

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

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

OMB No 1545-0052  
**2019**  
**Open to Public Inspection**

**For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019**

Name of foundation OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC		<b>A Employer identification number</b> 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>B Telephone number</b> (see instructions) (502) 805-7203
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>95,222,114</u>	<b>J</b> 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>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	3,155,011			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	2,251	2,251		
	<b>4</b> Dividends and interest from securities	1,011,689	1,011,689		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,067,669			
	<b>b</b> Gross sales price for all assets on line 6a	7,665,119			
	<b>7</b> Capital gain net income (from Part IV, line 2)		1,949,224		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	-5,667	1,117			
<b>12 Total.</b> Add lines 1 through 11	6,230,953	2,964,281			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	10,569	5,285		5,284
	<b>c</b> Other professional fees (attach schedule)	189,930	126,343		63,587
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	53,742	3,242		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	16,116	10,771		5,117
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	270,357	145,641		73,988
	<b>25</b> Contributions, gifts, grants paid	6,302,578			6,302,578
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	6,572,935	145,641		6,376,566	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-341,982				
<b>b Net investment income</b> (if negative, enter -0-)		2,818,640			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	905,335	1,000,549	1,000,549
	<b>2</b> Savings and temporary cash investments . . . . .	62,002	206,109	206,109
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ 347,515 Less allowance for doubtful accounts ▶ _____ 0	400,000	347,515	347,515
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	35,651,468	34,564,919	92,336,949
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	1,325,885	1,329,153	1,330,992
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	38,344,690	37,448,245	95,222,114	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .	13,142,147	13,142,147	
	<b>27</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds	25,202,543	24,306,098	
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	38,344,690	37,448,245		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) .	38,344,690	37,448,245		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	38,344,690
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-341,982
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	38,002,708
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	554,463
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	<b>6</b>	37,448,245

**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)		
<b>1a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(i) F M V as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> Capital gain net income or (net capital loss)					<b>2</b>	1,949,224
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					<b>3</b>	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**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))
2018	5,617,870	77,377,919	0.072603
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.582508
<b>3</b> 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			<b>3</b> 0.116502
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			<b>4</b> 81,985,920
<b>5</b> Multiply line 4 by line 3			<b>5</b> 9,551,524
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 28,186
<b>7</b> Add lines 5 and 6			<b>7</b> 9,579,710
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 6,376,566

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 fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 4,131.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of ZELKOVA STRATEGIC PARTNERS LLC Telephone no (502) 805-7203

Located at 333 EAST MAIN STREET SUITE 401 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 15

16 At any time during calendar year 2019, 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

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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 ).
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
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 2019?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? 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?
b If "Yes," did it have excess business holdings in 2019 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 2019 ).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2019?



**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
Total. Add lines 1 through 3 . . . . . ▶	0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	80,823,017
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	824,502
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	1,586,918
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	83,234,437
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	83,234,437
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,248,517
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	81,985,920
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	4,099,296

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	4,099,296
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5.	<b>2a</b>	56,373
<b>b</b>	Income tax for 2019 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	56,373
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	4,042,923
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	4,042,923
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	4,042,923

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	6,376,566
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,376,566
<b>5</b>	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.	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	6,376,566

**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 2018	(c) 2018	(d) 2019
<b>1</b> Distributable amount for 2019 from Part XI, line 7				4,042,923
<b>2</b> Undistributed income, if any, as of the end of 2019				
<b>a</b> Enter amount for 2018 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2019				
<b>a</b> From 2014. . . . .	6,228,441			
<b>b</b> From 2015. . . . .	3,808,662			
<b>c</b> From 2016. . . . .	3,178,952			
<b>d</b> From 2017. . . . .	2,852,586			
<b>e</b> From 2018. . . . .	1,821,597			
<b>f</b> Total of lines 3a through e. . . . .	17,890,238			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>6,376,566</u>				
<b>a</b> Applied to 2018, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2019 distributable amount. . . . .				4,042,923
<b>e</b> Remaining amount distributed out of corpus	2,333,643			
<b>5</b> Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,223,881			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020 . . . . .				0
<b>7</b> 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		
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .	6,228,441			
<b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .	13,995,440			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2015. . . . .	3,808,662			
<b>b</b> Excess from 2016. . . . .	3,178,952			
<b>c</b> Excess from 2017. . . . .	2,852,586			
<b>d</b> Excess from 2018. . . . .	1,821,597			
<b>e</b> Excess from 2019. . . . .	2,333,643			

**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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

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

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**c** Any submission deadlines

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**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0





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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
PUBLICLY TRADED SECURITIES-FIDELITY #4674-SHORT TERM			
PUBLICLY TRADED SECURITIES-FIDELITY #4674-LONG TERM			
NMVP II LP-SCHEDULE K-1-IRC 1202 QUALIFIED SMALL BUSINESS STOCK EXCLUSION	P	2010-10-21	2019-12-31
SOLIDUS COMPANY LP-SCHEDULE K-1	P		2019-12-31
SOLIDUS COMPANY LP-SCHEDULE K-1	P		2019-12-31
SOLIDUS CO LP-SCHEDULE K-1-IRC 1202 QUALIFIED SMALL BUSINESS STOCK EXCLUSION	P	2014-06-11	2019-12-31
SOLIDUS CO LP-SCHEDULE K-1-SEC 1231 GAIN	P		2019-12-31
ADVANCED CANCER THERAPEUTICS LLC-SCH K-1-SEC 1231 GAIN	P		2019-12-31
CLASS ACTION SETTLEMENT	P		2019-01-09
CLASS ACTION SETTLEMENT	P		2019-07-01

**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)
793,929		719,182	74,747
6,368,534		4,426,532	1,942,002
2,243		2,243	0
		84	-84
		1,653	-1,653
116,202		116,202	0
148			148
3			3
315			315
297			297

**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	
			74,747
			1,942,002
			0
			-84
			-1,653
			0
			148
			3
			315
			297

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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 )
CLASS ACTION SETTLEMENT	P		2019-09-30
REVON SYSTEMS-LIBERATE MEDICAL COMMON STOCK RETURN OF CAPITAL	P	2016-09-19	2019-06-28
REVON SYSTEMS-LIBERATE MEDICAL A-1 PREFERRED STOCK RETURN OF CAPITAL	P	2017-08-31	2019-06-28
REVON SYSTEMS-ZYUS LIFE SCIENCES A-2 PREFERRED STOCK MERGER	P	2016-09-19	2019-06-28
REVON SYSTEMS-ZYUS LIFE SCIENCES A-3 PREFERRED STOCK MERGER	P	2017-08-31	2019-06-28

**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)
1,072			1,072
19,378		19,378	0
18,199		18,199	0
200,213		228,180	-27,967
144,586		184,242	-39,656

**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	
			1,072
			0
			0
			-27,967
			-39,656

**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)				
<b>a</b> <i>Paid during the year</i>				
ACTORS THEATRE OF LOUISVILLE INC 316 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND & CHALLENGE GRANT	150,000
AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDATION INC 325 W MAIN STREET SUITE 2210 LOUISVILLE, KY 40202	NONE	PC	MEMORIAL GIFT SUZY POST	5,000
AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDATION INC 325 W MAIN STREET SUITE 2210 LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	5,000
<b>Total . . . . . ▶ 3a</b>				6,302,578



**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)				
<b>a</b> <i>Paid during the year</i>				
CATHEDRAL OF THE ASSUMPTION 433 S FIFTH STREET LOUISVILLE, KY 40202	NONE	PC	MEMORIAL MASS DOTTIE BAUER	250
CATHEDRAL OF THE ASSUMPTION 433 S FIFTH STREET LOUISVILLE, KY 40202	NONE	PC	CAPITAL CAMPAIGN	400,000
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND & CHALLENGE GRANT	300,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	FESTIVAL OF FAITHS	100,000
CENTER FOR NEIGHBORHOODS 507 SOUTH 3RD STREET LOUISVILLE, KY 40202	NONE	PC	PURCHASE RECREATION EQUIPMENT	850
CENTER FOR NONPROFIT EXCELLENCE 323 W BROADWAY STE 501 LOUISVILLE, KY 40202	NONE	PC	CNPE ANNUAL CONFERENCE	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
COMMONWEALTH FUND FOR KET INC 560 COOPER DRIVE LEXINGTON, KY 40502	NONE	PC	TV PROGRAMMING EXPENSES	20,000
COMMUNITY CONNECTIONS GROUP INC 6606 FERNBUSH DRIVE LOUISVILLE, KY 40228	NONE	PC	LOUISVILLE UNITY BREAKFAST EXPENSES	900
CONGRESS FOR THE NEW URBANISM 1720 N STREET NW WASHINGTON, DC 20036	NONE	PC	EVENT SPONSORSHIP	7,500
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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
<b>a</b> <i>Paid during the year</i>				
FUND FOR THE ARTS INC 623 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	72,450
GREEN CASTLE BAPTIST CHURCH 4970 MURPHY LANE LOUISVILLE, KY 40241	NONE	PC	MEMORIAL DONATION - CAPITAL CAMPAIGN	80,000
HOSPARUS INC 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205	NONE	PC	MEMORIAL DONATION	250
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
INSTITUTE FOR POSTMODERN DEVELOPMENT OF CHINA PO BOX 212 CLAREMONT, CA 91711	NONE	PC	ANNUAL FUND	1,400
KENTUCKY COLLEGE OF ART DESIGN 505 WEST ORMSBY AVENUE LOUISVILLE, KY 40203	NONE	PC	ANNUAL FUND & CHALLENGE GRANT	191,674
KENTUCKY COLLEGE OF ART DESIGN 505 WEST ORMSBY AVENUE LOUISVILLE, KY 40203	NONE	PC	STAFF AND STUDENT SUPPORT	308,327
<b>Total . . . . .</b>				<b>6,302,578</b>

▶ **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)				
<b>a</b> <i>Paid during the year</i>				
KENTUCKY OPERA ASSOCIATION INC 323 W BROADWAY SUITE 601 LOUISVILLE, KY 40202	NONE	PC	ENDOWMENT FUND	400,273
KENTUCKY OPERA ASSOCIATION INC 323 W BROADWAY SUITE 601 LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND & CHALLENGE GRANT	149,727
KNIGHTS OF COLUMBUS 4417 RIVER ROAD LOUISVILLE, KY 40222	NONE	PC	ANNUAL FUND	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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
<b>a</b> <i>Paid during the year</i>				
LEGACIES UNLIMITED 956 SOUTH 6TH STREET LOUISVILLE, KY 40203	NONE	PC	CELEBRATING BLACK LOUISVILLE EVENT	25,000
LOUISVILLE BALLET 315 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	PARTNERSHIP WITH LOUISVILLE ORCHESTRA MUSICIAN EXPENSES	67,884
LOUISVILLE BALLET 315 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	PARTNERSHIP WITH LOUISVILLE ORCHESTRA MUSICIAN EXPENSES	113,333
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
LOUISVILLE CLIMATE ACTION NETWORK PO BOX 4594 LOUISVILLE, KY 40204	NONE	PC	EVENT SPONSORSHIP	5,000
LOUISVILLE CLIMATE ACTION NETWORK PO BOX 4594 LOUISVILLE, KY 40204	NONE	PC	LOUISVILLE SOLAR TOUR	566
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	CAPITAL CAMPAIGN	82,845
<b>Total . . . . . ▶ 3a</b>				6,302,578



**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)				
<b>a</b> <i>Paid during the year</i>				
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	CHALLENGE GRANT	224,500
LOUISVILLE EARTH WALK INC 1534 QUADRANT AVE LOUISVILLE, KY 40205	NONE	PC	EVENT SPONSORSHIP	5,000
LOUISVILLE METRO GOVERNMENT 444 S FIFTH STREET LOUISVILLE, KY 40202	NONE	PC	PLANT 41 TREES IN DOWNTOWN LOUISVILLE	25,932
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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
<b>a</b> <i>Paid during the year</i>				
LOUISVILLE ORCHESTRA 620 W MAIN STREET SUITE 600 LOUISVILLE, KY 40202	NONE	PC	MEMORIAL DONATION - DR VIRGINIA KEENEY	500
LOUISVILLE ORCHESTRA 620 W MAIN STREET SUITE 600 LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	250,000
LOUISVILLE ORCHESTRA 620 W MAIN STREET SUITE 600 LOUISVILLE, KY 40202	NONE	PC	PARISTOWN POINT OPENING EXPENSES	70,000
<b>Total . . . . .</b>				<b>6,302,578</b>

▶ **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)				
<b>a</b> <i>Paid during the year</i>				
LOUISVILLE URBAN LEAGUE 1535 W BROADWAY LOUISVILLE, KY 40203	NONE	PC	WEST LOUISVILLE TRACK CAPITAL CAMPAIGN	166,667
LOUISVILLE WATERFRONT DEVELOPMENT CORP 129 EAST RIVER ROAD LOUISVILLE, KY 40202	NONE	PC	EVENT SPONSORSHIP FOR FREE PARKING	25,000
NANTUCKET COTTAGE HOSPITAL 15 BROAD STREET NANTUCKET, MA 01554	NONE	PC	CAPITAL CAMPAIGN	250,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
NATIONAL JUG BAND JUBILEE INC PO BOX 2944 LOUISVILLE, KY 40201	NONE	PC	EVENT SPONSORSHIP 2019 JUG BAND CONCERT	5,000
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	ADVANCE PRESERVATION PRACTICE IN LOUISVILLE	67,811
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	ADVANCE PRESERVATION PRACTICE IN LOUISVILLE	32,189
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	70TH ANNIVERSARY NATIONAL TRUST CHALLENGE	2,000
NEW PIONEERS FOR A SUSTAINABLE FUTURE INC 127 W MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	RELIGIOUS LANDS PROJECT & OPERATING EXPENSES	35,000
OLDHAM COUNTY HISTORICAL SOCIETY 106 NORTH SECOND AVENUE LAGRANGE, KY 40031	NONE	PC	EVENT SPONSORSHIP	500
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
ORGANIC ASSOCIATION OF KENTUCKY PO BOX 22244 LEXINGTON, KY 40522	NONE	PC	STAFF SUPPORT	40,000
PASSIONIST EARTH & SPIRIT CENTER INC 1924 NEWBURG RD LOUISVILLE, KY 40205	NONE	PC	2019 COSMIC WALK	5,000
PRESERVATION KENTUCKY INC 230 ST CLAIR STREET FRANKFORT, KY 40601	NONE	PC	AFRICAN AMERICAN PRESERVATION PROJECTS & ANNUAL FUND	20,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
SAINT XAVIER HIGH SCHOOL 1609 POPLAR LEVEL ROAD LOUISVILLE, KY 40217	NONE	PC	MEMORIAL DONATION - GEORGE HENRY HUNT III	250
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	PC	STAFF AND STUDENT SUPPORT	10,000
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	PC	ENHANCE INFRASTRUCTURE AND OPERATIONS	65,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
SMOKETOWN FAMILY WELLNESS CENTER CORP 760 S HANCOCK STREET SUITE B100 LOUISVILLE, KY 40203	NONE	PC	CAPITAL CAMPAIGN	25,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	ANNUAL FUND	200,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	CAPITAL CAMPAIGN - OWSLEY BROWN II WING	1,250,000
<b>Total . . . . .</b>				<b>6,302,578</b>

▶ **3a**



**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
<b>a</b> <i>Paid during the year</i>				
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	MEMORIAL DONATION - LILA DALE BODEN	500
ST FRANCIS SCHOOL 11000 US HIGHWAY 42 GOSHEN, KY 40026	NONE	PC	CAPITAL CAMPAIGN - MAIN AMP	50,000
SUSTAINABLE FOOD TRUST 7540 WINDSOR DRIVE SUITE 205 ALLENTOWN, PA 18195	NONE	PC	CHALLENGE GRANT - ANTHONY RODALE MARATHON	2,500
<b>Total . . . . .</b>				<b>6,302,578</b>

▶ **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)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	ENVIROME PROJECT AT U OF L	250,000
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	ENVIROME PROJECT AT U OF L	250,000
UNIVERSITY OF LOUISVILLE FOUNDATION INC 215 CENTRAL AVENUE SUITE 300 LOUISVILLE, KY 40208	NONE	PC	CAPITAL CAMPAIGN - PORTLAND MFA PROJECT	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**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)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	COMPASSIONATE SCHOOLS PROJECT	330,000
WHITEHALL HOUSE & GARDENS 3110 LEXINGTON RD LOUISVILLE, KY 40206	NONE	PC	ANNUAL FUND - SUMMER CELEBRATION PADDLE RAISE	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,302,578

**TY 2019 Accounting Fees Schedule**

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

**EIN:** 61-1189915

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION & ACCOUNTING FEES	10,569	5,285		5,284

**TY 2019 Investments Corporate Stock Schedule**

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

**EIN:** 61-1189915

**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ABBOTT LABORATORIES (ABT)	262,796	521,160
ALBEMARLE CORP (ALB)	661,830	410,850
ALIBABA GROUP HLDG LTD (BABA)	571,950	684,023
ALPHABET INC CL A (GOOGL)	34,716	174,121
ALPHABET INC CL C (GOOG)	491,351	735,361
AMAZON.COM INC (AMZN)	482,079	923,920
ANHEUSER BUSCH INBEV ADR (BUD)	519,405	410,200
APELLIS PHARMACEUTICALS INC (APLS)	50,076	652,482
APPLE INC (AAPL)	322,339	1,043,926
BANK OF AMERICA CORP (BAC)	578,641	686,790
BERKSHIRE HATHAWAY INC (BRKB)	394,417	679,500
BOEING CO (BA)	568,742	488,640
BRISTOL-MYERS SQUIBB CO (BMY)	576,004	656,343
BRISTOL-MYERS SQUIBB CONTINGENT VAL RT (BMYRT)	12,880	16,856
BROADCOM INC (AVGO)	571,980	616,239
BROWN FORMAN CORP CL B (BFB)	18,982,222	69,272,221
CARNIVAL CORP (CCL)	472,998	381,225
CISCO SYS INC (CSCO)	485,570	539,550
CITIGROUP INC (C)	360,947	479,340
COMCAST CORP NEW CL A (CMCSK)	211,145	345,370
DISNEY WALT CO (DIS)	523,496	607,446
EXPEDIA GROUP INC (EXPE)	609,296	602,880
FACEBOOK INC (FB)	70,142	759,425
FEDEX CORP (FDX)	482,955	378,025
HAMILTON BEACH BRANDS HLDG CO CL A (HBB)	13,580	38,200
IAC INTERACTIVE CORP (IAC)	319,139	934,163
JOHNSON & JOHNSON (JNJ)	213,563	364,675
JPMORGAN CHASE & CO (JPM)	286,420	756,245
MERCK & CO INC (MRK)	378,245	545,700
MICROSOFT CORP (MSFT)	116,028	757,748

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICRON TECHNOLOGY (MU)	357,189	537,800
MORGAN STANLEY (MS)	528,024	613,440
MYLAN NV (MYL)	531,649	271,350
NAACO INDS INC CL A (NC)	6,255	46,830
ORACLE CORP (ORCL)	350,150	476,820
PALO ALTO NETWORKS INC (PANW)	2,315	520,312
PFIZER INC (PFE)	161,558	195,900
PROCTER AND GAMBLE CO (PG)	360,435	574,540
QUALCOMM INC (QCOM)	561,896	661,725
ROYAL CARIBBEAN CRUISES (RCL)	406,598	534,040
SKYWORKS SOLUTIONS INC (SWKS)	503,103	640,664
UNILEVER PLC (UL)	272,562	277,274
VISA INC (V)	537,258	1,122,702
WALGREENS BOOTS ALLIANCE INC (WBA)	360,975	400,928

**TY 2019 Investments - Other Schedule**

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

**EIN:** 61-1189915

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ADVANCED CANCER THERAPEUTICS LLC	AT COST	10,265	75,000
FIMM GOVERNMENT PORTFOLIO: CLASS I (FIGXX)	AT COST	2,649	2,649
NINTHDECIMAL INC (FKA JIWIRE INC)	AT COST	564,294	564,294
LIBERATE MEDICAL INC	AT COST	37,577	37,577
NEW MARKETS VENTURE PARTNERS II LP	AT COST	49,573	113,663
ZYUS LIFE SCIENCES INC (FKA REVON SYSTEMS INC)	AT COST	337,907	337,907
SOLIDUS COMPANY LP	AT COST	231,293	110,962
VANGUARD INTL EQUITY INDEX FUND INC (VWO)	AT COST	95,595	88,940

**TY 2019 Other Decreases Schedule**

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

**EIN:** 61-1189915

<b>Description</b>	<b>Amount</b>
FMV-TAX BASIS DIFFERENCE FOR CONTRIBUTIONS RECEIVED	554,463



**TY 2019 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
KENTUCKY STATE TREASURER-FILING FEES	15	0		0
LICENSES - SOFTWARE	3,066	0		3,066
PORTFOLIO DEDUCTIONS-NEW MARKETS VENTURE K-1	6,661	6,661		0
INVESTMENT INTEREST EXPENSE-SOLIDUS COMPANY LP K-1	70	70		0
PORTFOLIO DEDUCTIONS-SOLIDUS COMPANY LP K-1	4,040	4,040		0
OTHER DEDUCTIONS-SOLIDUS COMPANY LP K-1	212	0		0
OTHER DEDUCTIONS-ADVANCED CANCER THERAPEUTICS LLC K-1	1	0		0
MEMBERSHIP DUES	2,050	0		2,050
CHARITABLE CONTRIBUTIONS-SOLIDUS COMPANY LP K-1	1	0		1

**TY 2019 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	339	339	339
SOLIDUS COMPANY LP-SCHEDULE K-1	778	778	778
SOLIDUS COMPANY LP-SCHEDULE K-1	-4,009		-4,009
ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1	-2,775		-2,775

**TY 2019 Other Professional Fees Schedule**

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

**EIN:** 61-1189915

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT/ADVISORY FEES	189,930	126,343		63,587

**TY 2019 Substantial Contributors  
Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC  
**EIN:** 61-1189915

Name	Address
AUGUSTA BROWN HOLLAND	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
BROOKE BROWN BARZUN	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
OWSLEY BROWN III	1686 UNION STREET 301 SAN FRANCISCO, CA 94123
CHRISTINA LEE BROWN 2012 CHARITABLE LEAD ANNUITY TRUST	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
CHRISTINA LEE BROWN	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
ESTATE OF OWSLEY BROWN II	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
SARA BROWN DECEASED 2011	ASHBOURNE HARRODS CREEK, KY 40027
OWSLEY BROWN II COCKAYNE FUND INC	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
OWSLEY BROWN II FAMILY FUND INC	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
ESTATE OF MARTIN SHALLENBERGER	C/O PNC WEALTH MANAGEMENT 101 S FIFTH STREET LOUISVILLE, KY 40202

**TY 2019 Taxes Schedule**

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

**EIN:** 61-1189915

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES - FIDELITY #4674	3,242	3,242		0
2019 EXCISE TAXES	50,500	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](http://www.irs.gov/Form990) for the latest information

OMB No 1545-0047  
**2019**

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 33<sup>1</sup> 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

**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 C/O ZSP LLC 333 EAST MAIN STREET SU LOUISVILLE, KY 40202	\$ 2,530,638	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions )
2	CHRISTINA L BROWN C/O ZSP LLC 333 EAST MAIN STREET SU LOUISVILLE, KY 40202	\$ 624,373	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II for noncash contributions )
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions )
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions )
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions )
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (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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<b>Part II Noncash Property</b>			
(a) No. from Part I	(b) Description of noncash property given <small>(see instructions) Use duplicate copies of Part II if additional space is needed</small>	(c) FMV (or estimate) (See instructions)	(d) Date received
2	21,309 SHS APELLIS PHARMACEUTICALS INC (APLS)	\$ 542,953	2019-09-19
2	2,000 SHS HAMILTON BEACH BRANDS HLDG CO (HBB)	\$ 31,400	2019-09-25
2	1,000 SHS NAACO INDS INC CL A (NC)	\$ 50,020	2019-12-16
.		\$	
.		\$	
.		\$	



Name of organization OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	<b>Employer identification number</b> 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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

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

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

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