

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC		A Employer identification number 61-1189915
Number and street (or P O box number if mail is not delivered to street address) 333 EAST MAIN STREET NO 401	Room/suite	B Telephone number (see instructions) (502) 805-7203
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>71,286,498</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)	3,018,235			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	684	684		
4 Dividends and interest from securities	1,962,585	1,962,585		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,833,256			
b Gross sales price for all assets on line 6a	5,989,467			
7 Capital gain net income (from Part IV, line 2)		1,828,490		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	26,481	1,619		
12 Total. Add lines 1 through 11	6,841,241	3,793,378		
13 Compensation of officers, directors, trustees, etc	0	0		0
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	10,483	5,242		5,241
c Other professional fees (attach schedule)	199,566	136,835		62,731
17 Interest				
18 Taxes (attach schedule) (see instructions)	87,291	5,198		0
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,050	0		2,050
22 Printing and publications				
23 Other expenses (attach schedule)	28,876	14,954		12,262
24 Total operating and administrative expenses. Add lines 13 through 23	328,266	162,229		82,284
25 Contributions, gifts, grants paid	5,535,586			5,535,586
26 Total expenses and disbursements. Add lines 24 and 25	5,863,852	162,229		5,617,870
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	977,389			
b Net investment income (if negative, enter -0-)		3,631,149		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	23,414	905,335	905,335
	2 Savings and temporary cash investments	99,309	62,002	62,002
	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) ▶ _____ 400,000 Less allowance for doubtful accounts ▶ _____ 0	630,000	400,000	400,000
	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)	34,834,168	35,747,063	68,639,350
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,780,410	1,230,290	1,279,811
	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)	37,367,301	38,344,690	71,286,498	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	13,142,147	13,142,147	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	24,225,154	25,202,543		
30 Total net assets or fund balances (see instructions)	37,367,301	38,344,690		
31 Total liabilities and net assets/fund balances (see instructions) .	37,367,301	38,344,690		

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	37,367,301
2 Enter amount from Part I, line 27a		2	977,389
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	38,344,690
5 Decreases not included in line 2 (itemize) ▶ _____		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	38,344,690

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,828,490
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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2017	6,165,194	67,780,438	0.090958
2016	5,114,912	40,026,952	0.127787
2015	6,500,422	52,591,032	0.123603
2014	8,464,960	50,519,763	0.167557
2013	3,498,292	43,593,484	0.080248

2 Total of line 1, column (d)	2	0.590153
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	0.118031
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	77,377,919
5 Multiply line 4 by line 3	5	9,132,993
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,311
7 Add lines 5 and 6	7	9,169,304
8 Enter qualifying distributions from Part XII, line 4	8	5,617,870

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 10,004, with 10,004 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 for political purposes?', 'Did the foundation file Form 1120-POL?', etc.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

Located at C/O ZELKOVA STRATEGIC PARTNERS LLC 333 EAST MAIN STREET SUITE 400 LOUISVILLE KY ZIP+4 40202

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.	<input type="checkbox"/>	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	No
<i>If "Yes" to 6b, file Form 8870</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		

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
CHRISTINA LEE BROWN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	PRESIDENT/DIRECTOR 0 50	0	0	0
OWSLEY BROWN III C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0 50	0	0	0
BROOKE BROWN BARZUN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	SECRETARY/TREASURER/DIRECT 0 50	0	0	0
AUGUSTA BROWN HOLLAND C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0 50	0	0	0

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

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

Total number of other employees paid over \$50,000. ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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	76,517,156
b	Average of monthly cash balances.	1b	361,945
c	Fair market value of all other assets (see instructions).	1c	1,677,162
d	Total (add lines 1a, b, and c).	1d	78,556,263
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	78,556,263
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,178,344
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	77,377,919
6	Minimum investment return. Enter 5% of line 5.	6	3,868,896

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	3,868,896
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	72,623
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	72,623
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,796,273
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,796,273
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,796,273

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	5,617,870
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	5,617,870
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,617,870

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,796,273
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	1,662,298			
b From 2014.	6,228,441			
c From 2015.	3,808,662			
d From 2016.	3,178,952			
e From 2017.	2,852,586			
f Total of lines 3a through e.	17,730,939			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>5,617,870</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				3,796,273
e Remaining amount distributed out of corpus	1,821,597			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))		0		0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,552,536			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).		0		
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	1,662,298			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	17,890,238			
10 Analysis of line 9				
a Excess from 2014.	6,228,441			
b Excess from 2015.	3,808,662			
c Excess from 2016.	3,178,952			
d Excess from 2017.	2,852,586			
e Excess from 2018.	1,821,597			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. 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	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> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with Yes/No columns for various categories: 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets.
b Other transactions: (1) Sales of assets, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Schedule table with columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule

Schedule table with columns: (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

Signature of officer or trustee, Date (2019-05-22), Title

May the IRS discuss this return with the preparer shown below (see instr)? [x] Yes [] No

Paid Preparer Use Only

Table for paid preparer information including name (WILLIAM EVERSOLE), signature, date, PTIN (P00197408), firm name (SUMMIT STRATEGIC ADVISORS LLC), firm address (333 EAST MAIN STREET SUITE 401), and firm EIN (46-4686980).

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 PUBLICLY TRADED SECURITIES-FIDELITY #4674-SHORT TERM			
1 PUBLICLY TRADED SECURITIES-FIDELITY #4674-LONG TERM			
PUBLICLY TRADED SECURITIES-COMPUTERSHARE			
NEW MARKETS VENTURE PARTNERS II LP-SCHEDULE K-1	P		2018-12-31
NEW MARKETS VENTURE PARTNERS II LP-SCHEDULE K-1	P		2018-12-31
NMVP II LP-SCHEDULE K-1-IRC 1202 QUALIFIED SMALL BUSINESS STOCK EXCLUSION	P		2018-12-31
SOLIDUS COMPANY LP-SCHEDULE K-1	P		2018-12-31
SOLIDUS COMPANY LP-SCHEDULE K-1	P		2018-12-31
ODE MAGAZINE NOTE RECEIVABLE	P		2018-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
128,767		72,325	56,442
5,844,712		3,660,678	2,184,034
33		7	26
555			555
6,630			6,630
8,699		4,766	3,933
71			71
		193,201	-193,201
		230,000	-230,000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			56,442
			2,184,034
			26
			555
			6,630
			3,933
			71
			-193,201
			-230,000

Form 990PF Part XV Line 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>				
ACTORS THEATRE OF LOUISVILLE INC 316 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	50,000
ACTORS THEATRE OF LOUISVILLE INC 316 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	LES WATERS NEW WORKS FUND	25,000
ALUMNI FUND ASSOCIATION OF YALE UNIVERSITY PO BOX 1890 NEW HAVEN, CT 06510	NONE	PC	GENERAL OPERATING SUPPORT	5,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN SUPPORT FOR ISRAEL PO BOX 3263 WASHINGTON, DC 20010	NONE	PC	GENERAL OPERATING SUPPORT	2,500
BERRY CENTER INC 19 NORTH MAIN STREET NEW CASTLE, KY 40050	NONE	PC	GENERAL OPERATING SUPPORT	50,000
BLUEGRASS LAND CONSERVANCY INC 450 OLD VINE STREET SUITE 105 LEXINGTON, KY 40507	NONE	PC	GENERAL OPERATING SUPPORT	10,000
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	17,071
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	100,000
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	282,929
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W MAIN STREET 1110 LOUISVILLE, KY 40202	NONE	PC	GREATER LOUISVILLE PROJECT	6,250
COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W MAIN STREET 1110 LOUISVILLE, KY 40202	NONE	PC	GIVE FOR GOOD MATCH POOL	10,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUITE 300 WELLESLEY HILLS, MA 02481	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
ENGLISH SPEAKING UNION OF THE UNITED STATES 10505 TAYLORSVILLE RD LOUISVILLE, KY 40299	NONE	PC	GENERAL OPERATING SUPPORT	1,000
FAMILY COMMUNITY CLINIC INC 1406 E WASHINGTON STREET LOUISVILLE, KY 40206	NONE	PC	CAPITAL EXPENSE	25,000
FRANCISCAN ACTION NETWORK PO BOX 29106 WASHINGTON, DC 20017	NONE	PC	GLOBAL CATHOLIC CLIMATE MOVEMENT	15,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
FUND FOR THE ARTS INC 623 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	72,450
GREEN CASTLE BAPTIST CHURCH 4970 MURPHY LANE LOUISVILLE, KY 40241	NONE	PC	CAPITAL EXPENSE	80,000
HELP US GROW INCPO BOX 7925 LOUISVILLE, KY 40257	NONE	PC	PROGRAM SPONSOR AT GREEN HEART & COMPASSIONATE SCHOOL	2,500
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
HOSPARUS INC 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205	NONE	PC	HONORARIUM - GEORGE & MARY LEE FISCHER	12,500
JUNIOR ACHIEVEMENT OF KENTUCKIANA INC 1401 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PC	EVENT SPONSORSHIP	1,600
KENTUCKY COLLEGE OF ART DESIGN 505 WEST ORMSBY AVENUE LOUISVILLE, KY 40203	NONE	PC	CHALLENGE GRANT	300,000
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	NONE	PC	COMMONWEALTH ALLIANCE - KY CIVIC ENGAGEMENT TABLE	100,000
KENTUCKY COUNCIL OF CHURCHES INC PO BOX 23171 LEXINGTON, KY 40523	NONE	PC	GENERAL OPERATING SUPPORT	250
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	50,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
KENTUCKY OPERA ASSOCIATION INC 323 WEST BROADWAY SUITE 601 LOUISVILLE, KY 40202	NONE	PC	ENDOWMENT	300,000
KENTUCKY OPERA ASSOCIATION INC 323 WEST BROADWAY SUITE 601 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	100,000
KENTUCKY PUBLIC RADIO INC DBA LOUISVILLE PUBLIC MEDIA 619 S FOURTH STREET LOUISVILLE, KY 40202	NONE	PC	STAFF SUPPORT HEALTH REPORTER	34,000
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
KENTUCKY RESOURCES COUNCIL INC PO BOX 1070 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	1,000
KENTUCKY RESOURCES COUNCIL INC PO BOX 1070 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	50,000
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET SUITE 217 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	10,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
LAND INSTITUTE 2440 E WATER WELL RD SALINA, KS 67401	NONE	PC	GENERAL OPERATING SUPPORT	30,000
LEGACIES UNLIMITED 956 SOUTH 6TH STREET LOUISVILLE, KY 40203	NONE	PC	CELEBRATING THE LEGACY OF BLACK LOUISVILLE	25,000
LITERARY CLASSICS OF THE UNITED STATES INC 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PC	WENDELL BERRY BOOK	18,750
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	MEMORIAL DONATION	500
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	ANNUAL FUND	1,200
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	STATUE IN HONOR OF BILL STREET	20,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	CAPITAL EXPENSE	100,000
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	STATUE IN HONOR OF BILL STREET	7,436
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	EE FORD MATCH GIFT	1,150
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
LOUISVILLE EARTH WALK INC 1534 QUADRANT AVE LOUISVILLE, KY 40205	NONE	PC	2018 LOUISVILLE EARTH WALK	5,000
LOUISVILLE METRO PARKS FOUNDATION PO BOX 5755 LOUISVILLE, KY 40255	NONE	PC	LOUISVILLE SKATE PARK	1,000
LOUISVILLE ORCHESTRA 620 W MAIN ST SUITE 600 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	250,000
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	35,000
LOUISVILLE WATERFRONT DEVELOPMENT CORP 129 EAST RIVER ROAD LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	50,000
NANTUCKET COTTAGE HOSPITAL 399 REVOLUTION DR STE 645 SOMERVILLE, MA 02145	NONE	PC	CAPITAL EXPENSE	250,000
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD STREET NANTUCKET, MA 01554	NONE	PC	GENERAL OPERATING SUPPORT	3,000
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	ANNUAL FUND	25,000
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	STEPHANIE MEEKS PRESERVATION FUND	10,000
Total				5,535,586

▶ 3a

Form 990PF Part XV Line 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>				
NEW PIONEERS FOR A SUSTAINABLE FUTURE INC 127 W MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	SUPPORT FOR EXECUTIVE DIRECTOR	100,000
NEW PIONEERS FOR A SUSTAINABLE FUTURE INC 127 W MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	RELIGIOUS LANDS PROJECT	30,000
NEW PIONEERS FOR A SUSTAINABLE FUTURE INC 127 W MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	GENERAL OPERATING SUPPORT	5,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
ORGANIC ASSOCIATION OF KENTUCKY PO BOX 22244 LEXINGTON, KY 40522	NONE	PC	GENERAL OPERATING SUPPORT	40,000
PASSIONIST EARTH & SPIRIT CENTER INC 1924 NEWBURG RD LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	15,000
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD MONTROSS, VA 22520	NONE	PC	ANNUAL FUND	10,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
SHAKER VILLAGE AT PLEASANT HILL KENTUCKY INC 3501 LEXINGTON ROAD HARRODSBURG, KY 40330	NONE	PC	CHAMBER MUSIC FESTIVAL	1,000
SHELBY COUNTY HISTORICAL SOCIETY PO BOX 444 SHELBYVILLE, KY 40066	NONE	PC	MEMORIAL DONATION	1,000
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	PC	MLK DAY	25,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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>				
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	65,000
SISTERS OF CHARITY OF NAZARETH PO BOX 9 NAZARETH, KY 40048	NONE	PC	MEMORIAL DONATION	500
SMOKETOWN FAMILY WELLNESS CENTER CORP 760 S HANCOCK STREET SUITE B100 LOUISVILLE, KY 40203	NONE	PC	CAPITAL EXPENSE	25,000
Total ▶ 3a				5,535,586

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	CAPITAL EXPENSES	200,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	CAPITAL EXPENSE	1,250,000
ST FRANCIS SCHOOL 11000 US HIGHWAY 42 GOSHEN, KY 40026	NONE	PC	MEMORIAL DONATION	500
Total				5,535,586



3a

Form 990PF Part XV Line 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>				
ST FRANCIS SCHOOL 11000 US HIGHWAY 42 GOSHEN, KY 40026	NONE	PC	GOSHEN MAIN AMP AND ENTRANCE PROJECT	50,000
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	EVENT SPONSORSHIP	3,000
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	PAN AFRICAN STUDIES EVENT	4,500
Total			▶ 3a	5,535,586

Form 990PF Part XV Line 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>				
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	PORTLAND U OF L MFA PROJECT	100,000
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	ENVIROME INSTITUTE	1,000,000
WORLD CONFERENCE OF RELIGIONS FOR PEACE INC 777 UNITED NATIONS PLAZA 9TH FLOOR NEW YORK, NY 10017	NONE	PC	GENERAL OPERATING SUPPORT	50,000
Total				5,535,586

▶ **3a**

Form 990PF Part XV Line 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>				
WORLD SIGHT INCORPORATED 2932 BRECKENRIDGE LANE SUITE 5 LOUISVILLE, KY 40220	NONE	PC	HONORARIUM DONATION	2,000
YALE IN KENTUCKY INC408 DUFF LANE LOUISVILLE, KY 40207	NONE	PC	ANNUAL FUND	10,000
Total ▶ 3a				5,535,586

TY 2018 Accounting Fees Schedule

Name: OWSLEY BROWN II FAMILY FOUNDATION INC
C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION & ACCOUNTING FEES	10,483	5,242		5,241

TY 2018 Investments Corporate Stock Schedule**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC

C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES (ABT)	262,796	433,980
ALBEMARLE CORP (ALB)	661,830	433,519
ALIBABA GROUP HLDG LTD (BABA)	571,950	442,051
ALPHABET INC CL A (GOOGL)	34,716	135,845
ALPHABET INC CL C (GOOG)	491,351	569,585
AMAZON.COM INC (AMZN)	578,495	901,182
ANHEUSER BUSCH INBEV ADR (BUD)	519,405	329,050
APPLE INC (AAPL)	322,339	560,766
AT&T INC (ATT)	160,951	142,700
BANK OF AMERICA CORP (BAC)	359,345	295,680
BERKSHIRE HATHAWAY INC (BRKB)	394,418	612,540
BOOKING HLDGS INC (BKNG)	442,772	688,968
BROWN FORMAN CORP CL B (BFB)	18,982,222	48,756,986
CARDINAL HEALTH INC (CAH)	302,905	214,080
CARNIVAL CORP (CCL)	472,998	369,750
CELGENE CORP (CELG)	658,357	358,904
CISCO SYS INC (CSCO)	240,178	285,978
CITIGROUP INC (C)	360,947	312,360
COMCAST CORP NEW CL A (CMCSK)	618,588	766,125
DXC TECHNOLOGY CO (DXC)	457,877	372,190
DISNEY WALT CO (DIS)	99,864	109,650
FACEBOOK INC (FB)	70,142	485,033
FEDEX CORP (FDX)	482,955	403,325
FIRST SOLAR INC (FSLR)	306,984	191,048
FISERV INC (FISV)	207,356	440,940
IAC INTERACTIVE CORP (IAC)	448,189	869,440
JOHNSON & JOHNSON (JNJ)	213,563	322,625
JPMORGAN CHASE & CO (JPM)	286,420	529,589
LOWES COS INC (LOW)	330,781	600,340
MARVELL TECHNOLOGY GROUP LTD (MRVL)	558,230	416,893

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO INC (MRK)	378,245	458,460
MICROSOFT CORP (MSFT)	116,028	488,044
MICRON TECHNOLOGY (MU)	357,189	317,300
MOODYS CORP (MCO)	101,867	140,040
MORGAN STANLEY (MS)	528,024	475,800
MYLAN NV (MYL)	531,649	369,900
ORACLE CORP (ORCL)	350,150	406,350
PALO ALTO NETWORKS INC (PANW)	2,315	423,787
PEPSICO INC (PEP)	80,923	231,456
PFIZER INC (PFE)	161,558	218,250
PROCTER AND GAMBLE CO (PG)	586,202	680,208
ROYAL CARIBBEAN CRUISES (RCL)	406,598	391,160
SCHWAB CHARLES CORP (SCHW)	322,592	436,065
SKYWORKS SOLUTIONS INC (SWKS)	302,967	201,060
UNILEVER PLC (UL)	272,562	253,412
VANGUARD INTL EQUITY INDEX FUND INC (VWO)	95,595	76,200
VISA INC (V)	537,258	788,340
WALGREENS BOOTS ALLIANCE INC (WBA)	360,975	464,644
WATERS CORP (WAT)	26,710	188,650
WELLS FARGO CO (WFC)	99,974	168,192
WESTERN DIGITAL CORP (WDC)	228,758	110,910

TY 2018 Investments - Other Schedule

Name: OWSLEY BROWN II FAMILY FOUNDATION INC
C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADVANCED CANCER THERAPEUTICS LLC	AT COST	13,038	75,000
FIMM GOVERNMENT PORTFOLIO: CLASS I (FIGXX)	AT COST	2,649	2,649
JI WIRE INC	AT COST	564,294	564,294
NEW MARKETS VENTURE PARTNERS II LP	AT COST	53,652	100,097
REVON SYSTEMS INC	AT COST	450,000	450,000
SOLIDUS COMPANY LP	AT COST	146,657	87,771

TY 2018 Other Expenses Schedule

Name: OWSLEY BROWN II FAMILY FOUNDATION INC
C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	37	0		0
KENTUCKY STATE TREASURER-FILING FEES	15	0		0
LICENSES - SOFTWARE	12,262	0		12,262
PORTFOLIO DEDUCTIONS-NEW MARKETS VENTURE K-1	8,229	8,229		0
INVESTMENT INTEREST EXPENSE-SOLIDUS COMPANY LP K-1	1,687	1,687		0
PORTFOLIO DEDUCTIONS-SOLIDUS COMPANY LP K-1	5,038	5,038		0
OTHER DEDUCTIONS-SOLIDUS COMPANY LP K-1	1,601	0		0
OTHER DEDUCTIONS-ADVANCED CANCER THERAPEUTICS LLC K-1	7	0		0

TY 2018 Other Income Schedule**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC

C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	505	505	505
SOLIDUS COMPANY LP-SCHEDULE K-1	1,114	1,114	1,114
SOLIDUS COMPANY LP-SCHEDULE K-1	-405	0	-405
ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1	25,267	0	25,267

TY 2018 Other Professional Fees Schedule

Name: OWSLEY BROWN II FAMILY FOUNDATION INC
C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT/ADVISORY FEES	199,566	136,835		62,731

TY 2018 Taxes Schedule

Name: OWSLEY BROWN II FAMILY FOUNDATION INC
C/O ZELKOVA STRATEGIC PARTNERS LLC

EIN: 61-1189915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - FIDELITY #4674	5,198	5,198		0
2018 EXCISE TAXES	82,000	0		0
2017 EXCISE TAXES	93	0		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
OWSLEY BROWN II FAMILY FOUNDATION INC
C/O ZELKOVA STRATEGIC PARTNERS LLC

Employer identification number
61-1189915

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 other 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 33¹ 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	Employer identification number 61-1189915
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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	CHRISTINA LEE BROWN 2012 CHARITABLE LEAD ANNUITY TRUST <hr/> C/O ZSP LLC 333 EAST MAIN STREET SU <hr/> LOUISVILLE, KY 40202	\$ 3,018,235	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	Employer identification number 61-1189915
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Part II Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
(See instructions) Use duplicate copies of Part II if additional space is needed			
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	Employer identification number 61-1189915
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
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