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Return of Private Foundation

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

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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 SAM SWOPE FAMILY FOUNDATION, INC.		A Employer identification number 92-0186097
Number and street (or P.O. box number if mail is not delivered to street address) 10 SWOPE AUTO CENTER	Room/suite	B Telephone number 502-499-5003
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40299		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 19,370,337.	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		2,999,744.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		13,534.	13,534.		STATEMENT 1
4 Dividends and interest from securities		405,649.	405,649.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		358,543.			
b Gross sales price for all assets on line 6a		2,376,291.			
7 Capital gain net income (from Part IV, line 2)			358,543.		
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		3,777,470.	777,726.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		9,200.	4,600.		4,600.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		7,123.	7,123.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		66,117.	31,416.		34,701.
24 Total operating and administrative expenses Add lines 13 through 23		82,440.	43,139.		39,301.
25 Contributions, gifts, grants paid		817,181.			817,181.
26 Total expenses and disbursements. Add lines 24 and 25		899,621.	43,139.		856,482.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,877,849.			
b Net investment income (if negative, enter -0-)			734,587.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		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 STMT 6	13,164,708.	16,042,557.	19,370,337.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	13,164,708.	16,042,557.	19,370,337.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	13,164,708.	16,042,557.		
30	Total net assets or fund balances	13,164,708.	16,042,557.			
31	Total liabilities and net assets/fund balances	13,164,708.	16,042,557.			

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	13,164,708.
2	Enter amount from Part I, line 27a	2	2,877,849.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,042,557.
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	16,042,557.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 2,376,291.		2,017,748.	358,543.

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			
b			
c			
d			
e			358,543.

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	358,543.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	574,330.	11,643,673.	.049326
2011	464,972.	9,010,262.	.051605
2010	328,998.	6,648,202.	.049487
2009	278,811.	5,818,104.	.047921
2008	338,414.	6,783,323.	.049889

2 Total of line 1, column (d)	2	.248228
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	.049646
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,915,418.
5 Multiply line 4 by line 3	5	790,137.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,346.
7 Add lines 5 and 6	7	797,483.
8 Enter qualifying distributions from Part XII, line 4	8	856,482.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,346.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,346.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,346.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,781.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	10,281.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	9.
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	2,926.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 2,926. Refunded <input checked="" type="checkbox"/> 0.	11	0.

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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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) <u>KY</u>		
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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>COMPANY OFFICE</u> Telephone no. ► <u>502-499-5003</u> Located at ► <u>10 SWOPE AUTO CENTER, LOUISVILLE, KY</u> ZIP+4 ► <u>40299</u>			
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 <u>N/A</u> <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 ► _____		
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.) <u>N/A</u>	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) <u>N/A</u>	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)?

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

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.

(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
SAMUEL G. SWOPE 3135 TALA LOOP LONGWOOD, FL 32779	DIRECTOR 0.50	0.	0.	0.
PATRICIA G. SWOPE 2403 GRETEN LANE LOUISVILLE, KY 40223	DIRECTOR 0.00	0.	0.	0.
SUSAN SWOPE 4199 WEBB ROAD SIMPSONVILLE, KY 40067	DIRECTOR 0.00	0.	0.	0.

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

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

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

▶ 0

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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.

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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	16,157,785.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,157,785.
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	16,157,785.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	242,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,915,418.
6	Minimum investment return. Enter 5% of line 5	6	795,771.

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	795,771.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,346.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,346.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	788,425.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	788,425.
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	788,425.

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	856,482.
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	856,482.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,346.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	849,136.

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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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				788,425.
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	1,746.			
b From 2009				
c From 2010				
d From 2011	18,393.			
e From 2012	1,660.			
f Total of lines 3a through e	21,799.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 856,482.				
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 in 2013 distributable amount				788,425.
e Remaining amount distributed out of corpus	68,057.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	89,856.			
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	1,746.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	88,110.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	18,393.			
d Excess from 2012	1,660.			
e Excess from 2013	68,057.			

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				
BAHIA SHRINERS 2300 PEMBROOK DR ORLANDO, FL 32810	NONE	PUBLIC CHARITY	SUPPORT	846.
BLESSING IN A BACKPACK 4121 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	5,000.
BOY SCOUTS OF AMERICA 1951 SOUTH ORANGE BLOSSOM TRAIL APOPKA, FL 32703	NONE	PUBLIC CHARITY	SUPPORT	1,000.
CHRISTIAN PRINCIPLES RESTORED PO BOX 520729 LONGWOOD, FL 32752	NONE	PUBLIC CHARITY	SUPPORT	500.
CITY ON A HILL PRODUCTIONS 13149 MIDDLETOWN INDUSTRIAL BLVD SUITE 206 LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	4,650.
Total	SEE CONTINUATION SHEET(S)			817,181.
b Approved for future payment				
NONE				
Total				0.

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.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

SAM SWOPE FAMILY FOUNDATION, INC.

Employer identification number

92-0186097

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 foundationCheck 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 33 1/3% 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA 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) (2013)

Name of organization	Employer identification number
SAM SWOPE FAMILY FOUNDATION, INC.	92-0186097

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	SAMUEL SWOPE 3135 TALA LOOP LONGWOOD, FL 32779	\$ 2,999,744.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

92-0186097

[illegible]

Name of organization

Employer identification number

SAM SWOPE FAMILY FOUNDATION, INC.**92-0186097**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	47.302 SHARES OF FIDELITY ADVISOR DIVERSIFIED	P		
b	2,733.314 SHARES OF FIDELITY ADVISOR DIVERSIFIED	P		
c	9,354.537 SHARES OF PIMCO TOTAL RETURN	P		
d	25,542.784 SHARES OF PIMCO REAL RETURN	P		
e	189 SHARES OF HONEYWELL INTERNATIONAL	P		
f	SEE MORGAN STANLEY - ATTACHMENT #1	P		
g	SEE MORGAN STANLEY - ATTACHMENT #1	P		
h	84 SHARES OF IBM	P		
i	2,803.446 SHARES OF INVESCO BALANCED	P		
j	592 SHARES OF SPDR TRUST SERIES 1	P		
k	994 SHARES OF VANGUARD FTSE	P		
l	4,509.804 SHARES OF VIRTUS INSIGHT EMERG MKT	P		
m	26,848.514 SHARES OF PIMCO ALL ASSETS	P		
n	CAPITAL GAINS DIVIDENDS			
o				

(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	851.	942.	<91.>
b	49,892.	55,202.	<5,310.>
c	100,000.	103,407.	<3,407.>
d	200,000.	221,372.	<21,372.>
e	16,409.	15,552.	857.
f	821,809.	759,755.	62,054.
g	374,000.	330,657.	43,343.
h	14,706.	15,509.	<803.>
i	35,800.	35,660.	140.
j	99,983.	88,219.	11,764.
k	40,698.	44,795.	<4,097.>
l	43,700.	46,947.	<3,247.>
m	277,345.	299,731.	<22,386.>
n	301,098.		301,098.
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<91.>
b			<5,310.>
c			<3,407.>
d			<21,372.>
e			857.
f			62,054.
g			43,343.
h			<803.>
i			140.
j			11,764.
k			<4,097.>
l			<3,247.>
m			<22,386.>
n			301,098.
o			

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	358,543.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A



Morgan Stanley

Account Detail

Consulting Group Advisor Active Assets Account
034-010763-061

SAM SWOPE FAMILY FOUNDATION
C/O SAMUEL G. SWOPE &

INTERESTED PARTY COPY

SECURITY ACTIVITY

CORPORATE ACTIONS (CONTINUED)

Date	Activity Type	Description	Comments	Quantity
1/4	Exchange Delivered Out	PIMCO TOTAL RETURN D		8,619 307
1/4	Exchange Delivered Out	PIMCO UNCONSTRAINED BD D		17,521 655
1/4	Exchange Received In	E V PARAMETRIC STRUCT EMRG MKTS I		4,617 537
1/4	Exchange Received In	JP MORGAN INTREPID EURO SEL		957 735
1/4	Exchange Received In	JP MORGAN STRAT INC OPP SEL		6,861 855
1/4	Exchange Received In	LAZARD INTL STRAT EQ PTF INST		5,258,666
1/4	Exchange Received In	LOOMIS SAYLES BOND INST		7,731 637
1/4	Exchange Received In	PIMCO TOTAL RETURN P		8,619 307
1/4	Exchange Received In	PIMCO UNCONSTRAINED BOND P		17,521 655

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AQR DIVERSIFIED ARBITRAGE N	10/25/11	01/22/13	5,164 331	\$56,859 28	\$57,426.84	\$(567 56)	A
	12/01/11	01/22/13	1,321 357	14,548.14	14,772.64	(224 50)	A
	12/05/11	01/22/13	14,474	159.36	162 11	(2.75)	A
	12/19/11	01/22/13	1,684 484	1,855 01	1,828 03	26 98	A
	12/19/11	01/22/13	41 076	452 25	445 68	6 57	A
	01/11/12	01/22/13	55,767	613 99	506.74	7 25	A
	10/25/11	01/22/13	210 455	15,203.27	13,037 69	2,165.58	A
	12/01/11	01/22/13	152,597	11,023 61	9,622.74	1,400 87	A
	12/22/11	01/22/13	9 819	709 32	508.50	100.82	A
	01/11/12	01/22/13	339,529	24,527.57	21,617 78	2,909.79	A
	11/01/11	01/22/13	4,420 645	50,395.31	49,201 78	1,193 53	A
	11/30/11	01/22/13	77 671	885 45	859 82	25.63	A
	12/01/11	01/22/13	2,983,946	34,016.95	33,002 14	1,014 81	A
	12/05/11	01/22/13	6,616,078	75,423 22	73,239 32	2,183 90	A
	12/30/11	01/22/13	167 836	1,913 33	1,843 54	63.79	A
	10/25/11	01/22/13	4,601.801	54,899.44	53,240 41	1,659 00	A

Morgan Stanley

Account Detail

Consulting Group Advisor Active Assets Account
034-010763-061SAM SWOPE FAMILY FOUNDATION
C/O SAMUEL G. SWOPE &

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
OAKMARK GLOBAL SELECT FUND I	11/01/11	01/22/13	14 102	168 24	163.44	4 80 A	
	12/01/11	01/22/13	1 620 885	19 337 14	18 606.67	730 47 A	
	12/01/11	01/22/13	16 428	195.99	188.09	90 A	
	12/16/11	01/22/13	105 725	1 261 30	1 196.70	64 60 A	
	12/16/11	01/22/13	9 091	108 46	102.90	5 56 A	
	01/03/12	01/22/13	32 384	386 34	373.37	12 97 A	
	01/11/12	01/22/13	7 790 354	103 689 61	84 836.96	18 852 65 A	
	10/25/11	01/22/13	588 444	29 981 22	24 391 00	5 590 22 A	
	12/01/11	01/22/13	244 540	12 459 31	10 199.74	2 259 57 A	
	12/16/11	01/22/13	9 189	468 18	371.34	96 84 A	
PIMCO EMERGING LOCAL BD D	01/11/12	01/22/13	1 168 176	59 518 56	50 476.77	9 041 79 A	
	10/25/11	01/22/13	3 861 818	42 699 96	40 603.43	2 095 53 A	
	10/31/11	01/22/13	4 080	44 88	43 17	1 71 A	
	11/30/11	01/22/13	21 799	239 79	223.22	16 57 A	
	12/01/11	01/22/13	1 573 067	17 303 72	16 218.16	1 085 56 A	
	12/28/11	01/22/13	7 832	86 15	78.71	7 44 A	
	12/30/11	01/22/13	23 227	255 50	233.43	22 07 A	
	01/11/12	01/22/13	171 940	1 891 34	1 743.45	147 89 A	
	10/25/11	01/22/13	11 756 343	135 433 07	128 144.14	7 288 93 A	
	10/31/11	01/22/13	3 826	44 08	41.93	2 15 A	
PIMCO UNCONSTRAINED BOND P	11/30/11	01/22/13	18 320	211 05	199.87	11 18 A	
	12/01/11	01/22/13	4 366 289	50 530 05	47 898.28	2 631.77 A	
	12/28/11	01/22/13	161 051	1 855 31	1 752.23	103 08 A	
	12/30/11	01/22/13	13 397	154 33	145.89	8 44 A	
Long-Term This Period					\$759,754.68	\$62,054.40	
Long-Term Year to Date					\$759,754.68	\$62,054.40	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AQR DIVERSIFIED ARBITRAGE N	02/02/12	01/22/13	162 901	1 793 54	1 782.14	11 40 A	
	08/06/12	01/22/13	248 248	2 733 21	2 723.26	9 95 A	
	12/14/12	01/22/13	61 282	674 72	672.88	1 84	
	12/14/12	01/22/13	34 425	379 02	377.99	1 03	
	06/08/12	01/22/13	1 404 778	18 669 49	14 946.84	3 722 65 A	
BLACKROCK EUROFUND A	12/13/12	01/22/13	16 287	216 46	205.87	10 59	
	08/06/12	01/22/13	1 144	82 64	75.73	6 91 A	
	12/18/12	01/22/13	13 808	997 50	958.29	39 21	
CLIPPER FUND							





Account Detail

Consulting Group Advisor Active Assets Account
034-010763-061

SAM SWOPE FAMILY FOUNDATION
C/O SAMUEL G SWOPE &

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DOUBLELINE TOTAL RETURN	01/31/12	01/22/13	85.772	977.80	959.79	18.01	A
	02/02/12	01/22/13	308.723	3,519.44	3,457.67	61.77	A
	02/29/12	01/22/13	75.368	859.19	841.85	17.34	A
	03/30/12	01/22/13	80.342	915.90	896.62	19.28	A
	04/30/12	01/22/13	74.750	852.15	837.20	14.95	A
	05/31/12	01/22/13	78.801	898.33	881.78	16.55	A
	06/29/12	01/22/13	74.369	847.81	831.45	16.36	A
	07/31/12	01/22/13	72.074	821.64	811.55	10.09	A
	08/06/12	01/22/13	265.594	3,027.77	2,990.59	37.18	A
	08/31/12	01/22/13	75.122	856.39	851.12	5.27	A
	09/28/12	01/22/13	69.205	788.94	788.24	0.70	A
	10/31/12	01/22/13	68.832	784.68	781.93	2.75	
	11/30/12	01/22/13	66.522	758.35	755.02	3.33	
	12/31/12	01/22/13	74.801	852.89	847.49	5.40	
E V PARAME STRUCT EMRG MKTS I	08/06/12	01/22/13	4,558.553	70,110.55	62,982.15	7,128.40	A
	12/27/12	01/22/13	58.984	907.17	875.26	31.91	
HARBOR INTERNATIONAL INV	06/08/12	01/22/13	974.477	60,953.53	51,676.42	9,277.11	A
	12/17/12	01/22/13	16.870	1,055.22	1,024.16	31.06	
JP MORGAN INTREPID EURO SEL	06/08/12	01/22/13	945.937	19,230.89	14,817.08	4,413.81	A
	12/18/12	01/22/13	11.798	239.86	227.49	12.37	
JP MORGAN STRAT INC OPP SEL	02/01/12	01/22/13	7.447	88.84	86.76	2.08	A
	02/02/12	01/22/13	126.167	1,505.17	1,472.33	32.84	A
	03/01/12	01/22/13	18.545	221.24	214.18	7.06	A
	04/02/12	01/22/13	19.775	235.92	228.19	7.73	A
	05/01/12	01/22/13	19.201	229.07	222.14	6.93	A
	06/01/12	01/22/13	18.230	217.48	210.36	7.12	A
	07/02/12	01/22/13	19.440	231.92	226.28	5.64	A
	08/01/12	01/22/13	20.591	245.65	239.05	6.60	A
	08/06/12	01/22/13	113.872	1,358.49	1,326.57	31.92	A
	09/04/12	01/22/13	19.740	235.50	230.35	5.15	A
	10/01/12	01/22/13	19.696	234.97	231.03	3.94	A
	10/31/12	01/22/13	16.226	193.58	190.81	2.77	
	11/30/12	01/22/13	17.992	214.64	211.76	2.88	
	12/13/12	01/22/13	1.913	22.82	22.67	0.15	
	12/31/12	01/22/13	22.604	269.73	267.18	2.55	
LAZARD INTL STRAT EQ PTF INST	08/06/12	01/22/13	5,228.356	62,635.70	55,109.38	7,526.32	A
	12/24/12	01/22/13	30.310	363.12	352.87	10.25	
OAKMARK GLOBAL SELECT FUND I	06/08/12	01/22/13	440.729	5,866.10	4,812.72	1,053.38	A
	12/13/12	01/22/13	108.209	1,440.27	1,330.97	109.30	

Morgan Stanley

Account Detail

Consulting Group Advisor Active Assets Account
034-010763-061

SAM SWOPE FAMILY FOUNDATION
C/O SAMUEL G SWOPE &

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
OAKMARK I	12/13/12	01/22/13	64 912	863 98	798 42	65 56	
	12/13/12	01/22/13	62 996	3,209.65	3 017 53	192 12	
	12/13/12	01/22/13	15 806	805 32	757 10	48 22	
PIMCO EMERGING LOCAL BD 0	01/31/12	01/22/13	18 507	203 58	198 39	519 A	
	02/29/12	01/22/13	22 750	250 25	248 88	1 37 A	
	03/30/12	01/22/13	28 005	308 05	301 05	7 00 A	
	04/30/12	01/22/13	23 781	261 59	256 12	5 47 A	
	05/31/12	01/22/13	28 691	315 60	294 66	20 94 A	
	06/29/12	01/22/13	20 606	226 67	221 52	5 15 A	
	07/31/12	01/22/13	16 815	184 96	179 42	5 54 A	
	08/31/12	01/22/13	22 095	243 04	234 65	8 39 A	
	09/28/12	01/22/13	15 997	175 97	173 73	2 24 A	
	10/31/12	01/22/13	15 108	166 19	164 07	2 12	
	11/30/12	01/22/13	20 340	223 74	221 71	2 03	
	12/27/12	01/22/13	80 120	881 32	879 72	1 60	
	12/31/12	01/22/13	21 934	241 33	240 83	0 50	
	01/31/12	01/22/13	6 241	71 90	68 71	3 19 A	
	02/02/12	01/22/13	359 126	4,137.13	3,953 98	183 15 A	
	02/29/12	01/22/13	18 190	209 55	200 64	8 91 A	
	03/30/12	01/22/13	32 510	374 52	358 91	15 61 A	
	04/30/12	01/22/13	29 420	338 92	328 33	10 59 A	
	05/31/12	01/22/13	31 041	357 59	351 07	6 52 A	
	06/29/12	01/22/13	22 968	264 59	261 15	3 44 A	
	07/31/12	01/22/13	11 187	128 87	128 32	0 55 A	
	08/06/12	01/22/13	309 846	3,569.43	3,550 83	18 60 A	
	08/31/12	01/22/13	9 056	104 33	104 33	0 00 A	
	09/28/12	01/22/13	8 217	95 01	95 99	(0 98) A	
	10/31/12	01/22/13	8 182	94 26	95 56	(1 30)	
	11/30/12	01/22/13	13 309	153 32	155 45	(2 13)	
	12/12/12	01/22/13	20 207	232 78	235 41	(2 63)	
	12/27/12	01/22/13	295 854	3,408 24	3,396 40	11 84	
	12/31/12	01/22/13	7 045	81 14	80 88	0 26	
SSGA EMERGING MARKET	02/02/12	01/22/13	1,480 622	31,433 61	30,100 90	1,332 71 A	
	06/08/12	01/22/13	2,280 058	48,405 63	40,904 01	7,501 62 A	
	10/26/12	01/22/13	61 194	1,299 15	1,173 71	125 44	
	12/21/12	01/22/13	3 002	63 73	61 15	2 58	
Short-Term This Period				\$374,000.23	\$330,656.99	\$43,343.24	
Short-Term Year to Date				\$374,000.23	\$330,656.99	\$43,343.24	

Security Matters
Are Right



Morgan Stanley

CLIENT STATEMENT | For the Period January 1-31, 2013

Page 17 of 20

Account Detail

Consulting Group Advisor Active Assets Account
034-010763-061

SAM SWOPE FAMILY FOUNDATION
C/O SAMUEL G SWOPE &

INTERESTED PARTY COPY

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	\$1,195,809.31	\$1,090,411.67	\$105,397.64
Net Realized Gain/(Loss) Year to Date	\$1,195,809.31	\$1,090,411.67	\$105,397.64

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account. Another financial institution has provided us with the transaction detail for this position.

MESSAGES

Consolidated 1099 Tax Statement and 1099R Mailing Date Reminder

As a reminder, the Forms 1099 and 1099R filing deadline for financial services firms is February 15th. This year's Forms 1099 and 1099R mailing will commence on or about February 13th. If you are registered with Morgan Stanley Online, you will be able to log on and view your Forms 1099 and 1099R once they are available. If you are registered on Morgan Stanley Online and enrolled in eDelivery, you will be notified when they are available for each of your accounts. If you are not enrolled in eDelivery and would like to, please visit <http://www.morganstanley.com/online/delivery> and enroll or contact your Financial Advisor.

Important Information About Advisory Accounts

Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your investment Advisory accounts, or to reasonably modify existing restrictions. For a copy of the applicable ADV Brochure for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor. These ADV Brochures contain important information about advisory programs.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DEPAUL SCHOOL 1925 DUKER AVENUE LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	1,060.
DREAMS WITH WINGS 1579 BARDSTOWN ROAD LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	500.
ELDERSERVE INC 411 EAST MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FLORIDA HOSPITAL FOUNDATION 2809 NORTH ORANGE AVENUE ORLANDO, FL 32804	NONE	PUBLIC CHARITY	SUPPORT	25,000.
FLORIDA S.I.D.S. ALLIANCE 4044 W. LAKE MARY BLVD LAKE MARY, FL 32746	NONE	PUBLIC CHARITY	SUPPORT	5,000.
GRRAND P.O. BOX 55 PROSPECT, KY 40059	NONE	PUBLIC CHARITY	SUPPORT	2,500.
HARBOR HOUSE 2231 LOWER HUNTERS TRACE LOUISVILLE, KY 40216	NONE	PUBLIC CHARITY	SUPPORT	10,000.
HEUSER HEARING AND LANGUAGE ACADEMY 117 EAST KENTUCKY STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	50,000.
JACOB'S WELL 605 OLD SALEM RD JEFFERSONVILLE, IN 47130	NONE	PUBLIC CHARITY	SUPPORT	10,000.
JEWISH HOPSITAL/ST. MARY'S FOUNDATION 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
Total from continuation sheets				805,185.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUNIOR ACHIEVEMENT 1401 W. MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	25,000.
KENTUCKY HUMANE SOCIETY 1000 LYNDON LANE LOUISVILLE, KY 40222	NONE	PUBLIC CHARITY	SUPPORT	1,000.
KOSAIR CHARITIES INC 982 EASTERN PARWAY LOUISVILLE, KY 40233	NONE	PUBLIC CHARITY	SUPPORT	260,250.
LEUKEMIA LYMPHOMA SOCIETY 301 E MAIN STREET SUITE 100 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
LINCOLN HERITAGE COUNCIL 12001 SYCAMORE STATION PLACE LOUISVILLE, KY 40299	NONE	PUBLIC CHARITY	SUPPORT	1,225.
LOUISVILLE AIDS WALK 810 BARRET AVENUE SUITE 308 LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	5,000.
LOUISVILLE SPORTS COMMISSION 401 WEST MAIN STREET SUITE 2200 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
LOUISVILLE URBAN LEAGUE 1535 W BROADWAY LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
MARYHURST 1015 DORSEY LANE LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	16,000.
MEREDITH DUNN SCHOOL 3203 MELBOURNE AVE LOUISVILLE, KY 40220	NONE	PUBLIC CHARITY	SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
METRO UNITED WAY 334 E BROADWAY LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	25,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY OF KENTUCKY 2201 STORY AVENUE SUITE 200 LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	2,400.
NAWBO LOUISVILLE FOUNDATION 614 W MAIN ST #6000 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
NEIGHBORHOOD ALLIANCE CHURCH 301 MARKHAM WOODS ROAD LONGWOOD, FL 32779	NONE	PUBLIC CHARITY	SUPPORT	8,000.
NORTON HEALTHCARE FOUNDATION 234 E. GRAY ST SUITE 450 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	25,000.
PATRIOTS PEACE MEMORIAL P.O. BOX 355 PROSPECT, KY 40059	NONE	PUBLIC CHARITY	SUPPORT	2,000.
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	50,000.
SHAMROCK PET FOUNDATION INC P.O. BOX 24033 LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	1,000.
SHIVELY AREA MINISTRIES 4415 DIXIE HIGHWAY LOUISVILLE, KY 40216	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SHOP WITH A HERO - VALLEY VIEW CHURCH 8911 THIRD STREET ROAD LOUISVILLE, KY 40272	NONE	PUBLIC CHARITY	SUPPORT	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHRINERS HOSPITALS FOR CHILDREN 2900 ROCKY POINT DRIVE TAMPA, FL 33607	NONE	PUBLIC CHARITY	SUPPORT	106,250.
SIMMONS COLLEGE OF KENTUCKY 1018 S 7TH ST LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SONS OF THE AMERICAN REVOLUTION 1000 S 4TH STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	50,000.
SOUTHEAST CHRISTIAN CHURCH 920 BLANKENBAKER PKWY LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SUMMIT ACADEMY 11508 MAIN STREET LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	5,000.
THE BENT STAR PROJECT, LTD. 443 FIRST ST WOODLAND, CA 95695	NONE	PUBLIC CHARITY	SUPPORT	5,000.
UNIVERSITY OF LOUISVILLE 2301 S 3RD ST LOUISVILLE, KY 40292	NONE	PUBLIC CHARITY	SUPPORT	11,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	5,000.
WAYSIDE CHRISTIAN MISSION P.O. BOX 7249 LOUISVILLE, KY 40257	NONE	PUBLIC CHARITY	SUPPORT	10,000.
WOMENS GLOBAL CANCER ALLIANCE P.O. BOX 6957 LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	76.	76.	
SUN TRUST CHECKING ACCOUNT	13,458.	13,458.	
TOTAL TO PART I, LINE 3	13,534.	13,534.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO OF MUTUAL FUNDS	480,618.	234,729.	245,889.	245,889.	
PORTFOLIO OF MUTUAL FUNDS	53,473.	41,232.	12,241.	12,241.	
PORTFOLIO OF SECURITIES AND BONDS	92,466.	25,137.	67,329.	67,329.	
PORTFOLIO OF SECURITIES AND BONDS	80,190.	0.	80,190.	80,190.	
TO PART I, LINE 4	706,747.	301,098.	405,649.	405,649.	

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	9,200.	4,600.		4,600.
TO FORM 990-PF, PG 1, LN 16B	9,200.	4,600.		4,600.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	973.	973.		0.	
EXCISE TAXES	6,150.	6,150.		0.	
TO FORM 990-PF, PG 1, LN 18	7,123.	7,123.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKER MANAGEMENT FEES	62,831.	31,416.		31,415.	
OFFICE EXPENSE	3,286.	0.		3,286.	
TO FORM 990-PF, PG 1, LN 23	66,117.	31,416.		34,701.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
PORTFOLIO OF STOCKS - SUNTRUST	11,045,335.	12,968,944.		
1,278 SHARES OF DAIMLER AG	46,646.	111,084.		
5,000 SHARES OF BANK NEW YORK MELLON CORP	137,781.	174,700.		
4,374 SHARES OF BOEING CO	163,584.	597,007.		
1,456 SHARES OF EXXON MOBILE CORP	25,553.	147,347.		
45,000 SHARES OF REPUBLIC BANK	656,550.	1,104,300.		
PORTFOLIO OF MUTUAL FUNDS - MORGAN STANLEY	3,967,108.	4,266,955.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,042,557.	19,370,337.		

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	SAM SWOPE FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 92-0186097
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BOWDEN AND WOOD, PLLC - 332 WEST BROADWAY, SU	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COMPANY OFFICE

- The books are in the care of ► **10 SWOPE AUTO CENTER - LOUISVILLE, KY 40299**

Telephone No. ► **502-499-5003**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2013** or
- ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,281.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,781.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or
	SAM SWOPE FAMILY FOUNDATION, INC.		92-0186097
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)
	C/O BOWDEN AND WOOD, PLLC - 332 WEST BROADWAY, SUITE 100 City, town or post office, state, and ZIP code. For a foreign address, see instructions		
		LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

COMPANY OFFICE

- The books are in the care of **10 SWOPE AUTO CENTER - LOUISVILLE, KY 40299**
Telephone No. **502-499-5003** Fax No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER NEEDS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	10,281.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	10,281.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **[Signature]** Title **CPA**

Date **8/11/14**

Form 8868 (Rev. 1-2014)