

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

OMB No 1545-0052

2017**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, 2017, 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

B Telephone number (see instructions)

101 N. MAIN STREET 2ND FLOOR

City or town, state or province, country, and ZIP or foreign postal code

VERSAILLES, KY 40383

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☐ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)

16) ▶ \$ 13,302,188.

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here

D 1 Foreign organizations check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60 month termination under section 507(b)(1)(B) check here

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)

		(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)				
	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	292,166.	242,844.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-102,335.			
	b Gross sales price for all assets on line 6a	6,881,522.			
	7 Capital gain net income (from Part IV, line 2)				
	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	189,831.	242,844.		
	13 Compensation of officers, directors, trustees, etc.	95,000.			95,000.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)	9,460.	9,460.	NONE	NONE
	b Accounting fees (attach schedule)	356.	356.	NONE	NONE
	c Other professional fees (attach schedule)	81,287.	81,287.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,308.	4,852.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	11,776.	11,776.		
	21 Travel, conferences, and meetings	9,176.	9,176.	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	15,247.	15,247.		
	24 Total operating and administrative expenses. Add lines 13 through 23	235,610.	132,154.	NONE	95,000.
	25 Contributions, gifts, grants paid	697,000.			697,000.
	26 Total expenses and disbursements. Add lines 24 and 25	932,610.	132,154.	NONE	792,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-742,779.			
	b Net investment income (if negative, enter -0-)		110,690.		
	c Adjusted net income (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	502.	516.	516.
	2	Savings and temporary cash investments	537,468.	780,511.	780,511.
	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	6,572,081	7,200,193.	9,982,627.
	c	Investments - corporate bonds (attach schedule) . STMT 11	4,167,349.	2,540,736.	2,538,534.
	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)	11,277,400.	10,521,956.	13,302,188.
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	
		Foundations that follow SFAS 117, check here			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ X			
27	Capital stock, trust principal, or current funds	11,277,400.	10,521,956.		
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)	11,277,400.	10,521,956.		
31	Total liabilities and net assets/fund balances (see instructions)	11,277,400.	10,521,956.		

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	11,277,400.
2	Enter amount from Part I, line 27a	2	-742,779.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	49.
4	Add lines 1, 2, and 3	4	10,534,670.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	12,714.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,521,956.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (for example, 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.)
1 a 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 6,881,522.		6,983,857.	-102,335.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-102,335.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-102,335.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8. }			3		

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 doesn't 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))
2016	512,084.	12,170,487.	0.042076
2015	186,120.	11,389,544.	0.016341
2014	40,500.	1,841,280.	0.021996
2013	NONE	1,390,588.	NONE
2012	125,000.	1,338,737.	0.093372
2 Total of line 1, column (d)			2 0.173785
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.034757
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 12,684,366.
5 Multiply line 4 by line 3.			5 440,871.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,107.
7 Add lines 5 and 6.			7 441,978.
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			8 792,000

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	1,107.
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	NONE
3 Add lines 1 and 2		3	1,107.
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	1,107.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,256.	
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	1,256.	
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	149.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input checked="" type="checkbox"/> 149. 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 the instructions for the definition		X
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		
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"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
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"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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 2017 or the tax year beginning in 2017? See the 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 ▶ N/A	X	
14 The books are in care of ▶ Telephone no ▶ Located at ▶ ZIP+4 ▶		
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 2017, 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 ▶		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) <ul style="list-style-type: none"> (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 Organizations relying on a current notice regarding disaster assistance, check here ▶		X
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 2017?		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)) <ul style="list-style-type: none"> a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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 2017 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 2017)		
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 2017?		X

Form 990-PF (2017)

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 ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

	Yes	No
5a		
5b		
6a		
6b		X
7a		
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	95,000	-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

Form 990-PF (2017)

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	

Form **990-PF** (2017)

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	12,183,005.
b	Average of monthly cash balances	1b	694,524.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,877,529.
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	12,877,529.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	193,163.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,684,366.
6	Minimum investment return. Enter 5% of line 5	6	634,218.

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	634,218.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,107.
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	1,107.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	633,111.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	633,111.
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	633,111.

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	792,000.
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	792,000.
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	1,107.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	790,893.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				633,111.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			466,477.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 792,000.				
a Applied to 2016, but not more than line 2a			466,477.	
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 2017 distributable amount				325,523.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				307,588.
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 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013	NONE			
b Excess from 2014	NONE			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

a The name, address, and telephone number or email 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
KY UNITED METHODIST CHILDREN HOME P O BPX 749 VERSAILLES KY 40383	NONE	PC	GENERAL SUPPORT	500,000.
COATS FOR KIDS FOUNDATION P O BOX 4 PIKEVILLE KY 41502	NONE	PC	GENERAL SUPPORT	3,000.
C3 STUDENT LEADERSHIP P O BOX 2023 KELLER TX 76248	NONE	PC	GENERAL SUPPORT	15,000.
FORT WORTH TEEN CHALLENGE P O BOX 731 FORT WORTH TX 76101	NONE	PC	GOLF FUNDRAISER	3,000.
FORTRESS YOUTH DEVELOPMENT CENTER ATT: STACY P O BOX 422 FORT WORTH TX 76102	NONE	PC	GENERAL SUPPORT	30,000.
CHRIST'S HAVEN FOR CHILDREN 4200 KELLER HASLET RD KELLER TX 76244	NONE	PC	GENERAL SUPPORT	20,000.
ALICE LLOYD COLLEGE ATTN: JIM STEPP 100 PURPOSE RD PIPPA PASSES KY 41844	NONE	PC	GENERAL SUPPORT	75,000.
TEEN LIFELINE ATTN: RICKY LEWIS 2501 W SOUTHLAKE BLVD SOUTHLAKE TX 76092	NONE	PC	GENERAL SUPPORT	36,000.
HAZARD PERRY CO COMMUNITY MINISTRIES 151 MISS EDNA LANE HAZARD KY 41701	NONE	PC	GENERAL SUPPORT	15,000.
Total ▶ 3a				697,000.
b Approved for future payment				
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	292,166.
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	-102,335.
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)				189,831.
13 Total. Add line 12, columns (b), (d), and (e)				189,831.

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

[illegible]

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(r) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | 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. | | |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

Sign Here: ▶ R. J. Osho | 5-14-2018 | ▶ Director

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name CHARLOTTE F HARRIS		Preparer's signature <i>Charlotte F Harris</i>		Date 05/14/2018	Check <input type="checkbox"/> If <input checked="" type="checkbox"/> self-employed	PTIN P01398337	
	Firm's name ▶ ERNST & YOUNG U S LLP					Firm's EIN ▶ 34-6565596		
	Firm's address ▶ 2100 EAST CARY STREET - STE 201 RICHMOND, VA 23223-7078					Phone no ▶ 804-344-4549		

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	292,166.	242,844.
	-----	-----
TOTAL	292,166.	242,844.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	9,460.	9,460.		
TOTALS	9,460.	9,460.	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	356.	356.		
TOTALS	356.	356.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CUSTODIAN & MANAGEMENT FEES (A	81,287.	81,287.
	-----	-----
TOTALS	81,287.	81,287.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,699.	4,699.
PAYROLL TAXES	7,310.	
FEDERAL ESTIMATES - INCOME	314.	
FEDERAL ESTIMATES - PRINCIPAL	832.	
FOREIGN TAXES ON QUALIFIED FOR	153.	153.
	-----	-----
TOTALS	13,308.	4,852.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	15.	15.
OTHER NONALLOCABLE EXPENSES -	339.	339.
OTHER FDN EXPENSES	14,893.	14,893.
TOTALS	----- 15,247. =====	----- 15,247. =====

ROOP FAMILY FOUNDATION, INC.
 FORM 990PF, PART II - CORPORATE STOCK
 =====

20-5886802

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AMERICAN EAGLE OUTFITTERS INC		
AMERICAN INTERNATIONAL GROUP	102,252.	127,501.
INTEL CORP		
MARKEL CORPORATION	109,343.	192,513.
ANNALY CAPITAL MANAGEMENT		
APACHE CORP		
AT&T INC	265,594.	289,850.
CITIGROUP INC	204,485.	323,684.
DOW CHEM COMPANY	244,541.	266,719.
UNITEDHEALTH GROUP INC COM	110,792.	304,676.
US BANCORP 3.5% PFD		
CISCO SYSTEMS INC		
CONOCOPHILLIPS		
EXXON MOBIL CORP		
FEDEX CORP	168,271.	267,257.
GENERAL ELECTRIC		
GENERAL MOTORS CO		
FIRST SECURITY GROUP INC		
JOHNSON & JOHNSON	110,184.	188,622.
JP MORGAN CHASE & CO	218,696.	418,670.
LEAR CORP		
MEDTRONIC INC	206,459.	220,044.
MICROSOFT	116,696.	307,516.
PEPSICO INC	118,376.	141,506.
PROCTER & GAMBLE	110,926.	134,604.
APPLE INC	154,663.	266,537.
SILVERCREST ASSET MANAGEMENT		
ISHA MSCI EMERG MKT MIN ETF		
WISDOMTREE EMERGING MKTS DIV		

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	66,101.	103,139.
CDW CORP	45,170.	93,117.
COCA COLA CO		
DICKS SPORTING GOODS INC		
EATON CORP PLC		
FMC CORP		
GOOGLE INC CLASS C		
HCA HOLDINGS		
KONINKLIJKE PHILIPS NV		
MACY'S INC		
MICHAEL KORS HOLDINGS LIMITED		
NESTLE SA SPONSORED	95,432.	135,439.
NETAPP INC		
NOVARTIS AG SPONSORED ADR		
NXP SEMICONDUCTORS		
PVH CORP		
REGIONS FINANCIAL CORP		
ROYAL DUTCH		
SANOFI SPONSORED		
TARGET		
TOTAL S.A. SPONSORED		
UNILEVER N V NY SHARES	55,120.	89,549.
VANTIV INC CL A	76,520.	180,198.
GOLDMAN SACHS STRUCTURED INTL		
HARBOR INTERNATIONAL FUND		
MATTHEWS EMERGING ASIA FUND	75,705.	102,599.
WISDOMTREE JAPAN HEDGED EQUITY		

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ADVANCED AUTO PARTS		
ALPHABET INC CL C	237,978.	438,442.
BOEING CO	126,190.	283,703.
COMMUNITY TRUST BANCORP INC	276,818.	470,953.
CVS HEALTH CORP		
FIRST CTZNS BANCSHARES INC CL		
GILEAD SCIENCES INC		
HONEYWELL INTL INC	111,946.	164,095.
JARDEN CORP		
KROGER CO		
OCCIDENTAL PETE CORP		
PFIZER INC	79,545.	93,267.
SCHLUMBERGER LTD	172,817.	156,749.
VALERO ENERGY CORP		
VISA INC	211,193.	335,219.
INVESCO LTD	170,545.	200,239.
MEDTRONIC PLC		
POTASH CORP SASK INC	124,358.	135,877.
TE CONNECTIVITY LTD		
ANADARKO PETE		
BANK AMER CORP	161,717.	338,004.
CBS CORP	127,194.	135,700.
CHEVRON	181,940.	209,443.
HANESBRANDS		
LOWES	126,629.	157,533.
MOHAWK	72,227.	108,705.
NEWELL		
PIONEER NATURAL	173,771.	185,814.
ALLERGAN PLC	76,982.	56,926.

ROOP FAMILY FOUNDATION, INC.
FORM 990PF, PART II - CORPORATE STOCK
=====

20-5886802

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
GS-INTERNAT SC		
JOHNSON CONTROLS INTL		
ROCHE HLDG	234,115.	245,680.
ALLSCRIPTS HEALTHCARE SOLUTION	96,208.	103,625.
APPLIED MATERIALS INC	95,675.	94,061.
BP PLC SPONSORED ADR	129,371.	159,084.
FACEBOOK INC CL A	231,998.	279,513.
GOLDMAN SACHS INTL SM CAP INSI	149,872.	176,130.
GRANITE CONSTRUCTION INC	117,887.	149,695.
HCA HEALTHCARE INC	170,974.	198,518.
ISHARES MSCI USA MIN VOL MKT	131,706.	142,506.
MASTEC INC	167,510.	190,905.
MONDELEZ INTL INC CL A	132,862.	135,676.
US SILICA HLDGS INC	95,387.	104,680.
JOHNSON CTLS INTL PLC SHS	184,708.	162,349.
BROADCOM INC COM	174,744.	215,796.
	-----	-----
TOTALS	7,200,193.	9,982,627.
	=====	=====

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ANHEUSER BUSCH 5.500%		
BERKSHIRE HATHAWAY 3.750%		
CATERP FIN SER MTN 5.450%		
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%		
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		
SIMON PROP GP 6.125%		
FNMA PL #AU1659 2.5% 7/1/28		
US TREASURY NOTES .750%		
WASHINGTON ST UNIV 4.833%		
FLORIDA POWER CORP 3.100%		
COVIDIEN PLC		
	164,609.	165,810.

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

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	49,538.	50,000.
FIDELITY CONSERVATIVE INCOME	19,940.	20,000.
INVESTMENT MANAGEMENT AGREEMNT		
BB&T CORP MTN 2.45%	80,419.	80,265.
BOONE CNTY KY 4.125%		
COMCAST CORP 3.125%		
GOLDMAN SACHS GRP 5.95%		

ROOP FAMILY FOUNDATION, INC.
FORM 990PF, PART II - CORPORATE BONDS
=====

20-5886802

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HENRY CNTY KY 4.5%		
KENTUCKY HSG CORP 3.950%		
KENTUCKY ST 4%		
KENTUCKY ST PROPERTY 4%		
KENTUCKY ST TPK 4.25%		
KENTUCKY ST TPK AUTH 4.25%		
KNOX CNTY KY SCH 4.25%		
LAUREL CNTY KY 4.3%		
LEXINGTON FAYETTE KY 4.125%		
NEW YORK CITY NY 3.25%	96,401.	100,536.
NORTHERN KY UNIV 4.3%		
ORACLE CORP 2.5%		
OWENSBORO KY SCH 4.375%		
SBA SER 20K ABS 2.09%		
UNIV OF CALIFORNIA 1.796%		
US AIRWAYS ABS 3.950%	121,553.	120,771.
VERIZON COMM INC 5.150%		
US BANCORP MTN 3%		
AMPHENOL CORP 2.550%		
FIFTH THIRD BANK MTN 0.9%		
CLARK CNTY NV 4.000%		
CONNECTICUT ST 5.000%		
EVANSVILLE IN REDEV 4.000%		
EXXON MOBIL 2.726%		
FHLMC K048 CMO 3.284%		
FLORIDA ST BRD 2.638%		
LAS VEGAS NV 4%	138,450.	134,804.
LYNWOOD CA UNIF 4%		
MADISON SNTY KY 3%		

ROOP FAMILY FOUNDATION, INC.

20-5886802

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MIAMI TRACE OH 4%	79,851.	77,150.
MICROSOFT CORP 2.4%		
SAN JACINTO TX 4%		
WASTE MNGMNT 4.750%	85,964.	84,676.
WELLS FARGO 2.550%		
AT&T INC SR GBL NT 4.6% 2/15/	91,003.	89,460.
ALABAMA ECON SETTLEMENT AUTH B	102,385.	107,648.
BANK OF AMERICA CORP 3.124% 1/	79,862.	81,152.
BERSHIRE HATHAWAY INC SR NT 3.	82,457.	80,523.
COMCAST CORP SR GBL 3.3% 2/1/	79,922.	81,616.
ESSEX CNTY NJ 5.58% 10/1/22	75,789.	74,449.
FHLMC K041 3.171% 10/25/24	67,580.	67,126.
FHLMC K065 CL A-2 3.243% 4/25/	72,384.	72,139.
FNMA AL5866 2.747% 8/1/22	120,508.	119,395.
FNMA AL9912 3.527% 4/1/40	111,003.	109,790.
FLORIDA ST BRD ADMIN FIN CORP	102,150.	100,103.
GOLDMAN SACHS GR INC 3.85% 7/8	81,539.	82,982.
PEPSICO INC SR NT 3.6% 3/1/24	82,960.	83,893.
ROCKWELL COLLINS INC 2.8% 3/15	79,946.	80,113.
SHELL INTL 3.25% 5/11/25	82,219.	82,215.
SHERWIN WILLIAMS CO 2.25% 5/15	79,998.	79,732.
UNIV OF CA REVS FOR PREV GEN 2	96,241.	96,499.
VANGUARD MORTGAGE BACKED SEC I	49,881.	49,976.
VERIZON COMM INC 4.6% 4/1/21	86,184.	85,109.
WELLS FARGO 3.069% 1/24/23	80,000.	80,601.
OTHER HOLDINGS		1.
	-----	-----
TOTALS	2,540,736.	2,538,534.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
2017 AMORTIZATION ADJUSTMENTS TO BASIS	10,866.
PRIOR YEAR ROC BASIS ADJUSTMENTS	1,848.

TOTAL	12,714.
	=====