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EXTENDED TO NOVEMBER 16, 2015

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

**2014**Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>SAM SWOPE FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>92-0186097</b>
Number and street (or P O box number if mail is not delivered to street address) <b>10 SWOPE AUTO CENTER</b>	Room/suite	B Telephone number <b>502-499-5003</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LOUISVILLE, KY 40299</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 20,975,391.</b>	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		1,600,000.		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		13,932.	13,932.		STATEMENT 1
4 Dividends and interest from securities		501,531.	501,531.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		583,693.			
b Gross sales price for all assets on line 6a <b>3,271,373.</b>					
7 Capital gain net income (from Part IV, line 2)			583,693.		
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		460.	460.		STATEMENT 3
12 Total. Add lines 1 through 11		2,699,616.	1,099,616.		
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 <b>STMT 4</b>		4,600.	2,300.		2,300.
c Other professional fees <b>RECEIVED</b>					
17 Interest					
18 Taxes <b>STMT 5</b>		16,954.	16,954.		0.
19 Depreciation and depletion <b>NOV 24 2015</b>					
20 Occupancy <b>CODEN, UT</b>					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 6</b>		72,310.	33,042.		39,268.
24 Total operating and administrative expenses. Add lines 13 through 23		93,864.	52,296.		41,568.
25 Contributions, gifts, grants paid		924,207.			924,207.
26 Total expenses and disbursements. Add lines 24 and 25		1,018,071.	52,296.		965,775.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,681,545.			
b Net investment income (if negative, enter -0-)			1,047,320.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 27 2015

Part II Balance Sheets		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 8	16,042,557.	17,387,982.	20,975,391.	
	c Investments - corporate bonds				
	Liabilities	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 I)		16,042,557.	17,387,982.	20,975,391.	
17 Accounts payable and accrued expenses					
18 Grants payable					
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	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	16,042,557.	17,387,982.		
30 Total net assets or fund balances	16,042,557.	17,387,982.			
31 Total liabilities and net assets/fund balances	16,042,557.	17,387,982.			

## 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	16,042,557.
2 Enter amount from Part I, line 27a	2	1,681,545.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,724,102.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	336,120.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,387,982.

**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 STATEMENT			
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 3,271,373.		2,687,680.	583,693.

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			583,693.

  

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	583,693.
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))
2013	849,136.	15,915,418.	.053353
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

  

2 Total of line 1, column (d)	2	.251692
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	.050338
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	19,829,446.
5 Multiply line 4 by line 3	5	998,175.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,473.
7 Add lines 5 and 6	7	1,008,648.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,040,775.

**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	10,473.
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	10,473.
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	10,473.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,426.
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	12,426.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,953.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 1,953. Refunded <input 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		X	
14	The books are in care of ► COMPANY OFFICE Located at ► 10 SWOPE AUTO CENTER, LOUISVILLE, KY	Telephone no. ► 502-499-5003	ZIP+4 ► 40299	
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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

.....

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

**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
BRAD SWOPE	DIRECTOR			
4326 COMANCHE TRAIL				
LOUISVILLE, KY 40207	0.00	0.	0.	0.
PATRICIA G. SWOPE	DIRECTOR			
2403 GRETEN LANE				
LOUISVILLE, KY 40223	0.50	0.	0.	0.
SUSAN SWOPE	DIRECTOR			
4199 WEBB ROAD				
SIMPSONVILLE, KY 40067	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	20,131,417.	
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	20,131,417.	
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	20,131,417.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	301,971.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,829,446.	
6 Minimum investment return. Enter 5% of line 5	6	991,472.	

**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	991,472.
2a Tax on investment income for 2014 from Part VI, line 5	2a	10,473.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,473.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	980,999.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	980,999.
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	980,999.

**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	965,775.
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	75,000.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,040,775.
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	10,473.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,030,302.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				980,999.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011	18,393.			
d From 2012	1,660.			
e From 2013	68,057.			
f Total of lines 3a through e	88,110.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,040,775.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				980,999.
e Remaining amount distributed out of corpus	59,776.			
5 Excess distributions carryover applied to 2014 (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:	147,886.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	147,886.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	18,393.			
c Excess from 2012	1,660.			
d Excess from 2013	68,057.			
e Excess from 2014	59,776.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

**(4) Gross investment income**

[illegible]

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
<b>a Paid during the year</b>				
21ST CENTURY 4571 COLONIAL BOULEVARD FORT MYERS, FL 33966	NONE	PUBLIC CHARITY	SUPPORT	25,000.
ARNOLD PALMER HOSPITAL 92 W. MILLER ST. ORLANDO, FL 32806	NONE	PUBLIC CHARITY	SUPPORT	1,000.
ASSOCIATION OF THE LOUISVILLE ORCHESTRA 323 W. BROADWAY LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	400.
BAHIA SHRINERS 2300 PEMBROOK DR ORLANDO, FL 32810	NONE	PUBLIC CHARITY	SUPPORT	1,127.
BAPTIST HEALTH FOUNDATION 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	20,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>924,207.</b>
<b>b Approved for future payment</b>				
THE HEALING PLACE 1503 S. 15TH ST. LOUISVILLE, KY 40210	PUBLIC CHARITY	PUBLIC CHARITY	SUPPORT	75,000.
<b>Total</b>				<b>75,000.</b>



## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

[illegible]

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

☐ Yes ☒ No

- b If "Yes," complete the following schedule.**

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

**DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN
------

**Paid  
Preparer  
Use Only**

BRIAN MOSS, CPA

Firm's name ► BOWDEN & WOOD PLLC

Firm's address ► 332 W BROADWAY, SUITE 505  
LOUISVILLE, KY 40202

Firm's EIN ► 61-0713437

Phone no. (502) 583-0262

Form 990-PF (2014)

**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](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

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
<u>1</u>	<u>SAMUEL SWOPE</u> <u>3135 TALA LOOP</u> <u>LONGWOOD, FL 32779</u>	\$ <u>1,600,000.</u>	Person <input checked="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)



Name of organization

Employer identification number

**SAM SWOPE FAMILY FOUNDATION, INC.****92-0186097****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

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

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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.)
ta 914.922 SHARES OF PIMCO TOTAL RETURN		P		01/16/14
b 35,641.34 SHARES OF PIMCO TOTAL RETURN		P		01/16/14
c 6,230.55487 SHARES OF FRANKLIN TOTAL RETURN ADVIS		P		01/16/14
d 3,616.637 SHARES OF FIDELITY ADVISOR NEW INSIGHTS		P		06/04/14
e 232.43713 SHARES OF FRANKLIN TOTAL RETURN		P		01/16/14
f 558.36069 SHARES OF PIMCO REAL RETURN ASSET		P		01/16/14
g 70,332.05731 SHARES OF PIMCO REAL RETURN ASSET		P		01/16/14
h MORGAN STANLEY - SEE ATTACHMENT		P		
i OPPENHEIMER FUND RETURN OF CAPITAL		P		12/31/14
j CAPITAL GAINS DIVIDENDS				
k				
l				
m				
n				
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 9,845.		10,113.	<268.>
b 383,501.		393,963.	<10,462.>
c 61,932.		63,055.	<1,123.>
d 100,000.		59,410.	40,590.
e 2,310.		2,352.	<42.>
f 4,405.		5,127.	<722.>
g 554,920.		627,191.	<72,271.>
h 1,715,448.		1,521,363.	194,085.
i		5,106.	<5,106.>
j 439,012.			439,012.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			<268.>
b			<10,462.>
c			<1,123.>
d			40,590.
e			<42.>
f			<722.>
g			<72,271.>
h			194,085.
i			<5,106.>
j			439,012.
k			
l			
m			
n			
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	583,693.
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 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
COMMUNITY VENTURES LOUISVILLE 811 S 2ND ST. LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
ELDERSERVE INC 411 EAST MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FAMILY & CHILDREN'S PLACE 525 ZANE ST. LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
FAMILY SCHOLAR HOUSE 403 REG SMITH CIR. LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	10,000.
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.
FRIEND FOR LIFE CANCER SUPPORT NETWORK 4007 KRESGE WAY LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	3,000.
FRIENDS OF SCOUTING 824 PHILLIPS LANE LOUISVILLE, KY 40233	NONE	PUBLIC CHARITY	SUPPORT	25,000.
GRRAND P.O. BOX 55 PROSPECT, KY 40059	NONE	PUBLIC CHARITY	SUPPORT	2,500.
HARDIN COUNTY HABITAT FOR HUMANITY 1016 PEAR ORCHARD ROAD ELIZABETHTOWN, KY 42701	NONE	PUBLIC CHARITY	SUPPORT	10,000.
Total from continuation sheets				876,680.

**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
HEATHROW FESTIVAL OF ARTS P.O. BOX 952125 LAKE MARY, FL 32795	NONE	PUBLIC CHARITY	SUPPORT	1,000.
HEUSER HEARING AND LANGUAGE ACADEMY 117 EAST KENTUCKY STREET LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	50,000.
JAMES BROWN CANCER CENTER 529 S. JACKSON ST. LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	28,000.
JEFFERSON COMMUNITY AND TECHNICAL COLLEGE FOUNDATION 109 EAST BROADWAY LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	6,130.
JEWISH HOSPITAL/ST. MARY'S FOUNDATION 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	20,000.
JUNIOR ACHIEVEMENT 1401 W. MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	25,000.
KENTUCKIANA CRIME STOPPERS 214 S. 5TH ST. LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	10,000.
KENTUCKY HUMANE SOCIETY 1000 LYNDON LANE LOUISVILLE, KY 40222	NONE	PUBLIC CHARITY	SUPPORT	5,000.
KOSAIR CHARITIES INC 982 EASTERN PARWAY LOUISVILLE, KY 40233	NONE	PUBLIC CHARITY	SUPPORT	221,750.
KY CHAPTER M.S. NATIONAL SOCIETY 1201 STORY AVENUE LOUISVILLE, KY 40206	NONE	PUBLIC CHARITY	SUPPORT	1,800.
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
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	50,000.
LOUISVILLE AGES 10 & UNDER TENNIS ASSOCIATION 3115 CHICKADEE ROAD LOUISVILLE, KY 40213	NONE	PUBLIC CHARITY	SUPPORT	1,000.
LOUISVILLE AIDS WALK 810 BARRET AVENUE SUITE 308 LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	5,000.
LOUISVILLE WATERFRONT DEVELOPMENT CORPORATION 129 EAST RIVER ROAD LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	1,000.
MARYHURST 1015 DORSEY LANE LOUISVILLE, KY 40223	NONE	PUBLIC CHARITY	SUPPORT	26,200.
MASONIC HOMES OF KENTUCKY 3761 JOHNSON HALL DRIVE MASONIC HOME, KY 40041	NONE	PUBLIC CHARITY	SUPPORT	40,000.
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	5,000.
NORTON HEALTHCARE FOUNDATION 234 E. GRAY ST SUITE 450 LOUISVILLE, KY 40202	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
OLMSTED PARKS CONSERVANCY 1299 TREVILIAN WAY LOUISVILLE, KY 40213	NONE	PUBLIC CHARITY	SUPPORT	25,000.
PARKINSON SUPPORT CENTER OF KENTUCKIANA 315 TOWNEPARK CIRCLE LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	1,000.
ROTARY FUND OF LOUISVILLE 401 WEST MAIN STREET, SUITE 810 LOUISVILLE, KY 40202	NONE	PUBLIC CHARITY	SUPPORT	250.
SCHOOL CHOICE SCHOLARSHIPS 2200 DUNDEE ROAD LOUISVILLE, KY 40205	NONE	PUBLIC CHARITY	SUPPORT	6,000.
SECOND PRESBYTERIAN CHURCH 3701 OLD BROWNSBORO ROAD LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	SUPPORT	25,000.
SHIVELY AREA MINISTRIES 4415 DIXIE HIGHWAY LOUISVILLE, KY 40216	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SHRINERS HOSPITALS FOR CHILDREN 2900 ROCKY POINT DRIVE TAMPA, FL 33607	NONE	PUBLIC CHARITY	SUPPORT	101,750.
SIMMONS COLLEGE OF KENTUCKY 1018 S 7TH ST LOUISVILLE, KY 40203	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SOUTHEAST CHRISTIAN CHURCH 920 BLANKENBAKER PKWY LOUISVILLE, KY 40243	NONE	PUBLIC CHARITY	SUPPORT	10,000.
START THE HEART FOUNDATION 7611 WOLF PEN RIDGE COURT PROSPECT, KY 40059	NONE	PUBLIC CHARITY	SUPPORT	1,000.
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
THE ALS ASSOCIATION, KENTUCKY CHAPTER 2815 AMSTERDAM ROAD VILLA HILLS, KY 41017	NONE	PUBLIC CHARITY	SUPPORT	1,000.
THE HEALING PLACE 1503 S. 15TH ST. LOUISVILLE, KY 40210	NONE	PUBLIC CHARITY	SUPPORT	500.
THE MORTON CENTER 102 BARRET AVE LOUISVILLE, KY 40204	NONE	PUBLIC CHARITY	SUPPORT	500.
UNIVERSITY OF LOUISVILLE AUTISM CENTER 1405 EAST BURNETT ST. LOUISVILLE, KY 40217	NONE	PUBLIC CHARITY	SUPPORT	8,000.
UNIVERSITY OF LOUISVILLE FOUNDATION, INC. 2301 S. 3RD STREET LOUISVILLE, KY 40208	NONE	PUBLIC CHARITY	SUPPORT	8,000.
USPIRITUS, INC. 3121 BROOKLAWN CAMPUS DRIVE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	5,000.
VISUALLY IMPAIRED PRESCHOOL SERVICES 1906 GOLDSMITH LANE LOUISVILLE, KY 40218	NONE	PUBLIC CHARITY	SUPPORT	11,300.
WAYSIDE CHRISTIAN MISSION P.O. BOX 7249 LOUISVILLE, KY 40257	NONE	PUBLIC CHARITY	SUPPORT	10,000.
WILSON CENTER 2101 GRACE AVE CHARLESTOWN, IN 47111	NONE	PUBLIC CHARITY	SUPPORT	15,000.
ZOOM GROUP 1904 EMBASSY SQUARE BLVD LOUISVILLE, KY 40299	NONE	PUBLIC CHARITY	SUPPORT	5,000.
Total from continuation sheets				



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

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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	63.	63.	
SUN TRUST CHECKING ACCOUNT	13,869.	13,869.	
TOTAL TO PART I, LINE 3	13,932.	13,932.	

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO OF MUTUAL FUNDS	800,431.	396,357.	404,074.	404,074.	
PORTFOLIO OF MUTUAL FUNDS	140,112.	42,655.	97,457.	97,457.	
TO PART I, LINE 4	940,543.	439,012.	501,531.	501,531.	

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ATLAS PARTNERSHIP DISTRIBUTION	460.	460.	
TOTAL TO FORM 990-PF, PART I, LINE 11	460.	460.	

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FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	4,600.	2,300.		2,300.	
TO FORM 990-PF, PG 1, LN 16B	4,600.	2,300.		2,300.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,954.	1,954.		0.	
EXCISE TAXES	15,000.	15,000.		0.	
TO FORM 990-PF, PG 1, LN 18	16,954.	16,954.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKER MANAGEMENT FEES	66,085.	33,042.		33,043.	
OFFICE EXPENSE	6,225.	0.		6,225.	
TO FORM 990-PF, PG 1, LN 23	72,310.	33,042.		39,268.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
CORRECTION OF MARKET VALUE IN EXCESS OF COST ON 2013 CONTRIBUTIONS	336,120.				
TOTAL TO FORM 990-PF, PART III, LINE 5	336,120.				

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PORTFOLIO OF STOCKS - SUNTRUST	12,418,845.	14,334,479.
1,278 SHARES OF DAIMLER AG	46,646.	105,307.
5,000 SHARES OF BANK NEW YORK MELLON CORP	137,781.	202,850.
4,374 SHARES OF BOEING CO	163,584.	568,533.
1,456 SHARES OF EXXON MOBILE CORP	25,553.	134,607.
45,000 SHARES OF REPUBLIC BANK	656,550.	1,112,400.
PORTFOLIO OF MUTUAL FUNDS - MORGAN STANLEY	3,939,023.	4,517,215.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,387,982.	20,975,391.

FORM 990-PF

EXPLANATION OF CASH SET-ASIDE  
PART XII, LINE 3B

STATEMENT 9

THE FOUNDATION'S BOARD OF DIRECTORS APPROVED A DONATION TO THE HEALING PLACE IN THE AMOUNT OF \$75,000 AS CONTRIBUTION TOWARDS THE BUILDING OF A NEW TREATMENT FACILITY FOR HEROIN ADDICTS. AS OF DECEMBER 31, 2014, THE PROJECT HAS NOT BEGUN. THE FOUNDATION WILL ISSUE THE MONEY TO THE HEALING PLACE WHEN CONSTRUCTION IS EXPECTED TO BEGIN.

Security Description	Account Number	ST/LT	Purchase Date	Date Sold	Quantity	Total Cost	Adjusted Cost	Sales Proceed	Gain/Loss
BAXTER INTL INC	034-010763	ST	2/13/2010	6/4/2014	248 00	15,612.82	15,612.82	18,101.85	2,489.03
BAXTER INTL INC Total						15,612.82	15,612.82	18,101.85	2,489.03
BLACKROCK FLOATING RT I NC INST	034-010763	ST	6/25/2014	10/17/2014	7,555.98	79,640.00	79,640.00	77,524.32	(2,115.68)
BLACKROCK FLOATING RT I NC INST	034-010763	ST	7/31/2014	10/17/2014	29 18	305.82	305.82	299.40	(6.42)
BLACKROCK FLOATING RT I NC INST	034-010763	ST	8/29/2014	10/17/2014	31 22	326.55	326.55	320.31	(6.24)
BLACKROCK FLOATING RT I NC INST	034-010763	ST	9/30/2014	10/17/2014	30 88	319.59	319.59	316.81	(2.78)
BLACKROCK FLOATING RT I NC INST Total						80,591.96	80,591.96	78,460.84	(2,131.12)
COLGATE PALMOLIVE CO	034-010763	ST	2/13/2010	7/29/2014	263 00	15,569.57	15,569.57	17,461.07	1,891.50
COLGATE PALMOLIVE CO Total						15,569.57	15,569.57	17,461.07	1,891.50
SEMPRA ENERGY	034-010763	ST	2/13/2010	12/14/2002	183 00	15,621.06	15,621.06	16,865.90	1,244.84
SEMPRA ENERGY Total						15,621.06	15,621.06	16,865.90	1,244.84
UNITED TECHNOLOGIES CORP	034-010763	ST	2/13/2010	5/16/2014	74 00	7,741.52	7,741.52	8,478.73	737.21
UNITED TECHNOLOGIES CORP Total						7,741.52	7,741.52	8,478.73	737.21
V F CORPORATION	034-010763	ST	2/13/2010	9/14/2004	316 00	15,428.70	15,428.70	18,556.68	3,127.98
V F CORPORATION Total						15,428.70	15,428.70	18,556.68	3,127.98
WILLIAMS CO INC	034-010763	ST	2/13/2010	11/14/2003	213 00	7,788.52	7,788.52	8,874.46	1,085.94
WILLIAMS CO INC	034-014058	ST	2/13/2010	12/14/2009	122 00	4,461.03	4,461.03	6,951.60	2,490.57
WILLIAMS CO INC Total						12,249.55	12,249.55	15,826.06	3,576.51
PIMCO TOTAL RETURN P	034-010763	ST	10/31/2013	10/17/2014	31 37	341.90	341.90	343.47	1.57
PIMCO TOTAL RETURN P	034-010763	ST	11/29/2013	10/17/2014	30 00	326.44	326.44	328.54	2.10
PIMCO TOTAL RETURN P	034-010763	ST	11/13/2012	10/17/2014	18 16	195.21	195.21	198.84	3.63
PIMCO TOTAL RETURN P	034-010763	ST	11/13/2012	10/17/2014	95 01	1,021.36	1,021.36	1,040.36	19.00
PIMCO TOTAL RETURN P	034-010763	ST	12/31/2013	10/17/2014	21 65	231.38	231.38	237.01	5.63
PIMCO TOTAL RETURN P	034-010763	ST	1/31/2014	10/17/2014	21 65	234.27	234.27	237.09	2.82
PIMCO TOTAL RETURN P	034-010763	ST	2/28/2014	10/17/2014	23 92	259.73	259.73	261.88	2.15
PIMCO TOTAL RETURN P	034-010763	ST	3/31/2014	10/17/2014	28 28	304.90	304.90	309.71	4.81
PIMCO TOTAL RETURN P	034-010763	ST	4/30/2014	10/17/2014	29 88	323.90	323.90	327.19	3.29
PIMCO TOTAL RETURN P	034-010763	ST	5/30/2014	10/17/2014	38 33	419.69	419.69	419.83	0.14
PIMCO TOTAL RETURN P Total						3,658.78	3,658.78	3,703.92	45.14
ALEXION PHARM INC	034-013191	ST	11/14/2002	12/24/2014	7 00	1,222.18	1,222.18	1,285.53	63.35
ALEXION PHARM INC Total						1,222.18	1,222.18	1,285.53	63.35
ALLERGAN INC	034-013191	ST	11/14/2002	3/26/2014	72 00	8,832.96	8,832.96	8,849.11	16.15
ALLERGAN INC Total						8,832.96	8,832.96	8,849.11	16.15
Baidu Inc ADS	034-013191	ST	2/11/2014	7/22/2014	5 00	832.50	832.50	994.59	162.09
Baidu Inc ADS Total						832.50	832.50	994.59	162.09
BRISTOL MYERS SQUI BB CO	034-013191	ST	11/14/2002	2/13/2014	1 00	52.80	52.80	53.34	0.54
BRISTOL MYERS SQUI BB CO Total						52.80	52.80	53.34	0.54
CELGENE CORP	034-013191	ST	11/14/2002	2/13/2014	1 00	160.15	160.15	165.04	4.89
CELGENE CORP	034-013191	ST	11/14/2002	10/24/2014	6 00	480.46	480.46	616.89	136.43
CELGENE CORP Total						640.61	640.61	781.93	141.32
COGNIZANT TECH SOLUTIONS CL A	034-013191	ST	11/14/2002	12/30/2014	10 00	489.84	489.84	532.60	42.76
COGNIZANT TECH SOLUTIONS CL A Total						489.84	489.84	532.60	42.76
DISCOVERY COMMUNICATIONS SER A	034-013191	ST	11/14/2002	11/17/2014	131 00	5,521.76	5,521.76	4,287.64	(1,234.12)
DISCOVERY COMMUNICATIONS SER A	034-013191	ST	3/20/2014	11/17/2014	25 00	1,061.16	1,061.16	818.25	(242.91)

DISCOVERY COMMUNICATIONS SER A	034-013191	ST	10/14/2010	11/17/2014	14 00	499 71	499 71	458 22	(41 49)
DISCOVERY COMMUNICATIONS SER A						7,082.63	7,082.63	5,564 11	(1,518.52)
DISCOVERY COMMUNICATIONS SER C	034-013191	ST	11/14/2002	11/17/2014	131 00	5,377 89	5,377 89	4,158 74	(1,219 15)
DISCOVERY COMMUNICATIONS SER C	034-013191	ST	3/20/2014	11/17/2014	25 00	1,033 52	1,033 52	793 65	(239 87)
DISCOVERY COMMUNICATIONS SER C	034-013191	ST	10/14/2010	11/17/2014	14 00	489 22	489 22	444 45	(44 77)
DISCOVERY COMMUNICATIONS SER C						6,900.63	6,900.63	5,396.84	(1,503.79)
EOG RESOURCES INC	034-013191	ST	11/14/2002	11/14/2004	45 00	3,946 61	3,946 61	4,450 74	504 13
EOG RESOURCES INC	034-013191	ST	11/14/2002	6/14/2005	99 00	8,682 55	8,682 55	10,245 13	1,562 58
EOG RESOURCES INC Total						12,629.16	12,629.16	14,695.87	2,066.71
FACEBOOK INC CL-A	034-013191	ST	11/14/2002	2/13/2014	5 00	324 33	324 33	334 14	9 81
FACEBOOK INC CL-A	034-013191	ST	11/14/2002	2/24/2014	59 00	3,827 09	3,827 09	4,200 60	373 51
FACEBOOK INC CL-A	034-013191	ST	11/14/2002	7/28/2014	26 00	1,686 52	1,686 52	1,942 17	255 65
FACEBOOK INC CL-A	034-013191	ST	11/14/2002	11/18/2014	6 00	389 20	389 20	447 06	57 86
FACEBOOK INC CL-A Total						6,227.14	6,227.14	6,923.97	696.83
FASTENAL CO	034-013191	ST	11/14/2002	2/13/2014	1 00	44 91	44 91	44 79	(0 12)
FASTENAL CO	034-013191	ST	11/14/2002	11/18/2014	25 00	1,122 68	1,122 68	1,113 99	(8 69)
FASTENAL CO	034-013191	ST	11/14/2002	11/24/2014	10 00	449 07	449 07	451 98	2 91
FASTENAL CO Total						1,616.66	1,616.66	1,610.76	(5.90)
FMC TECHNOLOGIES INC	034-013191	ST	11/14/2002	2/13/2014	1 00	50 36	50 36	51 85	1 49
FMC TECHNOLOGIES INC	034-013191	ST	11/14/2002	4/15/2014	19 00	956 83	956 83	1,009 29	52 46
FMC TECHNOLOGIES INC	034-013191	ST	11/14/2002	5/14/2005	32 00	1,611 50	1,611 50	1,807 47	195 97
FMC TECHNOLOGIES INC	034-013191	ST	11/14/2002	6/19/2014	30 00	1,510 78	1,510 78	1,791 13	280 35
FMC TECHNOLOGIES INC	034-013191	ST	11/14/2002	7/28/2014	40 00	2,014 38	2,014 38	2,528 10	513 72
FMC TECHNOLOGIES INC	034-013191	ST	11/14/2002	11/18/2014	10 00	503 59	503 59	549 67	46 08
FMC TECHNOLOGIES INC Total						6,647.44	6,647.44	7,737.51	1,090.07
FRANKLIN RESOURCES INC	034-013191	ST	11/14/2002	7/14/2003	147 00	7,827 75	7,827 75	7,919 97	92 22
FRANKLIN RESOURCES INC Total						7,827.75	7,827.75	7,919.97	92.22
GILEAD SCIENCE	034-013191	ST	11/14/2002	9/14/2006	23 00	1,882 73	1,882 73	1,819 04	(63 69)
GILEAD SCIENCE	034-013191	ST	11/14/2002	11/14/2007	16 00	1,309 72	1,309 72	1,416 52	106 80
GILEAD SCIENCE	034-013191	ST	11/14/2002	9/26/2014	51 00	4,174 75	4,174 75	5,516 61	1,341 86
GILEAD SCIENCE	034-013191	ST	11/14/2002	10/27/2014	11 00	900 44	900 44	1,234 21	333 77
GILEAD SCIENCE	034-013191	ST	11/14/2002	3/14/2012	70 00	5,730 04	5,730 04	7,040 01	1,309 97
GILEAD SCIENCE Total						13,997.68	13,997.68	17,026.39	3,028.71
GOOGLE INC CL C	034-013191	ST	11/14/2002	8/28/2014	13 00	7,733 27	7,733 27	7,429 96	(303 31)
GOOGLE INC CL C Total						7,733.27	7,733.27	7,429.96	(303.31)
GOOGLE INC-CL A	034-013191	ST	11/14/2002	8/28/2014	13 00	7,758 05	7,758 05	7,576 09	(181.96)
GOOGLE INC-CL A Total						7,758.05	7,758.05	7,576.09	(181.96)
ILLUMINA INC	034-013191	ST	11/14/2002	6/19/2014	5 00	806 49	806 49	859 42	52 93
ILLUMINA INC Total						806.49	806.49	859.42	52.93
MERCADOLIBRE INC	034-013191	ST	11/14/2002	2/13/2014	1 00	96 03	96 03	95 60	(0 43)
MERCADOLIBRE INC	034-013191	ST	11/14/2002	5/22/2014	134 00	12,868 17	12,868 17	11,289 37	(1,578 80)
MERCADOLIBRE INC	034-013191	ST	2/14/2004	5/22/2014	20 00	1,905 39	1,905 39	1,684 98	(220 41)
MERCADOLIBRE INC	034-013191	ST	2/14/2010	12/14/2011	4 00	443 47	443 47	544 76	101 29
MERCADOLIBRE INC Total						15,313.06	15,313.06	13,614.71	(1,698.35)
MICHAEL KORS HOLDINGS LTD	034-013191	ST	11/14/2002	2/13/2014	4 00	381 00	381 00	394 23	13 23
MICHAEL KORS HOLDINGS LTD	034-013191	ST	11/14/2002	4/14/2006	10 00	952 50	952 50	942 50	(10 00)

MICHAEL KORS HOLDINGS LTD	034-013191	ST	11/14/2002	8/14/2007	22.00	2,095.50	2,095.50	1,980.30	(115.20)
MICHAEL KORS HOLDINGS LTD Total						3,429.00	3,429.00	3,317.03	(111.97)
MONSANTO CO/NEW	034-013191	ST	11/14/2002	10/27/2014	7.00	779.80	779.80	790.29	10.49
MONSANTO CO/NEW	034-013191	ST	11/14/2002	12/26/2014	8.00	891.21	891.21	966.26	75.05
MONSANTO CO/NEW	034-013191	ST	11/14/2002	12/30/2014	10.00	1,114.01	1,114.01	1,208.37	94.36
MONSANTO CO/NEW Total						2,785.02	2,785.02	2,964.92	179.90
PHARMACYCLICS INC	034-013191	ST	11/14/2002	2/13/2014	1.00	132.21	132.21	139.72	7.51
PHARMACYCLICS INC	034-013191	ST	11/14/2002	11/24/2014	6.00	793.27	793.27	850.17	56.90
PHARMACYCLICS INC Total						925.48	925.48	989.89	64.41
PRECISION CASTPARTS CORP	034-013191	ST	11/14/2002	2/21/2014	3.00	787.15	787.15	770.06	(17.09)
PRECISION CASTPARTS CORP	034-013191	ST	11/14/2002	7/28/2014	15.00	3,935.75	3,935.75	3,496.88	(438.87)
PRECISION CASTPARTS CORP Total						4,722.90	4,722.90	4,266.94	(455.96)
PRICELINE COM INC NEW	034-013191	ST	11/14/2002	2/13/2014	1.00	1,214.71	1,214.71	1,277.97	63.26
PRICELINE.COM INC NEW Total						1,214.71	1,214.71	1,277.97	63.26
RED HAT INC	034-013191	ST	11/14/2002	3/24/2014	52.00	2,993.64	2,993.64	2,948.07	(45.57)
RED HAT INC	034-013191	ST	11/14/2002	10/14/2010	228.00	13,125.96	13,125.96	12,806.04	(319.92)
RED HAT INC Total						16,119.60	16,119.60	15,754.11	(365.49)
SALESFORCE COM,INC	034-013191	ST	11/14/2002	2/13/2014	2.00	122.94	122.94	125.30	2.36
SALESFORCE COM,INC	034-013191	ST	11/14/2002	2/26/2014	28.00	1,721.19	1,721.19	1,782.24	61.05
SALESFORCE.COM,INC. Total						1,844.13	1,844.13	1,907.54	63.41
SPLUNK INC	034-013191	ST	2/25/2014	5/19/2014	47.00	4,367.72	4,367.72	2,085.74	(2,281.98)
SPLUNK INC	034-013191	ST	10/14/2003	5/19/2014	25.00	2,129.65	2,129.65	1,109.44	(1,020.21)
SPLUNK INC	034-013191	ST	3/21/2014	5/19/2014	34.00	2,903.45	2,903.45	1,508.84	(1,394.61)
SPLUNK INC	034-013191	ST	3/26/2014	5/19/2014	22.00	1,638.41	1,638.41	976.30	(662.11)
SPLUNK INC	034-013191	ST	3/27/2014	5/19/2014	6.00	438.06	438.06	266.26	(171.80)
SPLUNK INC	034-013191	ST	1/14/2004	5/19/2014	12.00	881.82	881.82	532.53	(349.29)
SPLUNK INC	034-013191	ST	4/14/2014	5/19/2014	10.00	598.92	598.92	443.78	(155.14)
SPLUNK INC	034-013191	ST	8/14/2007	12/14/2011	30.00	1,431.39	1,431.39	2,042.20	610.81
SPLUNK INC	034-013191	ST	8/14/2007	11/24/2014	6.00	286.28	286.28	401.64	115.36
SPLUNK INC Total						14,675.70	14,675.70	9,366.73	(5,308.97)
TESLA MOTORS INC	034-013191	ST	11/14/2002	2/13/2014	12.00	2,391.48	2,391.48	2,401.87	10.39
TESLA MOTORS INC	034-013191	ST	11/14/2002	2/19/2014	6.00	1,195.74	1,195.74	1,178.01	(17.73)
TESLA MOTORS INC	034-013191	ST	11/14/2002	2/21/2014	3.00	597.87	597.87	631.46	33.59
TESLA MOTORS INC	034-013191	ST	11/14/2002	4/14/2014	6.00	1,195.74	1,195.74	1,211.55	15.81
TESLA MOTORS INC	034-013191	ST	11/14/2002	4/14/2006	16.00	3,188.64	3,188.64	3,260.46	71.82
TESLA MOTORS INC	034-013191	ST	11/14/2002	7/14/2007	5.00	996.45	996.45	1,118.55	122.10
TESLA MOTORS INC	034-013191	ST	11/14/2002	8/14/2014	6.00	1,195.74	1,195.74	1,561.61	365.87
TESLA MOTORS INC	034-013191	ST	11/14/2002	10/27/2014	1.00	199.29	199.29	224.83	25.54
TESLA MOTORS INC Total						10,960.95	10,960.95	11,588.34	627.39
TJX COS INC NEW	034-013191	ST	11/14/2002	9/24/2014	59.00	3,545.89	3,545.89	3,568.45	22.56
TJX COS INC NEW	034-013191	ST	11/14/2002	10/21/2014	156.00	9,375.59	9,375.59	9,698.49	322.90
TJX COS INC NEW	034-013191	ST	4/14/2006	10/21/2014	29.00	1,573.21	1,573.21	1,802.92	229.71
TJX COS INC NEW Total						14,494.69	14,494.69	15,069.86	575.17
TRACTOR SUPPLY CO	034-013191	ST	7/16/2014	12/24/2014	42.00	2,556.89	2,556.89	3,257.57	700.68
TRACTOR SUPPLY CO Total						2,556.89	2,556.89	3,257.57	700.68
VERTEX PHARMACEUTICALS	034-013191	ST	11/14/2002	2/13/2014	5.00	422.85	422.85	424.49	1.64

VERTEX PHARMACEUTICALS	034-013191	ST	11/14/2002	6/26/2014	46 00	3,890.19	3,890.19	4,202.48	312.29
VERTEX PHARMACEUTICALS	034-013191	ST	11/14/2002	12/15/2014	7 00	591.99	591.99	796.04	204.05
VERTEX PHARMACEUTICALS	034-013191	ST	11/14/2002	12/24/2014	11 00	930.26	930.26	1,254.64	324.38
VERTEX PHARMACEUTICALS Total						5,835.29	5,835.29	6,677.65	842.36
VISA INC CL A	034-013191	ST	11/14/2002	11/12/2014	5 00	1,113.26	1,113.26	1,258.10	144.84
VISA INC CL A Total						1,113.26	1,113.26	1,258.10	144.84
VMWARE INC CLASS A	034-013191	ST	11/14/2002	3/21/2014	26 00	2,426.27	2,426.27	2,858.98	432.71
VMWARE INC CLASS A	034-013191	ST	11/14/2002	4/15/2014	16 00	1,493.09	1,493.09	1,608.75	115.66
VMWARE INC CLASS A	034-013191	ST	11/14/2002	4/22/2014	8 00	746.54	746.54	841.49	94.95
VMWARE INC CLASS A Total						4,665.90	4,665.90	5,309.22	643.32
ABBVIE INC COM	034-014058	ST	12/17/2013	2/14/2012	306 00	16,361.82	16,361.82	21,031.89	4,670.07
ABBVIE INC COM Total						16,361.82	16,361.82	21,031.89	4,670.07
APPLE INC	034-014058	ST	2/13/2010	12/14/2009	44 00	3,075.79	3,075.79	4,449.18	1,373.39
APPLE INC Total						3,075.79	3,075.79	4,449.18	1,373.39
BLACKROCK INC	034-014058	ST	2/13/2010	12/14/2009	3 00	809.82	809.82	986.42	176.60
BLACKROCK INC Total						809.82	809.82	986.42	176.60
CDK GLOBAL INC COM	034-014058	ST	12/14/2002	9/30/2014	0 67	19.15	19.15	19.23	0.08
CDK GLOBAL INC COM	034-014058	ST	12/14/2002	6/14/2010	68 00	1,949.34	1,949.34	2,002.55	53.21
CDK GLOBAL INC COM	034-014058	ST	12/14/2009	6/14/2010	1 00	31.58	31.58	29.45	(2.13)
CDK GLOBAL INC COM Total						2,000.07	2,000.07	2,051.23	51.16
JPMORGAN CHASE & CO	034-014058	ST	2/13/2010	9/12/2014	6 00	312.47	312.47	360.25	47.78
JPMORGAN CHASE & CO Total						312.47	312.47	360.25	47.78
NEXTERA ENERGY INC COM	034-014058	ST	2/13/2010	12/14/2009	12 00	961.68	961.68	1,143.57	181.89
NEXTERA ENERGY INC COM Total						961.68	961.68	1,143.57	181.89
QUALCOMM INC	034-014058	ST	2/13/2010	9/12/2014	231 00	15,580.93	15,580.93	17,485.57	1,904.64
QUALCOMM INC Total						15,580.93	15,580.93	17,485.57	1,904.64
SEADRI LL LTD	034-014058	ST	12/14/2009	2/14/2012	99 00	3,153.15	3,153.15	1,382.29	(1,770.86)
SEADRI LL LTD Total						3,153.15	3,153.15	1,382.29	(1,770.86)
BANK OF NEW YORK MELLON CORP	034-010763	LT	12/28/2009	3/14/2002	2,695 00	103,551.42	103,551.42	84,974.83	(18,576.59)
BANK OF NEW YORK MELLON CORP Total						103,551.42	103,551.42	84,974.83	(18,576.59)
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	160 00	1,793.39	1,793.39	2,323.18	529.79
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	125 00	1,401.08	1,401.08	1,814.98	413.90
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	128 00	1,434.71	1,434.71	1,858.54	423.83
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	121 00	1,356.25	1,356.25	1,756.90	400.65
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	79 00	885.48	885.48	1,147.07	261.59
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	87 00	975.15	975.15	1,263.23	288.08
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	3/14/2002	2,700 00	30,263.41	30,263.41	39,203.58	8,940.17
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	4/14/2002	3,655 00	40,967.69	40,967.69	54,105.48	13,137.79
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	9/15/2014	#####	152,942.29	152,942.29	225,545.50	72,603.21
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	9/15/2014	97 00	1,087.24	1,087.24	1,603.36	516.12
FORD MOTOR CO NEW	034-010763	LT	7/10/2006	9/15/2014	106 00	1,188.12	1,188.12	1,752.14	564.02
FORD MOTOR CO NEW Total						234,294.81	234,294.81	332,373.96	98,079.15
GENERAL MTRS CO	034-010763	LT	1/31/2011	11/14/2009	700 00	25,497.46	25,497.46	23,479.58	(2,017.88)
GENERAL MTRS CO Total						25,497.46	25,497.46	23,479.58	(2,017.88)
HARBOR INTERNATIONAL INST	034-010763	LT	1/22/2013	6/25/2014	573 64	36,225.17	36,225.17	42,472.08	6,246.91



[illegible]

PIMCO TOTAL RETURN P	034-010763	LT	8/30/2013	10/17/2014	36 64	390 21	390 21	401 20	10 99
PIMCO TOTAL RETURN P	034-010763	LT	9/30/2013	10/17/2014	27 97	302 67	302 67	306 30	3 63
PIMCO TOTAL RETURN P Total						187,423.58	187,423.58	185,833.40	(1,590.18)
SPDR GOLD TR GOLD SHS	034-010763	LT	1/22/2013	3/20/2014	536 00	87,778.31	87,778.31	68,472.48	(19,305.83)
SPDR GOLD TR GOLD SHS Total						87,778.31	87,778.31	68,472.48	(19,305.83)
TOYOTA MOTOR CP ADR NEW	034-010763	LT	12/10/2003	3/14/2002	530 00	61,674.70	61,674.70	60,087.22	(1,587.48)
TOYOTA MOTOR CP ADR NEW	034-010763	LT	12/10/2003	4/14/2002	420 00	48,874.29	48,874.29	47,018.18	(1,856.11)
TOYOTA MOTOR CP ADR NEW	034-010763	LT	12/10/2003	4/14/2002	218 00	16,558.24	16,558.24	24,404.67	7,846.43
TOYOTA MOTOR CP ADR NEW	034-010763	LT	12/10/2003	6/25/2014	469 00	35,623.01	35,623.01	54,830.70	19,207.69
TOYOTA MOTOR CP ADR NEW Total						162,730.24	162,730.24	186,340.77	23,610.53
WILLIAM BLAIR INTL GROWTH I	034-010763	LT	1/22/2013	6/25/2014	1,544 03	36,022.09	36,022.09	42,476.12	6,454.03
WILLIAM BLAIR INTL GROWTH I Total						36,022.09	36,022.09	42,476.12	6,454.03
SEADRILL LTD	034-014058	LT	2/13/2010	2/14/2012	167 00	7,781.38	7,781.38	2,331.75	(5,449.63)
SEADRILL LTD Total						7,781.38	7,781.38	2,331.75	(5,449.63)
TELUS CORP NEW	034-014058	LT	10/23/2013	2/14/2012	236 00	8,314.28	8,314.28	8,729.70	415.42
TELUS CORP NEW Total						8,314.28	8,314.28	8,729.70	415.42
Grand Total						1,521,363.06	1,521,363.06	1,715,448.04	194,084.98

SAM SWOPE FAMILY FOUNDATION INC

EIN: 92-0186097

TAX YEAR: 12/31/2014

Exhibit I - Distributable Amounts per IRS Section 4942(d)

2013	788,425
2012	577,427
2011	448,546
2010	330,767
2009	289,641
2008	337,917
2007	332,457
2006	265,245
2005	242,595
2004	172,942
2003	85,667

Exhibit II - Amounts Distributed in Cash

2013	856,482
2012	579,087
2011	466,939
2010	330,641
2009	280,075
2008	339,663
2007	317,465
2006	254,663
2005	254,372
2004	189,539
2003	100,322