
DBV	111.928	6/3/2013	2,991.28	9/25/2013	2,866.71	(124.57)
ELD	50.346	6/3/2013	2,517.75	6/6/2013	2,497.65	(20.10)
ELD	28.293	6/3/2013	1,414.89	6/13/2013	1,388.04	(26.85)
ELD	27.981	6/3/2013	1,399.28	6/20/2013	1,313.70	(85.58)
ELD	52.661	6/3/2013	2,633.51	6/21/2013	2,467.70	(165.81)
ELD	0.787	6/3/2013	39.33	7/15/2013	37.62	(1.71)
ELD	31.351	6/3/2013	1,567.84	8/19/2013	1,459.10	(108.74)
ELD	28.374	6/3/2013	1,418.93	9/25/2013	1,349.48	(69.45)
EMB	22.424	6/3/2013	2,549.36	6/6/2013	2,537.88	(11.48)
EMB	11.535	6/3/2013	1,311.40	6/13/2013	1,294.26	(17.14)
EMB	12.762	6/3/2013	1,450.87	6/20/2013	1,363.79	(87.08)
EMB	22.014	6/3/2013	2,502.72	6/21/2013	2,331.94	(170.78)
EMB	13.758	6/3/2013	1,564.06	8/19/2013	1,471.19	(92.87)
EMB	12.564	6/3/2013	1,428.37	9/25/2013	1,379.60	(48.77)
GVI	0.479	6/28/2013	52.57	7/12/2013	52.60	0.03
GVI	29.080	6/28/2013	3,192.07	8/19/2013	3,171.42	(20.65)
GVI	24.811	6/28/2013	2,723.48	9/25/2013	2,725.97	2.49
HYS	17.300	6/28/2013	1,779.35	8/19/2013	1,795.11	15.76
HYS	14.989	6/28/2013	1,541.62	9/25/2013	1,579.09	37.47
JNK	126.232	6/3/2013	5,079.02	6/6/2013	5,050.84	(28.18)
JNK	70.941	6/3/2013	2,854.36	6/13/2013	2,843.34	(11.02)
JNK	74.871	6/3/2013	3,012.48	6/20/2013	2,965.64	(46.84)
JNK	131.500	6/3/2013	5,290.99	6/21/2013	5,156.14	(134.85)
JNK	235.115	6/3/2013	9,460.00	6/28/2013	9,256.05	(203.95)
JNK	40.741	6/3/2013	1,639.23	8/19/2013	1,604.38	(34.85)
JNK	35.682	6/3/2013	1,435.70	9/25/2013	1,427.65	(8.05)
MINT	24.628	6/3/2013	2,500.33	6/18/2013	2,498.97	(1.36)

THE HARSHAW FAMILY FOUNDATION

EIN: 27-4251521

ATTACHMENT TO NET GAIN OR LOSS FROM SALE OF ASSETS

10/31/2013

<u>SYMBOL</u>	<u>SHARES</u>	<u>PURCHASE DATE</u>	<u>COST</u>	<u>SALES DATE</u>	<u>SALES AMOUNT</u>	<u>GAINS/LOSSES</u>
MINT	21.898	6/3/2013	2,223.25	6/21/2013	2,218.31	(4.94)
MINT	2.768	6/3/2013	280.75	7/8/2013	280.23	(0.52)
MINT	0.000	6/3/2013	0.01	7/9/2013	0.01	(0.00)
MINT	1.976	6/3/2013	200.57	7/12/2013	200.22	(0.35)
MINT	0.003	6/3/2013	0.32	7/15/2013	0.32	0.00
MINT	3.616	6/3/2013	367.13	7/15/2013	366.50	(0.63)
MINT	0.380	6/3/2013	38.56	8/9/2013	38.50	(0.06)
MINT	0.000	6/3/2013	0.02	8/12/2013	0.02	0.00
MINT	2.793	6/3/2013	283.28	9/9/2013	282.75	(0.53)
MINT	31.628	6/3/2013	3,211.02	9/19/2013	3,204.85	(6.17)
MINT	30.047	6/3/2013	3,050.58	10/17/2013	3,047.16	(3.42)
SHY	2.095	6/3/2013	176.80	6/7/2013	176.75	(0.05)
SHY	122.315	6/3/2013	10,322.90	6/18/2013	10,323.40	0.50
SHY	97.657	6/3/2013	8,241.86	6/18/2013	8,242.26	0.40
SHY	122.315	6/18/2013	10,322.90	6/20/2013	10,311.58	(11.32)
SHY	107.336	6/6/2013	9,058.10	6/28/2013	9,044.14	(13.96)
SHY	132.005	6/20/2013	11,140.64	6/28/2013	11,122.70	(17.94)
SHY	188.175	6/6/2013	15,880.06	7/12/2013	15,868.53	(11.53)
SHY	54.908	6/13/2013	4,631.51	7/12/2013	4,630.34	(1.17)
SHY	35.218	6/13/2013	2,970.63	7/15/2013	2,968.82	(1.81)
SHY	110.987	6/13/2013	9,361.72	9/19/2013	9,365.05	3.33
SHY	211.176	6/20/2013	17,803.25	9/19/2013	17,819.07	15.82
SHY	117.399	6/21/2013	9,890.85	9/19/2013	9,906.12	15.27
SHY	212.990	6/21/2013	17,944.45	10/17/2013	17,980.94	36.49
VNQ	71.417	6/3/2013	5,094.55	6/6/2013	4,956.34	(138.21)
VNQ	41.003	6/3/2013	2,924.95	6/13/2013	2,824.33	(100.62)
VNQ	45.327	6/3/2013	3,233.42	6/20/2013	3,026.99	(206.43)
VNQ	77.077	6/3/2013	5,498.26	6/21/2013	5,056.30	(441.96)
VNQ	0.899	6/3/2013	64.00	7/15/2013	64.20	0.20
VNQ	51.758	6/3/2013	3,682.41	8/19/2013	3,316.98	(365.43)
VNQ	40.702	6/3/2013	2,888.22	9/25/2013	2,723.00	(165.22)
TOTAL			326,220.46		321,270.68	(4,949.78)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ATTORNEY	\$ 600	\$	\$	\$ 600
TOTAL	\$ 600	\$ 0	\$ 0	\$ 600

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTANT	\$ 1,625	\$	\$	\$ 1,625
TOTAL	\$ 1,625	\$ 0	\$ 0	\$ 1,625

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 3,034	\$ 3,034	\$	\$
TOTAL	\$ 3,034	\$ 3,034	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES & LICENSE	\$ 15	\$	\$	\$ 15
EXCISE TAX BASED ON INVESTMENT I	354	354		
TOTAL	\$ 369	\$ 354	\$ 0	\$ 15

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ADVERTISING AND PROMOTION	219			219
TOTAL	\$ 219	\$ 0	\$ 0	\$ 219

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
150,000					11/12/12
220,000					10/30/13

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CNL CORPORATE CAPITAL TRUST	\$	\$ 102,874		\$ 102,874
CNL HEALTHCARE TRUST		201,780		201,780
CURIAN CLEARING		289,102		289,102
POWERSHARES DB G10		28,750		28,750
POWERSHARES DB COMMODITY INDEX		27,500		27,500
SEI PRIVATE TRUST		350,623		350,623
TOTAL	\$ 0	\$ 1,000,629		\$ 1,000,629

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
UNREALIZED GAIN/LOSS	\$ 747	\$ 747
TOTAL	\$ 0	\$ 747

Federal Statements

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name

WILLIAM F, HARSHAW

Address

6104 REGAL SPRINGS DRIVE

City, State, Zip

LOUISVILLE KY 40205

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
W. FRANK HARSHAW	\$ <u>1,500,000</u>
TOTAL	\$ <u><u>1,500,000</u></u>