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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation CAPRICORN FOUNDATION CHARITABLE TRUST C/O ALLEN STEINBOCK		A Employer identification number 31-1096396
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 17183	Room/suite	B Telephone number 502-637-1451
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40217		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) \$ 2,502,136. (Part I, column (d) must be on cash basis)	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))		(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				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	3.	3.	3.	STATEMENT 1
4	Dividends and interest from securities	36,675.	36,675.	36,675.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	231,738.			
b	Gross sales price for all assets on line 6a	1,378,337.			
7	Capital gain net income (from Part IV, line 2)		231,738.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	268,416.	268,416.	36,678.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	3,682.	3,682.	0.	0.
c	Other professional fees STMT 4	23,728.	16,610.	7,118.	0.
17	Interest	2.	2.	0.	0.
18	Taxes STMT 5	8,600.	1,056.	452.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	212.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	36,224.	21,350.	7,570.	0.
25	Contributions, gifts, grants paid	101,100.			101,100.
26	Total expenses and disbursements. Add lines 24 and 25	137,324.	21,350.	7,570.	101,100.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	131,092.			
b	Net investment income (if negative, enter -0-)		247,066.		
c	Adjusted net income (if negative, enter -0-)			29,108.	

614
14

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	10,039.	72,982.	72,982.
	2 Savings and temporary cash investments	19,815.	42,477.	42,477.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	1,312,906.	1,358,393.	2,386,677.
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 1)		1,342,760.	1,473,852.	2,502,136.
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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	943,689.	943,689.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	399,071.	530,163.	
30 Total net assets or fund balances		1,342,760.	1,473,852.	
31 Total liabilities and net assets/fund balances		1,342,760.	1,473,852.	

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	1,342,760.
2 Enter amount from Part I, line 27a	2	131,092.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,473,852.
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	1,473,852.

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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 SEE ATTACHED	P	VARIOUS	VARIOUS
b SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 869,584.		821,969.	47,615.
b 490,245.		324,630.	165,615.
c 18,508.			18,508.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			47,615.
b			165,615.
c			18,508.
d			
e			

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	231,738.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	47,615.
If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			

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))
2012	67,600.	1,550,485.	.043599
2011	78,100.	1,565,872.	.049876
2010	79,500.	1,647,262.	.048262
2009	112,740.	1,329,390.	.084806
2008	139,692.	1,629,524.	.085726

2 Total of line 1, column (d)	2	.312269
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	.062454
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,807,011.
5 Multiply line 4 by line 3	5	112,855.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,471.
7 Add lines 5 and 6	7	115,326.
8 Enter qualifying distributions from Part XII, line 4	8	101,100.

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.

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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 type="checkbox"/> and enter 1% of Part I, line 27b		1	4,941.
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	4,941.
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	4,941.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,810.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,810.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	14.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,145.	
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
1b 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.		X
1c 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b 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		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 ► ALLEN F. STEINBOCK, TRUSTEE Telephone no. ► 502-584-9793 Located at ► 943 SOUTH FIRST STREET, LOUISVILLE, KY ZIP+4 ► 40203			
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 N/A			
16	At any time during calendar year 2013, 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	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► N/A		
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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2013 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 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2013?	4b	X

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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)? ☐ 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)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐ **N/A**

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? ☐ Yes ☒ No **N/A**

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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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 **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A**

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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	1,761,871.
b Average of monthly cash balances	1b	72,658.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,834,529.
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	1,834,529.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,518.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,807,011.
6 Minimum investment return. Enter 5% of line 5	6	90,351.

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	90,351.
2a Tax on investment income for 2013 from Part VI, line 5	2a	4,941.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,941.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	85,410.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	85,410.
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	85,410.

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	101,100.
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	101,100.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	101,100.

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.

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CAPRICORN FOUNDATION CHARITABLE TRUST
C/O ALLEN STEINBOCK

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				85,410.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	58,762.			
b From 2009	46,790.			
c From 2010				
d From 2011	121.			
e From 2012				
f Total of lines 3a through e	105,673.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	101,100.			
a Applied to 2012, 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 2013 distributable amount				85,410.
e Remaining amount distributed out of corpus	15,690.			
5 Excess distributions carryover applied to 2013 (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:	121,363.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	58,762.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	62,601.			
10 Analysis of line 9:				
a Excess from 2009	46,790.			
b Excess from 2010				
c Excess from 2011	121.			
d Excess from 2012				
e Excess from 2013	15,690.			

Form 990-PF (2013)

CAPRICORN FOUNDATION CHARITABLE TRUST

Form 990-PF (2013)

C/O ALLEN STEINBOCK

31-1096396 Page 11

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 SEE ATTACHED SCHEDULE OF CONTRIBUTIONS FOR THE 12 MONTHS ENDED 12/31/12.		501(C)(3)		101,100.
ALL RECIPIENTS ARE 501(C)(3) ORGANIZATIONS				
Total			▶ 3a	101,100.
b Approved for future payment NONE				
Total			▶ 3b	0.

	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

2013.03030 CAPRICORN FOUNDATION CHARIT 01070__1

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
THRU INVESTMENT ACCOUNTS	3.	3.	3.
TOTAL TO PART I, LINE 3	3.	3.	3.

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
NEW PERSPECTIVE FUND	22,085.	18,508.	3,577.	3,577.	3,577.
THRU FIDELITY	32,217.	0.	32,217.	32,217.	32,217.
THRU SCHWAB	881.	0.	881.	881.	881.
TO PART I, LINE 4	55,183.	18,508.	36,675.	36,675.	36,675.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,682.	3,682.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,682.	3,682.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	23,728.	16,610.	7,118.	0.
TO FORM 990-PF, PG 1, LN 16C	23,728.	16,610.	7,118.	0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,508.	1,056.	452.	0.
TAX LIABILITY PAYMENT	3,282.	0.	0.	0.
ESTIMATED TAX PAYMENTS	3,810.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	8,600.	1,056.	452.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	67.	0.	0.	0.
DUES/MEMBERSHIPS	145.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	212.	0.	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULED	COST	1,358,393.	2,386,677.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,358,393.	2,386,677.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLEN F. STEINBOCK 1700 CHEROKEE ROAD LOUISVILLE, KY 40205	TRUSTEE 0.00	0.	0.	0.
DAVID J. STEINBOCK 2332 BROOKSIDE DRIVE LOUISVILLE, KY 40205	TRUSTEE 0.00	0.	0.	0.
ANNE STEINBOCK 5801 S. WATTERSON TRAIL LOUISVILLE, KY 40291	TRUSTEE 0.00	0.	0.	0.
STUART STEINBOCK 2311 RALIEGH COURT LOUISVILLE, KY 40206	TRUSTEE 0.00	0.	0.	0.
GROVER POTTS 500 W. JEFFERSON ST, STE 2800 LOUISVILLE, KY 40202	TRUSTEE 0.00	0.	0.	0.
R. TED STEINBOCK, MD 3311 ZORN PLACE, #5 LOUISVILLE, KY 40206	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARGARET H. ANDERSON, CPA C/O ANDERSON, BRYANT, LASKY & WINSLOW, PSC
943 SOUTH FIRST STREET
LOUISVILLE, KY 40203

TELEPHONE NUMBER

502-584-9793

EMAIL ADDRESS

MANDERSON@ABLW-CPAS.COM

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FEIN: 31-1096396

Capricorn Foundation Charitable Trust
Schedule of Charitable Disbursements

Cash Basis

For the Quarter Ended December 31, 2013

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	12 Months Ended Dec. 31, 2013
CHRISTIAN EDUCATIONAL CONSORTIUM	\$ 0.00	\$ 0.00	\$ 0.00	\$ 1,000.00	\$ 1,000.00
DTA FOUNDATION	0.00	3,000.00	0.00	0.00	3,000.00
FAMILY PLACE	0.00	0.00	0.00	1,000.00	1,000.00
FILSON CLUB HISTORICAL SOCTY	0.00	0.00	0.00	2,000.00	2,000.00
FUND FOR THE ARTS	0.00	0.00	0.00	200.00	200.00
HOLY SPIRIT CHURCH	0.00	0.00	0.00	500.00	500.00
HOLY TRINITY CHURCH	0.00	0.00	0.00	500.00	500.00
IU-PUI SCHOOL OF DENTISTRY	0.00	0.00	0.00	2,000.00	2,000.00
JUNIOR ACHIEVEMENT	0.00	3,000.00	0.00	0.00	3,000.00
LIBRARY FOUNDATION	0.00	0.00	0.00	5,000.00	5,000.00
LINCOLN HERITAGE COUNCIL BSA	0.00	0.00	0.00	2,000.00	2,000.00
METRO UNITED WAY	0.00	0.00	0.00	14,000.00	14,000.00
NATURE CONSERVANCY	0.00	0.00	0.00	400.00	400.00
NEW DIRECTION HOUSING CORP	0.00	0.00	0.00	10,000.00	10,000.00
ORAL HEALTH AMERICA	0.00	0.00	0.00	2,000.00	2,000.00
OREGON HEALTH & SCIENCE	1,000.00	0.00	0.00	0.00	1,000.00
PARKLAND OF FLOYDS FORK	0.00	0.00	0.00	10,000.00	10,000.00
PLANNED PARENTHOOD OF LOUISVILLE	0.00	0.00	1,000.00	0.00	1,000.00
SPEED ART MUSEUM	0.00	0.00	0.00	25,000.00	25,000.00
ST. FRANCIS OF ASSISI CHURCH	0.00	0.00	0.00	500.00	500.00
ST. XAVIER HIGH SCHOOL	0.00	0.00	0.00	4,000.00	4,000.00
THE LOUISVILLE TREE FUND	0.00	0.00	0.00	2,000.00	2,000.00
U of L SCHOOL OF DENTISTRY	0.00	0.00	0.00	8,000.00	8,000.00
UNITED WAY OF LARIMER COUNTY	0.00	0.00	0.00	2,000.00	2,000.00
WEST LOUISVILLE TALENT EDUCATION FUND	0.00	0.00	0.00	1,000.00	1,000.00
TOTAL CHARITABLE DISBURSEMENTS	\$ 1,000.00	\$ 6,000.00	\$ 1,000.00	\$ 93,100.00	\$ 101,100.00

See Accountant's Compilation Report

Capricorn Foundation Charitable Trust
Statement of Assets, Liabilities and Net Assets -
Cash Basis
December 31, 2013

ASSETS

CASH	
CASH	\$ 115,460.65
INVESTMENTS, at cost	
NEW PERSPECTIVE FUND	245,203.79
APPLE COMPUTER INC.	3,694.45
DOW CHEMICAL CO	91,310.14
CRESUD SACIF YA SP ADR	4,943.40
ROGERS COMMUNICATIONS	9,190.38
VERISIGN, INC	114,777.03
REVLON INC	61,351.23
HARTFORD FINANCIAL SERVICES	48,936.59
PPL CORPORATION	2,976.97
HELIOS ADVANTAGE INCOME FD INC COM	17,067.21
HELIOS HIGH INCOME FD INC COM	20,942.80
HUNTSMAN CORP	29,577.80
GOODYEAR TIRE & RUBBER CO	12,613.75
WALGREEN COMPANY	5,160.15
T J X COS INC	3,790.95
DRYSHIPS INC.	193,465.00
KINDRED HEALTHCARE	55,444.10
NAVIOS MARITIME	52,812.95
MCKESSON CORP	4,623.45
ABBVIE, INC.	1,095.11
INT'L BUSINESS MACHINES	2,888.70
DIANA SHIPPING INC	52,742.22
CLIFFS NAT RES INC	110,175.83
POTASH CORP	90,193.98
GILEAD SCIENCES INC	6,292.10
ARMOUR RESIDENTIAL	40,239.34
GENCO SHIPPING & TRADING	19,699.90
HEATLH NET INC	57,183.54
TOTAL INVESTMENTS	<u>1,358,392.86</u>
TOTAL ASSETS	<u><u>\$ 1,473,853.51</u></u>

LIABILITIES AND NET ASSETS**LIABILITIES****NET ASSETS**

UNRESTRICTED NET ASSETS	1,473,853.51
TOTAL NET ASSETS	<u>1,473,853.51</u>
TOTAL LIABILITIES & NET ASSETS	<u><u>\$ 1,473,853.51</u></u>

See Accountant's Compilation Report

990-PF Page 3 Part IV
FEIN: 31-1096396
Capricorn Foundation
FEIN: 31-1096396
Schedule of Gain/Loss From Sale
2013

Trade Date	Purchase Date	Company/Shrs	Term	Proceeds	Basis	Gain (Loss)	Brokerage
1/4/2013	4/30/2009	50 Shrs Abbott Laboratories	L	3,232.98	2,104.98	1,128.00	Schwab
1/10/2013	10/23/2012	1,000 Shrs Teva	S	38,093.24	41,337.95	(3,244.71)	Fidelity
1/15/2013	3/7/2007	400 Shrs Nokia Corp Spon Adr F	L	1,732.01	8,499.95	(6,767.94)	Schwab
1/15/2013	12/24/2012	5,000 Shrs Gentiva Health SVCS	S	51,052.85	50,100.80	952.05	Fidelity
1/29/2013	12/17/12	5,000 Dell Inc	S	65,194.13	51,258.85	13,935.28	Fidelity
1/30/2013	12/14/2012	5,000 Shrs Skilled Healthcare Group	S	25,311.98	33,096.15	(7,784.17)	Fidelity
2/1/2013	Various	1,000 Shrs Versign Inc	L	42,568.54	30,699.30	11,869.24	Fidelity
2/11/2013	12/9/2009	70 Shrs Transocean Inc New	L	3,914.67	5,864.25	(1,949.58)	Schwab
2/22/2013	Various	5,000 Shrs Mentor Inc	L	23,387.07	26,060.20	(2,673.13)	Fidelity
3/7/2013	Various	7,000 Shrs Mentor Inc	S	29,373.30	36,854.99	(7,481.69)	Fidelity
3/11/2013	Various	2,000 shrs Valero Energy Corp	S	95,902.59	48,519.70	47,382.89	Fidelity
3/26/2013	Various	3,000 shrs Goodyear Tire	L	39,491.20	38,880.78	610.42	Fidelity
4/15/2013	Various	10,000 Shs Sypris Solutions	S	35,987.79	40,143.56	(4,155.77)	Fidelity
4/24/2013	Various	40 Shs Ameriprise Fin'l Grp	L	2,856.39	761.99	2,094.40	Schwab
4/25/2013	Various	20,000 Shs Excel Marmite	S	8,294.41	18,436.60	(10,142.19)	Fidelity
4/25/2013	Various	4,000 Shs Amedisys	S	40,721.08	48,080.32	(7,359.24)	Fidelity
5/23/2013	Various	3,000 Shs Amedisys	S	33,056.64	34,602.12	(1,545.48)	Fidelity
6/7/2013	Various	50 Shs Abbott Laboratories	L	1,851.02	1,009.86	841.16	Schwab
6/12/2013	Various	70 Shs Amer Int'l Grp	S	3,138.47	2,602.95	535.52	Schwab
6/12/2013	Various	35 Shs Ameriprise Fin'l Grp	L	2,864.00	666.74	2,197.26	Schwab
6/12/2013	Various	80 Shs Conoco Phillips	L	4,963.96	3,368.00	1,595.96	Schwab
6/12/2013	Various	800 Shs Flextronics	L	6,235.94	9,115.95	(2,880.01)	Schwab
6/12/2013	Various	40 Shs Phillips 66	L	2,621.64	1,000.92	1,620.72	Schwab
6/18/2013	Various	70,000 Shs Excel Marmite	S	6,267.80	43,477.70	(37,209.90)	Fidelity
6/18/2013	Various	25 Shs Morgan Stanley Asia Pac	L	428.30	256.32	171.98	Schwab
7/3/2013	Various	2,000 Shs Amedisys Inc	S	23,277.01	23,442.00	(164.99)	Fidelity
7/8/2013	Various	3,000 Shs Helios Strategic	L	18,585.81	12,530.24	6,055.57	Fidelity
7/16/2013	Various	5,202 Shs Helios Mult-Sector	L	29,366.33	18,821.74	10,544.59	Fidelity
7/16/2013	Various	5,000 Shs Sypris Solutions	S	16,022.52	17,932.55	(1,910.03)	Fidelity
7/26/2013	Various	3,000 Shs Amedisys Inc	S	34,290.69	37,873.98	(3,583.29)	Fidelity
7/26/2013	Various	5,000 Shs Sypris Solutions	S	16,225.21	17,932.55	(1,707.34)	Fidelity
8/19/2013	Various	3,000 Shs Mertor Inc	L	39,307.26	23,342.24	15,965.02	Fidelity
8/30/2013	Various	5,000 Shs Navios Maritime	S	32,081.69	19,187.25	12,894.44	Fidelity
9/10/2013	Various	3,000 Shs Hartford Finl Service	S	92,197.45	57,756.87	34,440.58	Fidelity
9/10/2013	Various	4,228 Shs Helios Strategic	L	24,871.19	23,146.98	1,724.21	Fidelity
10/7/2013	Various	1000 Shs Hartford Finl Services	L	31,047.85	19,252.29	11,795.56	Fidelity
10/22/2013	Various	10,000 Shs Frontline LTD	S	22,438.80	28,861.40	(6,422.60)	Fidelity
11/20/2013	Various	2,000 Shs Amedisys Inc	S	28,031.57	24,060.78	3,970.79	Fidelity
11/20/2013	Various	1,000 Shs Goodyear Tire & Rubber Co	L	21,228.28	12,613.75	8,614.53	Fidelity
11/25/2013	Various	15,000 Shs Armour Residential	S	59,888.40	61,102.99	(1,214.59)	Fidelity
11/25/2013	Various	5,000 Shs Mentor Inc	L	35,266.08	22,886.45	12,379.63	Fidelity
12/3/2013	Various	1,000 Shs Cliffs National Reserve	S	25,309.65	17,309.39	8,000.26	Fidelity
12/5/2013	Various	1,000 Shs Potash Corp of Saskatchewan	S	31,573.35	30,064.66	1,508.69	Fidelity
12/10/2013	Various	3,000 Shs Diana Shipping Inc	S	35,014.16	30,258.00	4,756.16	Fidelity
12/12/2013	Various	375 Shs Morgan Stanley Asia Pacific	L	6,384.94	3,844.83	2,540.11	Schwab
12/26/2013	Various	1,000 Shs Zions Bancorp	L	29,238.74	12,313.00	16,925.74	Fidelity
12/27/2013	Various	2,000 Shs Navios Maritime	S	20,839.67	7,674.90	13,164.77	Fidelity
12/27/2013	Various	2,000 Shs Zions Bancorp	L	58,800.97	24,626.00	34,174.97	Fidelity
12/18/2013	Various	New Perspective - LT Cap Gain Dist.	L	18,508.06	-	18,508.06	Wells Fargo
12/18/2013	Various	1,554 962 Shs New Perspective FD A	L	60,000.00	22,963.05	37,036.95	Wells Fargo

1,378,337.68	1,146,598.82	231,738.86
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Short Term

869,584.45	821,969.01	47,615.44
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Long Term

508,753.23	324,629.81	184,123.42
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Net Gain/(Loss)

1,378,337.68	1,146,598.82	231,738.86
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Fidelity Totals

1,259,605.30	1,084,589.03	175,016.27
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Schwab Totals

40,224.32	39,096.74	1,127.58
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Wells Fargo

78,508.06	22,963.05	55,545.01
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1,378,337.68	1,146,598.82	231,738.86
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The Capricorn Foundation Charitable Trust was established in 1983 for the purpose of assisting charitable organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

We welcome requests for funding from not-for-profit organizations, particularly those supporting child development, education and the arts. Organizations should complete this request to the best of their ability. Please use the enclosed form to allow the trustees to evaluate your request.

The limited resources of the Foundation make it impossible to fund all deserving applications. Funding decisions are made on a regular basis by the trustees of the Foundation. You can expect a reply within 6 to 8 weeks.

CAPRICORN FOUNDATION CHARITABLE TRUST

REQUEST FOR FUNDS

Short Form

Complete the following: (Print or Type)

Name of organization _____

Contact person _____

Address of organization _____

Phone number _____

Submission date _____

Federal ID # _____

501(c)(3) organization _____ Yes _____ No Exempt number _____

Purpose of organization _____

Amount requested _____ Total drive _____

Purpose of request _____

Submitted by: _____ Date: _____

For office use only:

Date received: _____

Approval granted: _____ yes _____ no

Amount approved: _____

By (trustee): _____

Date: _____