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Form **990-PF**

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

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation The Carl Family Foundation Inc		A Employer identification number 45-4471675						
Number and street (or P.O. box number if mail is not delivered to street address) PO Box 910608		B Telephone number (see instructions)						
City or town, state or province, country, and ZIP or foreign postal code Lexington, KY 40591		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
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) \$ 869,000 (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	20,442	7,992		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	31,694			
b	Gross sales price for all assets on line 6a	213,196			
7	Capital gain net income (from Part IV, line 2)		31,694		
8	Net short-term capital gain			10,853	
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	52,136	39,686	10,853	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	7,682	7,682		7,682
17	Interest				
18	Taxes (attach schedule) (see instructions)	482	29		482
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	183	183		183
24	Total operating and administrative expenses. Add lines 13 through 23	8,347	7,894		8,347
25	Contributions, gifts, grants paid	106,000			106,000
26	Total expenses and disbursements. Add lines 24 and 25	114,347	7,894		114,347
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(62,211)			
b	Net investment income (if negative, enter -0-)		31,792		
c	Adjusted net income (if negative, enter -0-)			10,853	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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SCANNED JUN 15 2015
Operating and Administrative Expenses

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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	8,355	8,500	8,500
	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 (attach schedule)			
	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 (attach schedule)	435,340	435,340	425,500
	b Investments - corporate stock (attach schedule)	461,768	399,412	435,000
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	905,463	843,252	869,000
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	905,463	843,252	
	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)	905,463	843,252	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	905,463	843,252	

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	905,463
2 Enter amount from Part I, line 27a	2	(62,211)
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	843,252
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	843,252

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 (yr., mo., day)	(d) Date sold (yr., mo., day)
1a See STM-134				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 213,196		181,502	31,694	
b				
c				
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			31,694	
b				
c				
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	31,694
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	10,853

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			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4			8

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	636
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	636
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	636
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		
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		636
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
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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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)		
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

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 <u>N/A</u>	13	X	
14	The books are in care of <u>Central Bank and Trust Company</u> Telephone no. <u>859-253-6013</u> Located at <u>PO Box 1360, Lexington, KY</u> ZIP+4 <u>40588-1360</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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.)	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. <u></u>		
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.)	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	

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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

5b

6b

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
MOLLY K THOMAS PO Box 910608, Lexington, KY 40591	PRESIDENT 2	0	0	0
JENNIFER S HOWARD PO Box 910608, Lexington, KY 40591	VICE PRESIDENT 2	0	0	0
ELIZABETH B STRONG PO Box 910608, Lexington, KY 40591	SECRETARY 2	0	0	0
SARAH C MONELL PO Box 910608, Lexington, KY 40591	TREASURER 2	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	
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	
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	850,000
b	Average of monthly cash balances	1b	8,500
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	858,500
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	858,500
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,878
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	845,622
6	Minimum investment return. Enter 5% of line 5	6	42,281

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	42,281
2a	Tax on investment income for 2013 from Part VI, line 5	2a	636
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	636
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,645
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	41,645
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	41,645

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	114,347
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	114,347
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	114,347

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				41,645
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	75,181			
f Total of lines 3a through e	75,181			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 114,347				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	88,183			
d Applied to 2013 distributable amount				26,164
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	15,481			15,481
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	147,883			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	147,883			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	59,700			
e Excess from 2013	88,183			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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).)

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.

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Foster Care Council 1018 Crimson Creek Lexington, KY 40509	None	PC	Funding for needed services for foster	5,000
BG Community Foundation 499 East High St Suite 112 Lexington, KY 40507	None	PC	Funding to enable further char comm based giving	1,900
Living Arts & Science Center 362 N Martin Luther King Blvd Lexington, KY 40508	None	PC	Funding to provide unique education opport	800
Mission Lexington 150 East High Street Lexington, KY 40507	None	PC	Funding for free medical & dental clinics	5,000
Half the Sky 715 Hearst Ave Suite 200 Berkeley, CA 94710	None	PC	Support of orphaned children in China	1,500
ASCPA PO Box 96929 Washington, DC 20077-7127	None	PC	Funding in support of prevention of	200
Buckhorn Children & Family Services 116 Buckhorn Lane Buckhorn, KY 41721	None	PC	Support for care and treatment of troubled youth	5,000
Lexington Rescue Mission PO Box 1050 Lexington, KY 40588-1050	None	PC	Support of ministry to hurting people in	1,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
BG Farm Charities 340 Legion Drive No 20 Lexington, KY 40504	None	PC	Provision of support for thoroughbred ind	7,500
Old Friends 1841 Paynes Depot Road Georgetown, KY 40324	None	PC	Support for retired thoroughbred	1,000
Nursing Home Ombudsman Agency 1530 Nicholasville Road Lexington, KY 40503	None	PC	Provision to improve quality of care in KY LT	100
Elephant Sanctuary PO Box 393 Hohenwald, TN 38462	None	PC	Support of natural habitat refuge for	2,000
African Sky PO Box 203 Munroe Falls, OH 44262	None	PC	Funding to lessen extreme poverty in Mali	3,000
2nd Presbyterian Church-Camp PO Box 23580 Lexington, KY 40523	None	PC	Funding for Appalachian camp for spiritual	3,000
Honduras Dental Mission 460 E Main Street Lexington, KY 40507	None	PC	Funding for dental care of poor in Honduras	3,000
Barktown Rescue PO Box 1273 Bardstown, KY 40004	None	PC	Support of pet adoption services in Bardstown KY	2,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
Cincinnati Lab Rescue PO Box 30561 Cincinnati, OH 45230	None	PC	Support for Labrador Retrievers	2,000
KY Equine Humane Center PO Box 910124 Lexington, KY 40591	None	PC	Support of unwanted equine adoption shelter	2,000
World Vision PO Box 70102 Tacoma, WA 98481-0102	None	PC	Support emergency aid to families in disaster area	5,000
Central KY Riding for Hope PO Box 13155 Lexington, KY 40511	None	PC	Funding therapy of special needs thru equine	5,000
New Opportunities for Women 204 Chestnut St Berea, KY 40403	None	PC	Empower Appalachian women self improvement	2,500
Camp Nelson 6614 Danville Pike Nicholasville, KY 40356	None	PC	Support of designated National Historic	5,000
Scleroderma Foundation 300 Rosewood Suite 105 Danvers, MA 01923	None	PC	Support for families coping with scleroderma	2,500
International Book Project Van Meter Bldg 1440 Delaware Ave Lexington, KY 40505	None	PC	Promote education and literacy	2,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
Hospice of the Bluegrass 2312 Alexandria Drive Lexington, KY 40504	None	PC	Provide support for end of life care locally	2,500
Nutrition Facts 700 Professional Dr Gaithersburg, MD 20879	None	PC	Education support for consise nutrition info	2,000
Morris Animal Foundation 10200 E Girard Ave Suite B430 Denver, CO 80231	None	PC	Funding advance in vet care for companion animals	2,500
UK Arboretum 500 Alumni Drive Lexington, KY 40503	None	PC	Support university owned arbor	2,000
Ashland Henry Clay Estate 120 Sycamore Road Lexington, KY 40502	None	PC	Support for National Historic Landmark	2,000
Amazon Promise Box 1304 Newburyport, MA 01950	None	PC	Support medical needs of Amazon Basin population	2,000
God's Pantry 1685 Jaggy Fox Way Lexington, KY 40511	None	PC	Funding local community food	5,000
The Nature Conservancy 642 W Main Street Lexington, KY 40508	None	PC	Support conervation of natural lands and	5,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
The Nest 530 N Limestone Lexington, KY 40508	None	PC	Provide free counseling for families in	2,000
The Conservation Fund 1655 North Fort Myer Dr Suite 1300 Arlington, VA 22209	None	PC	Support development that protects the	2,000
Fisher Center 199 Water St 23rd Floor New York, NY 10038	None	PC	Support for cure of Alzheimer's disease	2,000
Arthritis National Research Foundat 200 Oceangate Suite 830 Long Beach, CA 90802	None	PC	Funding for cure of Arthritis	3,000
Shriners Hospital for Children 1900 Richmond Rd Lexington, KY 40502-1204	None	PC	Support of children's hospital for	3,000
Children's Health Fund 215 West 125th St Suite 301 New York, NY 10027	None	PC	Funding healthcare for nation's poorest	3,000
Total			3a	106,000
b Approved for future payment				
Total			3b	

Federal Supporting Statements

2013 PG 01
Your Social Security Number
45-4471675

Name(s) as shown on return
The Carl Family Foundation Inc

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Annual Report Fee	15	15	0	15
Postage	168	168	0	168
Totals	183	183	0	183

PG 01
Statement #109

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Tax Preparation Fee	750	750	0	750
Trust Department Fees	6,932	6,932	0	6,932
Totals	7,682	7,682	0	7,682

Federal Supporting Statements

2013 PG 01

Your Social Security Number
45-4471675

Name(s) as shown on return
The Carl Family Foundation Inc

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Federal Excise Tax	453	0	0	453
Foreign Tax Paid	29	29	0	29
Totals	482	29	0	482

Federal Supporting Statements

2013 PG 01

Your Social Security Number

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Name(s) as shown on return

The Carl Family Foundation Inc

Form 990-PF, Part IV, Capital Gains And Losses Information (Overflow)

Statement B134

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or		Gains Minus Excess or Losses
						other basis	Gain or Loss	
30 Shares Aetna Inc	P	2013-07-10	2013-11-25	2,064		1,915	149	149
200 Shares Broadcom Corp	P	2012-09-17	2013-03-21	6,939		7,238	(299)	(299)
75 Shares Caterpillar Inc	P	2012-09-17	2013-03-27	6,457		6,955	(498)	(498)
100	P	2012-09-17	2013-02-12	8,348		7,615	733	733
106.521 Col Acorn Small Cap Fd	P	2012-09-17	2013-06-20	3,529		3,459	70	70
202.67 Shares Col Acorn Small Cap	P	2012-09-21	2013-07-18	7,278		6,515	763	763
20.552 Shares Col Acorn Small Cap F	P	2012-10-04	2013-07-18	738		653	85	85
335.782 Shares Col Acorn Small Cap	P	2012-09-17	2013-08-23	12,773		11,541	1,232	1,232
90.651 Shares Col Acorn Small Cap F	P	2012-09-21	2013-08-23	3,254		2,914	340	340
107.156 Shares Col Acorn Small Cap	P	2012-09-21	2013-09-20	4,000		3,444	556	556
100 Shares Deere & Co	P	2012-09-17	2013-06-10	8,832		8,211	421	421
150 Shares Dicks Sporting Goods	P	2012-09-17	2013-03-27	7,014		7,816	(802)	(802)
15 Shares EOG RES Inc	P	2013-03-27	2013-11-18	2,541		1,918	623	623
100 Shares Ebay Inc	P	2013-03-08	2013-12-02	5,252		5,275	(23)	(23)
125 Shares LP Enterprise Ptnr	P	2012-10-04	2013-03-27	7,400		6,831	569	569
54 Hanesbrands Inc	P	2013-03-27	2013-11-18	3,761		2,381	1,380	1,380
125 Hainz Company	P	2012-09-17	2013-03-04	9,050		7,026	2,024	2,024
38 Shares Home Depot Inc	P	2013-03-04	2013-11-18	3,033		2,632	401	401
100 Shares Eli Lilly & Co	P	2012-09-17	2013-03-21	5,505		4,686	819	819
306.462 Matthews Pac Tiger Fd	P	2012-09-17	2013-06-20	7,049		7,070	(21)	(21)
106 Shares Motorola Solutions Inc	P	2012-11-06	2013-05-24	6,055		5,705	350	350
20 Shares Precision Castparts Corp	P	2013-06-10	2013-11-18	5,127		4,392	735	735
4 Shares Precision Castparts Corp	P	2013-03-27	2013-11-18	1,025		759	266	266
94.009 Shares T Rowe Price Midcap G	P	2012-09-17	2013-06-20	5,996		5,689	307	307
287 Shares Symantec	P	2013-03-21	2013-11-06	6,561		7,007	(446)	(446)
100 Shares Travelers Cos Inc	P	2012-09-17	2013-07-10	8,152		6,848	1,304	1,304
96 Shares Vanguard Russel	P	2013-07-18	2013-08-27	7,846		8,031	(185)	(185)
55 Shares Activas PLC EUR	P	2012-09-17	2013-11-18	9,047		4,501	4,546	4,546
40 Shares American Express	P	2012-09-17	2013-11-18	3,314		2,374	940	940
51 Shares Celgene Corp	P	2012-09-17	2013-11-18	7,858		3,871	3,987	3,987
78.227 Shares Col Acorn Small Cap F	P	2012-09-21	2013-11-18	3,000		2,515	485	485
58 Shares Discover Financial Servic	P	2012-09-17	2013-11-18	3,030		2,253	777	777
25 Shares Hershey Company	P	2012-09-17	2013-11-25	2,405		1,755	650	650
40 Shares IBM	P	2012-09-17	2013-10-01	7,456		8,298	(842)	(842)

Federal Supporting Statements

2013 PG 02

Your Social Security Number

45-4471675

Name(s) as shown on return

The Carl Family Foundation Inc

Form 990-PF, Part IV, Capital Gains And Losses Information (Overflow)

Statement 1134

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or		Gains Minus	
						other basis	Gain or Loss	Excess or Losses	
50 Shares International Paper Co	P	2012-09-17	2013-11-25	2,333		1,739	616	616	
25 Shares PepsiCo	P	2012-09-17	2013-11-25	2,138		1,768	370	370	
97 Shares Qualcomm Inc	P	2012-09-21	2013-11-18	6,979		6,279	700	700	
33 Shares Starbucks Corp	P	2012-09-17	2013-11-18	2,662		1,623	1,039	1,039	
LT Cap Gain Dividend Distributions	P	2012-09-12	2013-12-31	7,573			7,573	7,573	
Total				213,196		181,502	31,694	31,694	

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

FEIN

The Carl Family Foundation Inc45-4471675**Form 990PF, Part II, Line 10(a)**

Statement #136

Investments: State and Local Government Obligation Schedule

Category	Book Value (BOY)	Book Value (EOY)	FMV (EOY)
Municipal Bonds and Bond Funds	<u>435,340</u>	<u>435,340</u>	<u>425,500</u>
Totals	<u><u>435,340</u></u>	<u><u>435,340</u></u>	<u><u>425,500</u></u>

PG 01**Form 990PF, Part II, Line 10(b)**

Statement #137

Investments: Corporate Stock Schedule

Category	BOY	Book Value	EOY FMV
Marketable Equity Securities	<u>461,768</u>	<u>399,412</u>	<u>435,000</u>
Totals	<u><u>461,768</u></u>	<u><u>399,412</u></u>	<u><u>435,000</u></u>