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Prepared by DATE MAY 13 2016

307 E 6th Ave
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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation ROOP FAMILY FOUNDATION, INC.		A Employer identification number 20-5886802
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 101 N. MAIN STREET 2ND FLOOR		B Telephone number (see instructions) 859-288-4633
City or town, state or province, country, and ZIP or foreign postal code VERSAILLES, KY 40383		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) \$ 12,317,555.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	9,871,096.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	298,515.	146,496.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,328.			
	b Gross sales price for all assets on line 6a	6,759,107.			
	7 Capital gain net income (from Part IV, line 2)		22,328.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	10,191,939.	168,824.		
	13 Compensation of officers, directors, trustees, etc.	71,670.			71,670.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT. 2	14,088.			NONE
	b Accounting fees (attach schedule) STMT. 3	1,716.			NONE
	c Other professional fees (attach schedule) STMT. 4	69,908.			NONE
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 5	15,892.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	654.	654.	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 6	6,889.	6,889.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	180,817.	100,735.	NONE	71,670.
	25 Contributions, gifts, grants paid	114,450.			114,450.
	26 Total expenses and disbursements Add lines 24 and 25	295,267.	100,735.	NONE	186,120.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	9,896,672.			
	b Net investment income (if negative, enter -0-)		68,089.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	79,573.	1,073,916.	1,073,916.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7	655,938.	5,491,931.	6,123,818.	
	c	Investments - corporate bonds (attach schedule) . STMT 10	968,044.	5,009,613.	5,119,821.	
	Liabilities	11	Investments - land, buildings, and equipment: basis			
		Less: accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,703,555.	11,575,460.	12,317,555.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		NONE		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,703,555.	11,575,460.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	1,703,555.	11,575,460.		
31	Total liabilities and net assets/fund balances (see instructions)	1,703,555.	11,575,460.			

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)	1,703,555.
2	Enter amount from Part I, line 27a	9,896,672.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	11,600,227.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	24,767.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	11,575,460.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 6,759,107.		6,736,779.	22,328.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			22,328.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	22,328.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

(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))
2014	40,500.	1,841,280.	0.021996
2013	NONE	1,390,588.	NONE
2012	125,000.	1,338,737.	0.093372
2011	60,000.	1,339,562.	0.044791
2010	17,500.	1,278,363.	0.013689
2 Total of line 1, column (d)			2 0.173848
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.034770
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 11,389,544.
5 Multiply line 4 by line 3			5 396,014.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 681.
7 Add lines 5 and 6			7 396,695.
8 Enter qualifying distributions from Part XII, line 4			8 186,120.
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)	1	1,362.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		
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	
3	Add lines 1 and 2.	3	1,362.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,362.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015.	6a	1,384.
b	Exempt foreign organizations - tax withheld at source.	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868).	6c	NONE
d	Backup withholding erroneously withheld.	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,384.
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	22.
11	Enter the amount of line 10 to be. Credited to 2016 estimated tax <input type="checkbox"/> 22. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) ► 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	X	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 <u>N/A</u>	X	
14 The books are in care of <u>SEE STATEMENT 15</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></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
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country <u></u>		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 checked="" type="checkbox"/> Yes <input 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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)? ☐ **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? ☐ 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? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EARL E. ROOP, JR. 131 STEEPLE CIRCLE, JUPITER, FL 33458	DIRECTOR AND PRE 40	71,670.	-0-	-0-
WILLIAM E. VENTERS, JR. P. O. BOX 910306, LEXINGTON, KY 40591	DIRECTOR AND TRE 5	-0-	-0-	-0-
R. TRACY OSBORNE 100 EAST VINE ST, STE 501, LEXINGTON, KY 40507	TREASURER/SECRET 1	-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	10,602,598.
b	Average of monthly cash balances	1b	960,391.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,562,989.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,562,989.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	173,445.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,389,544.
6	Minimum investment return. Enter 5% of line 5	6	569,477.

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	569,477.
2a	Tax on investment income for 2015 from Part VI, line 5 2a		1,362.
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,362.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	568,115.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	568,115.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	568,115.

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	186,120.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	186,120.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	186,120.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				568,115.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.			NONE	
b Total for prior years. 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	9,450.			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	9,450.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>186,120.</u>				
a Applied to 2014, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				186,120.
e Remaining amount distributed out of corpus. . .	NONE			
f Total of lines 4a through 4e	9,450.			9,450.
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				372,545.
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2011 . . .	NONE			
b Excess from 2012 . . .	NONE			
c Excess from 2013 . . .	NONE			
d Excess from 2014 . . .	NONE			
e Excess from 2015 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

EARL E. ROOP

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
KY UNITED METHODIST CHILDREN HOME P O BPX 749 VERSAILLES KY 40383	NONE	PC	GENERAL SUPPORT	110,000.
COATS FOR KIDS FOUNDATION P O BOX 4 PIKEVILLE KY 41502	NONE	PC	GENERAL SUPPORT	1,250.
JENNY WILEY THEATER P O BOX PIKEVILLE KY	NONE	PC	GENERAL SUPPORT	3,200.
Total			▶ 3a	114,450.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments					NONE	
4 Dividends and interest from securities				14	298,515.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property . .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	22,328.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue. a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					320,843.	
13 Total. Add line 12, columns (b), (d), and (e)					13	320,843.

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

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

[illegible]

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

2015

Name of the organization

Employer identification number

ROOP FAMILY FOUNDATION, INC.

20-5886802

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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).

Name of organization
ROOP FAMILY FOUNDATION, INC.

Employer identification number
20-5886802

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	EARL ROOP REVOCABLE TRUST C/O EARL ROOP, JR EXECUTOR/TRUSTEE JUPITER, FL 33458	\$ 9,871,096.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

2015 Roop Family Foundation -Additions Feb 2015
Assets Transferred from Earl Roop Revocable Trust

Asset ID	# Shs/PV	Asset Name	Explanation	Principal Cash	Cost Basis
00206R102	2,950	AT & T INC	FREE RECEIPT	\$0.00	\$101,045.39
026874784	2,350	AMERICAN INTERNATIONAL	FREE RECEIPT	\$0.00	\$114,735.80
037833100	900	APPLE COMPUTER INC	FREE RECEIPT	\$0.00	\$86,470.80
098825XQ0	200,000	BOONE CNTY KY 4.125%	FREE RECEIPT	\$0.00	\$200,608.00
108151L66	35,000	BRIDGEPORT CT 4.500%	FREE RECEIPT	\$0.00	\$36,895.26
120280QB1	50,000	BULLITT CNTY KY SCH 4.750%	FREE RECEIPT	\$0.00	\$50,601.50
12514G108	1,400	CDW CORP	FREE RECEIPT	\$0.00	\$47,243.39
170704MR8	250,000	CHRISTIAN CNTY KY 4.000%	FREE RECEIPT	\$0.00	\$254,173.55
172967424	3,020	CITIGROUP INC	FREE RECEIPT	\$0.00	\$150,740.83
177475AW0	200,000	CITRUS CNTY FL WTR 4.500% 10/01/32	FREE RECEIPT	\$0.00	\$188,526.00
191216100	2,150	COCA COLA CO	FREE RECEIPT	\$0.00	\$81,346.44
204149108	15,053	COMMUNITY TRUST BANCORP INC	FREE RECEIPT	\$0.00	\$451,005.16
218183EN7	100,000	CORBIN KY INDEP SCH 4.000%	FREE RECEIPT	\$0.00	\$96,571.00
253393102	2,015.00	DICKS SPORTING GOODS INC	FREE RECEIPT	\$0.00	\$90,520.88
30231G102	1,150	EXXON MOBIL CORP	FREE RECEIPT	\$0.00	\$101,177.87
312432QK6	50,000	FAYETTE CNTY KY SCH 4.000%	FREE RECEIPT	\$0.00	\$52,137.50
31946M103	250	FIRST CTZNS BANCSHARES INC CL	FREE RECEIPT	\$0.00	\$51,090.63
302491303	1,605	FMC CORP	FREE RECEIPT	\$0.00	\$102,233.66
369604103	5,200	GENERAL ELECTRIC CORP	FREE RECEIPT	\$0.00	\$121,874.16
37045V100	4,050	GENERAL MOTORS CO	FREE RECEIPT	\$0.00	\$146,833.17
38141W232	267,690.80	GOLDMAN SACHS FIN SQ MMKT-FS	FREE RECEIPT	\$0.00	\$267,690.80
38144N593	8,087.733	GOLDMAN SACHS INTERNATIONAL	FREE RECEIPT	\$0.00	\$85,231.27
38259P706	233	GOOGLE INC CLASS C	FREE RECEIPT	\$0.00	\$125,224.64
40412C101	650	HCA HOLDINGS INC	FREE RECEIPT	\$0.00	\$47,629.30
411511306	1,218.83	HARBOR INTERNATIONAL FUND	FREE RECEIPT	\$0.00	\$80,946.23
411873NV0	35,000	HARDIN CNTY KY SCH 4.625%	FREE RECEIPT	\$0.00	\$36,463.33
426569JN0	200,000	HENRY CNTY KY 4.500%	FREE RECEIPT	\$0.00	\$204,685.47

2015 Roop Family Foundation -Additions Feb 2015
Assets Transferred from Earl Roop Revocable Trust

Asset ID	# Shs/PV	Asset Name	Explanation	Principal Cash	Cost Basis
464286533	1,435	ISHA MSCI EMERG MKT MIN VOL	FREE RECEIPT	\$0.00	\$81,421.25
46625H100	2,250	JP MORGAN CHASE & CO	FREE RECEIPT	\$0.00	\$118,442.75
47689RSV2	35,000	JESSAMINE CNTY KY 3.000%	FREE RECEIPT	\$0.00	\$34,682.31
478160104	1,425	JOHNSON & JOHNSON	FREE RECEIPT	\$0.00	\$124,634.25
49118NDY8	100,000	KENTUCKY ST ASSET 4.000%	FREE RECEIPT	\$0.00	\$96,172.00
49118NEM3	40,000	KENTUCKY ST ASSET 3.750%	FREE RECEIPT	\$0.00	\$41,312.69
49119GAT6	200,000	KENTUCKY ASSET 4.450%	FREE RECEIPT	\$0.00	\$206,141.03
49130TLH7	200,000	KENTUCKY HSG CORP 3.950%	FREE RECEIPT	\$0.00	\$202,907.96
491325HD1	35,000	KENTUCKY ST SCH 3.000%	FREE RECEIPT	\$0.00	\$34,732.95
49140MB73	35,000	KENTUCKY ST RURAL 3.100%	FREE RECEIPT	\$0.00	\$34,982.50
49151E7R8	250,000	KENTUCKY ST 4.000% 8/01/24	FREE RECEIPT	\$0.00	\$249,450.09
49151EF24	200,000	KENTUCKY ST PROPERTY 4.000%	FREE RECEIPT	\$0.00	\$211,873.58
49151EU92	200,000	KENTUCKY ST PPTY 5.500%	FREE RECEIPT	\$0.00	\$211,033.97
491552SV8	250,000	KENTUCKY ST TPK 4.250%	FREE RECEIPT	\$0.00	\$260,640.70
491552WG6	250,000	KENTUCKY ST TPK AUTH 4.250%	FREE RECEIPT	\$0.00	\$255,250.69
499463JT5	200,000	KNOX CNTY KY SCH 4.250%	FREE RECEIPT	\$0.00	\$201,672.00
500472303	4,500	KONINKLIJKE PHILIPS NV-ADR	FREE RECEIPT	\$0.00	\$144,178.98
516408HM6	35,000	LANSING MI CMNTY CLG 5.000%	FREE RECEIPT	\$0.00	\$38,140.51
51864LAN1	200,000	LAUREL CNTY KY 4.300%	FREE RECEIPT	\$0.00	\$203,255.59
52348LCS2	75,000	LEE CNTY FL CAPITAL 4.375%	FREE RECEIPT	\$0.00	\$77,721.75
528906JZ4	200,000	LEXINGTON-FAYETTE KY 4.000%	FREE RECEIPT	\$0.00	\$208,306.27
528906KF6	250,000	LEXINGTON-FAYETTE KY 4.125%	FREE RECEIPT	\$0.00	\$252,242.50
528906KK5	100,000	LEXINGTON-FAYE KY 4.250%	FREE RECEIPT	\$0.00	\$94,561.00
55616P104	1,575	MACY'S INC	FREE RECEIPT	\$0.00	\$89,881.54
557250YE1	35,000	MADISON CNTY KY SCH 2.000%	FREE RECEIPT	\$0.00	\$33,796.00
570535104	90	MARKEL CORPORATION	FREE RECEIPT	\$0.00	\$46,845.45
577125875	3,121.69	MATTHEWS EMERGING ASIA-INS	FREE RECEIPT	\$0.00	\$35,400.00

2015 Roop Family Foundation -Additions Feb 2015
Assets Transferred from Earl Roop Revocable Trust

Asset ID	# Shs/PV	Asset Name	Explanation	Principal Cash	Cost Basis
579822CR6	35,000	MCCRACKEN CNTY KY 3.250%	FREE RECEIPT	\$0.00	\$34,895.00
579832LD6	35,000	MCCRACKEN CNTY KY 3.000%	FREE RECEIPT	\$0.00	\$34,420.40
587825GR5	100,000	MERCER CNTY KY SCH 4.250%	FREE RECEIPT	\$0.00	\$100,431.00
594918104	2,575	MICROSOFT CORP	FREE RECEIPT	\$0.00	\$81,585.48
640345TX2	35,000	NELSON CNTY KY SCH 3.000%	FREE RECEIPT	\$0.00	\$34,682.90
641069406	1,600	NESTLE SA SPONS ADR	FREE RECEIPT	\$0.00	\$105,489.38
64110D104	2,125	NETAPP INC	FREE RECEIPT	\$0.00	\$85,418.29
665304AU5	250,000	NORTHERN KY UNIV 4.300%	FREE RECEIPT	\$0.00	\$246,816.25
66987V109	1,075	NOVARTIS AG SPONS ADR	FREE RECEIPT	\$0.00	\$83,907.99
674564EU9	125,000	OCALA FL 4.375% 10/01/26	FREE RECEIPT	\$0.00	\$125,196.25
686504AX9	200,000	ORLANDO FL URBAN CDD 4.500%	FREE RECEIPT	\$0.00	\$172,566.00
690689HD9	35,000	OWEN CNTY KY SCH 1.400%	FREE RECEIPT	\$0.00	\$35,000.00
691026GF9	200,000	OWENSBORO KY SCH 4.375%	FREE RECEIPT	\$0.00	\$204,064.95
693656100	780	PVH CORP	FREE RECEIPT	\$0.00	\$95,232.95
742718109	1,900	PROCTER & GAMBLE COMPANY	FREE RECEIPT	\$0.00	\$147,410.99
7591EP100	5,450	REGIONS FINANCIAL CORP	FREE RECEIPT	\$0.00	\$54,467.40
780259206	1,170	ROYAL DUTCH-ADR A	FREE RECEIPT	\$0.00	\$77,304.61
80105N105	2,600	SANOFI SPONS ADR	FREE RECEIPT	\$0.00	\$126,050.50
809545TY2	125,000	SCOTT CNTY KY SCH 2.125%	FREE RECEIPT	\$0.00	\$104,352.50
828359109	3,650	SILVERCREST ASSET	FREE RECEIPT	\$0.00	\$48,216.67
89151E109	1,575	TOTAL S.A. SPONS ADR	FREE RECEIPT	\$0.00	\$88,492.11
904784709	3,125	UNILEVER NV NY SHARE F	FREE RECEIPT	\$0.00	\$118,322.40
91324P102	1,015	UNITEDHEALTH GROUP INC	FREE RECEIPT	\$0.00	\$75,010.22
92210H105	2,835	VANTIV INC -CL A	FREE RECEIPT	\$0.00	\$89,755.25
922907860	6,480.303	VANGUARD LONG-TRM T/E FD-ADM	FREE RECEIPT	\$0.00	\$72,884.88
922907878	5,342.593	VANGUARD INTM TRM T/E FD-ADM	FREE RECEIPT	\$0.00	\$72,186.21
949746101	1,675	WELLS FARGO & CO	FREE RECEIPT	\$0.00	\$70,060.40

**2015 Roop Family Foundation -Additions Feb 2015
Assets Transferred from Earl Roop Revocable Trust**

Asset ID	# Shs/PV	Asset Name	Explanation	Principal Cash	Cost Basis
951140ZB1	35,000	WEST ALLEGHENY PA 5.000%	FREE RECEIPT	\$0.00	\$37,369.05
97717W851	450	WISDOMTREE JAPAN HEDGED EQ	FREE RECEIPT	\$0.00	\$24,073.88
DC0000962	1	IMA DTD 11/8/06 ROOP FAMILY	FREE RECEIPT	\$0.00	\$2.00
G29183103	1,110	EATON CORP PLC	FREE RECEIPT	\$0.00	\$74,991.36
G5960L103	150	MEDTRONIC PLC	FREE RECEIPT	\$0.00	\$11,267.25
G60754101	600	MICHAEL KORS HOLDINGS LTD	FREE RECEIPT	\$0.00	\$45,339.90
N6596X109	1,455	NXP SEMICONDUCTORS	FREE RECEIPT	\$0.00	\$95,562.88
			Sub - Total Securities		\$9,836,209.64

CASH

34885.79

Total

\$9,871,095.43

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	298,515.	146,496.
TOTAL	298,515.	146,496.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	14,088.	14,088.		
TOTALS	14,088.	14,088.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,716.	1,716.		
TOTALS	1,716.	1,716.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A)	69,908.	69,908.
TOTALS	69,908.	69,908.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	7,127.	7,127.
PAYROLL TAXES	7,440.	
FEDERAL ESTIMATES - PRINCIPAL	972.	
FOREIGN TAXES ON QUALIFIED FOR	307.	307.
FOREIGN TAXES ON NONQUALIFIED	46.	46.
	-----	-----
TOTALS	15,892.	7,480.
	=====	=====

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	137.	137.
OTHER FDN EXPENSES	6,752.	6,752.
TOTALS	----- 6,889. =====	----- 6,889. =====

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
AMERICAN EAGLE OUTFITTERS INC		
AMERICAN INTERNATIONAL GROUP		
INTEL CORP	151,291.	192,107.
MARKEL CORPORATION		
ANNALY CAPITAL MANAGEMENT	56,211.	97,169.
APACHE CORP		
AT&T INC		
CITIGROUP INC	153,477.	154,845.
DOW CHEM COMPANY	189,415.	200,273.
UNITEDHEALTH GROUP INC COM		
US BANCORP 3.5% PFD	85,263.	138,815.
CISCO SYSTEMS INC		
CONOCOPHILLIPS		
EXXON MOBIL CORP		
FEDEX CORP	151,445.	140,310.
GENERAL ELECTRIC	147,281.	134,836.
GENERAL MOTORS CO	104,860.	149,520.
FIRST SECURITY GROUP INC	54,263.	60,368.
JOHNSON & JOHNSON		
JP MORGAN CHASE & CO	123,254.	154,080.
LEAR CORP	139,747.	182,903.
MEDTRONIC INC		
MICROSOFT	99,256.	181,697.
PEPSICO INC	67,556.	69,944.
PROCTER & GAMBLE	136,600.	144,923.
APPLE INC	103,480.	112,628.
SILVERCREST ASSET MANAGEMENT	57,150.	52,911.
ISHA MSCI EMERG MKT MIN ETF		
WISDOMTREE EMERGING MKTS DIV		

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STATEMENT 7

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
ENERGY XXI BERMUDA		
WALMART		
WELLS FARGO & CO	82,017.	111,438.
CDW CORP	63,688.	78,825.
COCA COLA CO		
DICKS SPORTING GOODS INC	132,376.	110,999.
EATON CORP PLC		
FMC CORP		
GOOGLE INC CLASS C		
HCA HOLDINGS	118,478.	109,899.
KONINKLIJKE PHILIPS NV		
MACY'S INC	75,572.	45,124.
MICHAEL KORS HOLDINGS LIMITED		
NESTLE SA SPONSORED	112,803.	137,677.
NETAPP INC		
NOVARTIS AG SPONSORED ADR	71,705.	86,040.
NXP SEMICONDUCTORS	100,066.	129,324.
PVH CORP		
REGIONS FINANCIAL CORP	123,446.	125,040.
ROYAL DUTCH		
SANOFI SPONSORED		
TARGET		
TOTAL S.A. SPONSORED	126,987.	105,633.
UNILEVER N V NY SHARES	65,066.	80,359.
VANTIV INC CL A	75,435.	115,231.
GOLDMAN SACHS STRUCTURED INTL	120,891.	119,528.
HARBOR INTERNATIONAL FUND		
MATTHEWS EMERGING ASIA FUND	90,534.	88,508.
WISDOMTREE JAPAN HEDGED EQUITY		

ROOP FAMILY FOUNDATION, INC.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
ADVANCED AUTO PARTS	114,696.	112,883.
ALPHABET INC CL C	200,255.	283,821.
BOEING CO	117,562.	115,672.
COMMUNITY TRUST BANCORP INC	451,005.	526,253.
CVS HEALTH CORP	157,085.	152,032.
FIRST CTZNS BANCSHARES INC CL	51,091.	64,543.
GILEAD SCIENCES INC	54,155.	54,643.
HONEYWELL INTL INC	139,986.	139,820.
JARDEN CORP	123,790.	147,655.
KROGER CO	55,676.	64,209.
OCCIDENTAL PETE CORP	85,722.	76,061.
PFIZER INC	113,005.	113,141.
SCHLUMBERGER LTD	69,378.	62,775.
VALERO ENERGY CORP	60,216.	70,710.
VISA INC	140,577.	162,855.
INVESCO LTD	27,248.	28,960.
MEDTRONIC PLC	170,377.	171,147.
POTASH CORP SASK INC	66,457.	53,586.
TE CONNECTIVITY LTD	114,037.	112,098.
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TOTALS	5,491,931.	6,123,818.
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ROOP FAMILY FOUNDATION, INC.

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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ANHEUSER BUSCH 5.500%		
BERKSHIRE HATHAWAY 3.750%		
CATERP FIN SER MTN 5.450%	164,515.	162,246.
METROPOLITAN WEST T/R BOND-I		
FHLMC SER 4186 1.50%		
FHLMC SER 3816 CMO 4 5.00%		
FHLMC GD PL # G14899 3.00%		
FHLMC SER 4046 CMO 2.000%		
FHLMC SER 4208 1.5% 5/15/28		
FNMA PL 254911 5% 100123		
FNMA 1.550% 12/30/20		
FHLMC SER 4267 CMO 1.50%		
FNMA SER 58 CMO 3.500%		
FNMA SER 9 CMO 4.500% 1/25/40		
GENERAL ELECTRIC O 5.250%		
GNMA SER 14 CMO 5.00%	6,169.	6,415.
GOLDMAN SACHS GRP 5.625%		
JP MORGAN CHASE MTN 4.4%		
KENTUCKY ASSET 4.104%		
KENTUCKY ST PTY 4.961%		
MCCRACKEN CNTY KY 6.00%		
NORTH CAROLINA V-A 3.375%		
SBA SER 10A ABS 2.351% 3/10/23	18,528.	18,429.
SIMON PROP GP 6.125%		
FNMA PL #AU1659 2.5% 7/1/28		
US TREASURY NOTES .750%	103,946.	104,060.
WASHINGTON ST UNIV 4.833%		
FLORIDA POWER CORP 3.100%		
COVIDIEN PLC		

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STATEMENT 10

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HARBOR INT'L FUND #11		
NESTLE SA SPONS ADR		
NOVARTIS AG		
SANOFI SPONS ADR		
TOTAL S.A. SPONS ADR		
UNILEVER N V -NY		
VANGUARD INT'L GROWTH #81		
KIMCO REALTY 5.7% 5/1/17		
VANGUARD INTM TRM T/E FD ADM		
KONINKLIJKE PHIPIPS NV-ADR		
POTASH CORP SASK INC		
ROYAL DUTCH ADR A		
TEVA PHARMACEUTICAL INDS LTD		
TRONOX LTD		
US TREASURY NOTES 2.0%		
SMALL BUSINESS ADMIN 2.351%		
SMALL BUSINESS ADMIN 2.090%		
FIFTH THIRD BANK		
AMPHENOL CORP		
WELLS FARGO & CO 2.125%		
VERIZON COMM 3.450%		
US BANCORP MEDIUM TERM NOTE		
VANGUARD ST INVESTMENT GRADE		
FIDELITY CONSERVATIVE INCOME		
INVESTMENT MANAGEMENT AGREEMNT		
BB&T CORP MTN 2.45%		
BOONE CNTY KY 4.125%		
COMCAST CORP 3.125%		
GOLDMAN SACHS GRP 5.95%		
	471,229.	471,031.
	151,662.	1.
	200,608.	151,005.
	151,280.	207,012.
	165,647.	152,441.
		161,547.

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

HENRY CNTY KY 4.5%	203,181.	211,364.
KENTUCKY HSG CORP 3.950%	202,739.	214,644.
KENTUCKY ST 4%	249,562.	273,793.
KENTUCKY ST PROPERTY 4%	207,180.	207,672.
KENTUCKY ST TPK 4.25%	260,641.	267,860.
KENTUCKY ST TPK AUTH 4.25%	255,251.	278,678.
KNOX CNTY KY SCH 4.25%	201,672.	205,112.
LAUREL CNTY KY 4.3%	203,256.	212,158.
LEXINGTON FAYETTE KY 4.125%	252,243.	256,090.
NEW YORK CITY NY 3.25%	144,602.	148,064.
NORTHERN KY UNIV 4.3%	246,816.	262,385.
ORACLE CORP 2.5%	139,283.	137,411.
OWENSBORO KY SCH 4.375%	204,065.	214,018.
SBA SER 20K ABS 2.09%	38,731.	39,099.
UNIV OF CALIFORNIA 1.796%	175,525.	175,035.
US AIRWAYS ABS 3.950%	142,308.	136,711.
VERIZON COMM INC 5.150%	167,073.	164,900.
US BANCORP MTN 3%	30,068.	30,614.
AMPHENOL CORP 2.550%	151,823.	150,026.
FIFTH THIRD BANK MTN 0.9%	100,010.	100,000.

TOTALS

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5,009,613.	5,119,821.
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STATEMENT 12

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ROOP FAMILY FOUNDATION, INC.

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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
2015 AMORTIZATION ADJUSTMENTS TO BASIS	16,112.
2015 EATON RETURN OF CAPITAL ADJUSTMENT	4,125.
BASIS ADJ & WASH SALES	4,530.

TOTAL	24,767.
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STATEMENT 13

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

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NAME AND ADDRESS

EARL ROOP REVOCABLE TRUST
C/O EARL ROOP, JR EXECUTOR/TRUSTEE
JUPITER, FL 33458

STATEMENT 14

ROOP FAMILY FOUNDATION, INC.

20-5886802

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
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NAME: COMMUNITY TRUST AND INVESTMENT COMPANY

ADDRESS: 346 NORTH MAYO TRAIL
PIKESVILLE, KY 41501

TELEPHONE NUMBER: (606)437-3292

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