Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation
## or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

**2011**

**For calendar year 2011 or tax year beginning , and ending**

Name of foundation: JAMES GRAHAM BROWN FOUNDATION, INC.

A Employer identification number: 61-0724060

Number and street (or P O box number if mail is not delivered to street address): 4350 BROWNSBORO ROAD — Room/suite: 200

B Telephone number: 502-896-2440

City or town, state, and ZIP code: LOUISVILLE, KY 40207

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 326,763,053.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis )*

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

**Part I** **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 4,653. | 4,653. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 1,496,709. | 2,094,767. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,878,811. | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,678,831. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 152,612. | 462,482. | | STATEMENT 3 |
| | 12 Total. Add lines 1 through 11 | 3,532,785. | 5,240,733. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 530,991. | 148,727. | | 287,531. |
| | 14 Other employee salaries and wages | 118,503. | 15,785. | | 75,558. |
| | 15 Pension plans, employee benefits | 92,673. | 16,608. | | 55,380. |
| | 16a Legal fees STMT 4 | 22,302. | 22,302. | | 0. |
| | b Accounting fees STMT 5 | 40,497. | 20,653. | | 19,844. |
| | c Other professional fees STMT 6 | 1,324,019. | 1,296,555. | | 27,464. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 7 | <174,672.> | 46,606. | | 0. |
| | 19 Depreciation and depletion | 9,428. | 9,428. | | |
| | 20 Occupancy | 76,480. | 57,360. | | 19,120. |
| | 21 Travel, conferences, and meetings | 32,493. | 7,965. | | 24,528. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 8 | 406,394. | 1,735,057. | | 144,408. |
| | 24 Total operating and administrative expenses Add lines 13 through 23 | 2,479,108. | 3,377,046. | | 653,833. |
| | 25 Contributions, gifts, grants paid | 8,308,198. | | | 14,516,530. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 10,787,306. | 3,377,046. | | 15,170,363. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | <7,254,521.> | | | |
| | b Net investment income (if negative, enter -0-) | | 1,863,687. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

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| Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | 2,095,521. | 3,895,485. | 3,895,485. |
| | 2 Savings and temporary cash investments | 38,535,445. | 28,517,700. | 28,517,700. |
| | 3 Accounts receivable ▶ 118,841. | | | |
| | Less: allowance for doubtful accounts ▶ | 79,170. | 118,841. | 118,841. |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 96,262. | 62,077. | 62,077. |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 10 | 604,381. | 21,933,264. | 21,933,264. |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 11 | 307,804,254. | 269,721,965. | 269,721,965. |
| | 14 Land, buildings, and equipment: basis ▶ 2,859,552. | | | |
| | Less accumulated depreciation ▶ 345,831. | 3,849,955. | 2,513,721. | 2,513,721. |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 353,064,988. | 326,763,053. | 326,763,053. |
| Liabilities | 17 Accounts payable and accrued expenses | 480,877. | 430,835. | |
| | 18 Grants payable | 14,999,998. | 8,791,666. | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ STATEMENT 12) | 244,000. | 2,000. | |
| | 23 **Total liabilities** (add lines 17 through 22) | 15,724,875. | 9,224,501. | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | 337,340,113. | 317,538,552. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** | 337,340,113. | 317,538,552. | |
| | 31 **Total liabilities and net assets/fund balances** | 353,064,988. | 326,763,053. | |

## 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 | 337,340,113. |
| 2 Enter amount from Part I, line 27a | 2 | <7,254,521.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 330,085,592. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 5 | 12,547,040. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 317,538,552. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | | | | |
| b | SEE ATTACHED STATEMENTS | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 2,678,831. |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 2,678,831. |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 2,678,831.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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)) |
|---|---|---|---|
| 2010 | 14,242,018. | 333,661,632. | .042684 |
| 2009 | 19,988,913. | 322,497,596. | .061982 |
| 2008 | 19,917,014. | 420,643,257. | .047349 |
| 2007 | 20,906,128. | 468,265,132. | .044646 |
| 2006 | 20,595,345. | 424,305,975. | .048539 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .245200 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .049040 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 344,862,438. |
| 5 | Multiply line 4 by line 3 | 5 | 16,912,054. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 18,637. |
| 7 | Add lines 5 and 6 | 7 | 16,930,691. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 15,170,363. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | | 1 | 37,274. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 37,274. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 37,274. |
| 6 | Credits/Payments: | | | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 20,877. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 25,000. | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | | 7 | 45,877. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached | | | 8 | 261. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 8,342. |
| 11 | Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 8,342. **Refunded** ▶ | | | 11 | 0. |

## Part VII-A Statements Regarding Activities

| | | Line | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | X | |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | X | |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | X | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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**Part VII-A Statements Regarding Activities** *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) — 11: X (No)

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) — 12: X (No)

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? — 13: X (Yes)

Website address ▶ JGBF.ORG

14 The books are in care of ▶ MASON B. RUMMEL, PRESIDENT Telephone no. ▶ (502) 896-2440

Located at ▶ 4350 BROWNSBORO ROAD, SUITE 200, LOUISVILLE, KY ZIP+4 ▶ 40207

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | Line | Yes | No |
|---|---|---|---|
| 16 At any time during calendar year 2011, 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? | 16 | | X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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.** Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? — 1b: X (No)

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? — 1c: X (No)

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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☒ Yes ☐ No

If "Yes," list the years ▶ 2010 , , ,

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.) — 2b: X (Yes)

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? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2011 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 2011.)* N/A — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a: X (No)

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 2011? — 4b: X (No)

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

| | | | | |
|---|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to: | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No | | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | N/A | 5b | | |
| Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A | ☐ Yes ☐ No | | | |
| *If "Yes," attach the statement required by Regulations section 53.4945-5(d)* | | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes ☒ No | | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | | X |
| *If "Yes" to 6b, file Form 8870* | | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes ☒ No | | | |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | N/A | 7b | | |

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (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 |
|---|---|---|---|---|
| SEE ATTACHED SCHEDULE | 0.00 | 505,950. | 25,041. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

**Part IX-A** **Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 NONE | 0. |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 NONE | 0. |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 344,922,810. |
| b | Average of monthly cash balances | 1b | 1,217,011. |
| c | Fair market value of all other assets | 1c | 3,974,329. |
| d | **Total** (add lines 1a, b, and c) | 1d | 350,114,150. |
| 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 | 350,114,150. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 5,251,712. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 344,862,438. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 17,243,122. |

**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 | 17,243,122. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 — 2a: 37,274. | | |
| b | Income tax for 2011. (This does not include the tax from Part VI.) — 2b: 73,383. | | |
| c | Add lines 2a and 2b | 2c | 110,657. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 17,132,465. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 17,132,465. |
| 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 | 17,132,465. |

**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 | 15,170,363. |
| 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 | 15,170,363. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 15,170,363. |

**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 2010 | (c) 2010 | (d) 2011 |
|---|---|---|---|---|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 17,132,465. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 15,452,956. | |
| b Total for prior years: ____, ____, ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 15,170,363. | | | | |
| a Applied to 2010, but not more than line 2a | | | 15,170,363. | |
| 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 2011 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2011 (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 | 0. | | | |
| 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 2010. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 282,593. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 17,132,465. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

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

SEE STATEMENT 13

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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| SEE ATTACHED SCHEDULE | | | | 14,516,530. |
| | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3a | 14,516,530. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 4,653. | |
| 4 Dividends and interest from securities | | | 14 | 1,496,709. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 15 | 152,612. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 1,878,811. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 3,532,785. | 0. |

13 **Total**. Add line 12, columns (b), (d), and (e) 13 3,532,785.

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

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | N/A |

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign Here**

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

Signature of officer or trustee: Mason B Rummel | Date: 11-15-12 | Title: President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| CHRISTINE N KOENIG | Christine N Koenig | 11.15.12 | | P01022180 |
| Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC | | | Firm's EIN ▶ 61-1064249 | |
| Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187 | | | Phone no. (502)426-9660 | |

Schedule K-1

Schedule K-1

Schedule K-1

Schedule K-1

Schedule K-1

**Schedule K-1**

Schedule K-1

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Schedule K-1

**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 | MORGAN CREEK MGMT - SEE ATTACHED | | | |
| b | GOLDMAN SACHS & CO - SEE ATTACHED | | | |
| c | EATON VANCE - SEE ATTACHED | | | |
| d | WESTERFIELD - SEE ATTACHED | | | |
| e | ROTHSCHILD - SEE ATTACHED | | | |
| f | DIAMOND HILL - SEE ATTACHED | | | |
| g | K-1 FROM MORGAN CREEK IV | | | |
| h | K-1 FROM MORGAN CREEK IV | | | |
| i | K-1 FROM MORGAN CREEK IV | | | |
| j | K-1 FROM MORGAN CREEK IV | | | |
| k | K-1 FROM MORGAN CREEK II | | | |
| l | K-1 FROM MORGAN CREEK II | | | |
| m | K-1 FROM MORGAN CREEK II | | | |
| n | K-1 FROM MORGAN CREEK II | | | |
| o | K-1 FROM ADVANCED CANCER THERAPEUTICS | | | |

| | (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 | | | | <392,873.> |
| b | | | | 3,291,057. |
| c | | | | <380,820.> |
| d | | | | <384,922.> |
| e | | | | <200,440.> |
| f | | | | <53,191.> |
| g | | | | 128,542. |
| h | | | | 591,242. |
| i | | | | <259.> |
| j | | | | <8,331.> |
| k | | | | 1,280. |
| l | | | | 164,625. |
| m | | | | 28,599. |
| n | | | | <213.> |
| o | | | | <5,572.> |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | <392,873.> |
| b | | | | 3,291,057. |
| c | | | | <380,820.> |
| d | | | | <384,922.> |
| e | | | | <200,440.> |
| f | | | | <53,191.> |
| g | | | | 128,542. |
| h | | | | 591,242. |
| i | | | | <259.> |
| j | | | | <8,331.> |
| k | | | | 1,280. |
| l | | | | 164,625. |
| m | | | | 28,599. |
| n | | | | <213.> |
| o | | | | <5,572.> |

| | | |
|---|---|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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05-01-11

**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 | K-1 FROM CHRYSALIS VENTURES III | | | |
| b | K-1 FROM MORGAN CREEK III | | | |
| c | K-1 FROM MORGAN CREEK III | | | |
| d | K-1 FROM MORGAN CREEK III | | | |
| e | K-1 FROM CHRYSALIS VENTURES II | | | |
| f | K-1 FROM CHRYSALIS VENTURES II | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | <102,623.> |
| b | | | | <11,951.> |
| c | | | | 420,516. |
| d | | | | <31,331.> |
| e | | | | <48,185.> |
| f | | | | <326,319.> |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | <102,623.> |
| b | | | | <11,951.> |
| c | | | | 420,516. |
| d | | | | <31,331.> |
| e | | | | <48,185.> |
| f | | | | <326,319.> |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 | 2,678,831. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

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05-01-11

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

| SOURCE | AMOUNT |
|---|---|
| INVESTMENT ACCOUNTS - DETAIL MAINTAINED | 4,653. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 4,653. |

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT 2 |
|---|---|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| INVESTMENT ACCOUNTS - DETAIL MAINTAINED | 1,496,709. | 0. | 1,496,709. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 1,496,709. | 0. | 1,496,709. |

| FORM 990-PF | OTHER INCOME | STATEMENT 3 |
|---|---|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| OIL ROYALTIES & BONUSES | 147,628. | 147,628. | |
| OTHER INCOME | 4,984. | 4,984. | |
| MORGAN CREEK PARTNERS III K-1 | 0. | 243,025. | |
| MORGAN CREEK PARTNERS II K-1 | 0. | 505,291. | |
| MORGAN CREEK PARTNERS IV K-1 | 0. | 9,590. | |
| ADVANCED CANCER THERAPEUTICS K-1 | 0. | <471,512.> | |
| GS GLOBAL ALPHA K-1 | 0. | 23,476. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 152,612. | 462,482. | |

FORM 990-PF — LEGAL FEES — STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 22,302. | 22,302. | | 0. |
| TO FM 990-PF, PG 1, LN 16A | 22,302. | 22,302. | | 0. |

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEES | 40,497. | 20,653. | | 19,844. |
| TO FORM 990-PF, PG 1, LN 16B | 40,497. | 20,653. | | 19,844. |

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT AND OTHER | 1,324,019. | 1,296,555. | | 27,464. |
| TO FORM 990-PF, PG 1, LN 16C | 1,324,019. | 1,296,555. | | 27,464. |

FORM 990-PF — TAXES — STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| PROPERTY TAXES | 4,103. | 4,103. | | 0. |
| 990-PF TAX CURRENT & DEFERRED | <212,000.> | 0. | | 0. |
| PRIOR YEAR TAXES | 29,816. | 0. | | 0. |
| FOREIGN TAXES PAID-MORGAN CREEK III | 0. | 30,681. | | 0. |

| | | | | |
|---|---|---|---|---|
| FOREIGN TAXES PAID-MORGAN CREEK II | 0. | 8,675. | | 0. |
| STATE TAXES | 262. | 0. | | 0. |
| INVESTMENT TAXES PAID | 3,147. | 3,147. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | <174,672.> | 46,606. | | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 8

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| CHRYSALIS VENTURES II K-1 | 0. | 39,795. | | 0. |
| CHRYSALIS VENTURES III K-1 | 0. | 51,048. | | 0. |
| KENTUCKY SEED CAPITAL FD K-1 | 0. | 6,218. | | 0. |
| MORGAN CREEK PARTNERS III K-1 | 0. | 727,397. | | 0. |
| MORGAN CREEK PARTNERS II K-1 | 0. | 440,835. | | 0. |
| OFFICE SUPPLIES AND EXPENSE | 23,870. | 12,173. | | 11,691. |
| TECHNOLOGY EXPENSE | 9,053. | 4,617. | | 4,436. |
| TELEPHONE EXPENSE | 7,520. | 3,835. | | 3,685. |
| INSURANCE | 43,087. | 21,975. | | 21,112. |
| DUES & SUBSCRIPTIONS | 2,104. | 1,073. | | 1,031. |
| ENVIRONMENTAL MATTERS | 218,307. | 0. | | 0. |
| MORGAN CREEK PARTNERS IV K-1 | 0. | 426,046. | | 0. |
| BROWN FELLOWS PROGRAM | 102,453. | 0. | | 102,453. |
| GS ALPHA GLOBAL K-1 | 0. | 45. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 406,394. | 1,735,057. | | 144,408. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

| DESCRIPTION | AMOUNT |
|---|---|
| UNREALIZED GAIN (LOSS) ON SECURITIES | 11,209,020. |
| UNREALIZED GAIN (LOSS) ON LAND & MINERAL RIGHTS | 1,338,020. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 12,547,040. |

FORM 990-PF | CORPORATE STOCK | STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK - DETAIL MAINTAINED | 21,933,264. | 21,933,264. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 21,933,264. | 21,933,264. |

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| ALTERNATIVE INVESTMENT FUNDS AND OTHER INVESTMENTS - DETAIL MAINTAINED | FMV | 249,981,876. | 249,981,876. |
| INTERNATIONAL SECURITIES - DETAIL MAINTAINED | FMV | 19,740,089. | 19,740,089. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 269,721,965. | 269,721,965. |

FORM 990-PF | OTHER LIABILITIES | STATEMENT 12

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| DEFERRED FEDERAL EXCISE TAX LIABILITY | 244,000. | 2,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 244,000. | 2,000. |

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DODIE MCKENZIE, GRANTS DIRECTOR, JAMES GRAHAM BROWN FOUNDATION
4350 BROWNSBORO RD
LOUISVILLE, KY 40207

TELEPHONE NUMBER

502-896-2440

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED APPLICATION FORM

ANY SUBMISSION DEADLINES

SEE ATTACHED

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED

James Graham Brown Foundation
EIN 61-0724060
Form 990 PF, Part II, line 14

ASSET DEPRECIATION REPORT

*James Graham Brown Foundation, Inc.* **Dec. 31, 2011**

Sorted. ASSET A/C#
Method: 1-METHOD1-Std Conv Applied

Range GRAY ST. - SUMMIT 1
Include· All assets

| Date Acq / Date Sold | Description / Meth - Conv - Life - ITC - Stat - New - Listed | Inv Credit / Depr Year | Cost / Net Book Value | Valuation / Salvage Value | Depr Basis / Bus Percent | Current Depr / Current Bonus | Beg A/Depr / End A/Depr | Selling Price / Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **ASSET A/C#· GRAY ST. - FURNITURE & FIXTURES** | | | | | | | | |
| 03/22/79 | (D) Furnishings, Carpeting & Draperies | 0.00 | 14,935.00 | 0.00 | 14,935.00 | 0.00 | 14,935.00 | 0.00 |
| 12/31/11 | SL FM 15.00 Omit Disp New Not Listed | 33 | 0.00 | 0.00 | 100.00 | 0.00 | 14,935.00 | 0.00 |
| **Totals for ASSET A/C#: GRAY ST.** | (1 assets) | | 14,935.00 | 0.00 | 14,935.00 | 0.00 | 14,935.00 | 0.00 |
| | | | 0.00 | 0.00 | | 0.00 | 14,935.00 | 0.00 |

| Summary For: GRAY ST. | | Cost | | Section 179 | + Accum. Depr. | = Total |
|---|---|---|---|---|---|---|
| Beginning Balances | (1 assets) | 14,935.00 | | 0.00 | 14,935.00 | 14,935.00 |
| + Additions (A) | (0 assets) | 0.00 | Curr. Depr. | 0.00 | 0.00 | 0.00 |
| Subtotals | | 14,935.00 | | 0.00 | 14,935.00 | 14,935.00 |
| - Disposals (D) and Trades (T) | (1 assets) | 14,935.00 | | 0.00 | 14,935.00 | 14,935.00 |
| Ending Balances | (1 assets) | 0.00 | | 0.00 | 0.00 | 0.00 |

| Date Acq / Date Sold | Description / Meth - Conv - Life - ITC - Stat - New - Listed | Inv Credit / Depr Year | Cost / Net Book Value | Valuation / Salvage Value | Depr Basis / Bus Percent | Current Depr / Current Bonus | Beg A/Depr / End A/Depr | Selling Price / Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **ASSET A/C#: LEASEHOLD - LEASEHOLD IMPROVEMENTS** | | | | | | | | |
| 09/30/99 | Cabeling/Electrical | 0.00 | 5,534.00 | 0.00 | 5,534.00 | 0.00 | 5,534.00 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 5,534.00 | |
| 09/30/99 | Wall molds, Beams Ceiling Tiles | 0.00 | 2,567.36 | 0.00 | 2,567.36 | 0.00 | 2,567.36 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 2,567.36 | |
| 09/30/99 | Polished Brass Lettering | 0.00 | 903.27 | 0.00 | 903.27 | 0.00 | 903.27 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 903.27 | |
| 09/30/99 | Cambridge Construction-Building Wor | 0.00 | 46,507.67 | 0.00 | 46,507.67 | 0.00 | 46,507.67 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 46,507.67 | |
| 09/30/99 | Walls & Celings | 0.00 | 6,330.27 | 0.00 | 6,330.27 | 0.00 | 6,330.27 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 6,330.27 | |
| 09/30/99 | Wood Flooring | 0.00 | 4,475.40 | 0.00 | 4,475.40 | 0.00 | 4,475.40 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 4,475.40 | |
| 09/30/99 | Reception Desk, Doors & Cabinets | 0.00 | 61,299.00 | 0.00 | 61,299.00 | 0.00 | 61,299.00 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 61,299.00 | |
| 09/30/99 | Bathroom Fixtures | 0.00 | 205.80 | 0.00 | 205.80 | 0.00 | 205.80 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 205.80 | |
| 09/30/99 | Designs for Office | 0.00 | 24,465.89 | 0.00 | 24,465.89 | 0.00 | 24,465.89 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 24,465.89 | |
| 09/30/99 | Lighting | 0.00 | 13,861.90 | 0.00 | 13,861.90 | 0.00 | 13,861.90 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 13,861.90 | |
| 09/30/99 | Doors & Hardware | 0.00 | 2,131.42 | 0.00 | 2,131.42 | 0.00 | 2,131.42 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 2,131.42 | |
| 04/01/02 | Maglock and Installation | 0.00 | 2,504.40 | 0.00 | 2,504.40 | 0.00 | 2,504.40 | |
| | SL FM 4.75 Omit Active New Not Listed | 10 | 0.00 | 0.00 | 100.00 | 0.00 | 2,504.40 | |
| 04/20/07 | Carpet and installation | 0.00 | 10,862.80 | 0.00 | 10,862.80 | 1,551.83 | 5,431.40 | |
| | SL HY 7.00 Omit Active New Not Listed | 5 | 3,879.57 | 0.00 | 100.00 | 0.00 | 6,983.23 | |
| **Totals for ASSET A/C#: LEASEHOLD** | (13 assets) | | 181,649.18 | 0.00 | 181,649.18 | 1,551.83 | 176,217.78 | 0.00 |
| | | | 3,879.57 | 0.00 | | 0.00 | 177,769.61 | 0.00 |

| Summary For: LEASEHOL | | Cost | | Section 179 | + Accum. Depr. | = Total |
|---|---|---|---|---|---|---|
| Beginning Balances | (13 assets) | 181,649.18 | | 0.00 | 176,217.78 | 176,217.78 |
| + Additions (A) | (0 assets) | 0.00 | Curr Depr. | 0.00 | 1,551.83 | 1,551.83 |
| Subtotals | | 181,649.18 | | 0.00 | 177,769.61 | 177,769.61 |
| - Disposals (D) and Trades (T) | (0 assets) | 0.00 | | 0.00 | 0.00 | 0.00 |
| Ending Balances | (13 assets) | 181,649.18 | | 0.00 | 177,769.61 | 177,769.61 |

ASSET DEPRECIATION REPORT

*James Graham Brown Foundation, Inc.* *Dec. 31, 2011*

Sorted: ASSET A/C# Method 1-METHOD1-Std Conv Applied

Range GRAY ST. - SUMMIT 1 Include: All assets

| Date Acq<br>Date Sold | Description<br>Meth - Conv - Life - ITC - Stat - New - Listed | Inv Credit<br>Depr Year | Cost<br>Net Book Value | Valuation<br>Salvage Value | Depr Basis<br>Bus Percent | Current Depr<br>Current Bonus | Beg A/Depr<br>End A/Depr | Selling Price<br>Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| ASSET A/C#: OFFICE EQ. - EQUIPMENT & AUTOS | | | | | | | | |
| 12/30/87 | GBC Binding Machine | 0 00 | 914 00 | 0.00 | 914 00 | 0.00 | 914 00 | |
| | SL FM 5 00 Omit Active New Not Listed | 25 | 0 00 | 0 00 | 100 00 | 0 00 | 914 00 | |
| 03/01/99 | Microedge Grants Software | 0.00 | 6,200.00 | 0.00 | 6,200 00 | 0.00 | 6,200 00 | |
| | SL FM 5 00 Omit Active New Not Listed | 13 | 0 00 | 0 00 | 100.00 | 0 00 | 6,200 00 | |
| 01/31/01 | Computer Related DSL Line | 0.00 | 2,263 90 | 0 00 | 2,263.90 | 0 00 | 2,263 90 | |
| | SL FM 3 00 Omit Active New Not Listed | 11 | 0.00 | 0.00 | 100 00 | 0.00 | 2,263 90 | |
| 02/01/01 | Land Data Base Program | 0 00 | 3,750 00 | 0 00 | 3,750 00 | 0 00 | 3,750.00 | |
| | AMORT HY 3.00 Omit Active New Not Listed | 11 | 0.00 | 0.00 | 100.00 | 0.00 | 3,750 00 | |
| 08/01/03 | Microsoft Exchange Software | 0.00 | 3,576.52 | 0.00 | 3,576 52 | 0 00 | 3,576 52 | |
| | AMORT FM 3 00 Omit Active New Not Listed | 9 | 0 00 | 0.00 | 100 00 | 0.00 | 3,576 52 | |
| 08/09/05 | Dell Laptop Computer | 0.00 | 1,902 69 | 0.00 | 1,902 69 | 0.00 | 1,902 69 | |
| | SL HY 3.00 Omit Active New Not Listed | 7 | 0.00 | 0 00 | 100 00 | 0 00 | 1,902 69 | |
| 04/05/06 | Scanner and Installation | 0 00 | 793 70 | 0.00 | 793 70 | 0.00 | 793.70 | |
| | SL HY 3 00 Omit Active New Not Listed | 6 | 0.00 | 0.00 | 100 00 | 0 00 | 793 70 | |
| 07/31/06 | Color Printer-workroom | 0.00 | 873 99 | 0.00 | 873.99 | 0.00 | 873 99 | |
| | SL HY 3 00 Omit Active New Not Listed | 6 | 0 00 | 0.00 | 100 00 | 0.00 | 873.99 | |
| 09/30/06 | HP Color Printer | 0 00 | 829.00 | 0.00 | 829 00 | 0 00 | 829 00 | |
| | SL HY 3.00 Omit Active New Not Listed | 6 | 0.00 | 0.00 | 100.00 | 0.00 | 829 00 | |
| 01/01/07 | Computer Equip. Backup & Hard Disk | 0 00 | 1,586 80 | 0 00 | 1,586 80 | 0.00 | 1,586 80 | |
| | SL HY 3 00 Omit Active New Not Listed | 5 | 0 00 | 0.00 | 100 00 | 0 00 | 1,586 80 | |
| 01/31/07 | Computer Printer-HP LaserJet 4050 | 0 00 | 682 49 | 0.00 | 682 49 | 0 00 | 682 49 | |
| | SL HY 3 00 Omit Active New Not Listed | 5 | 0.00 | 0 00 | 100.00 | 0 00 | 682 49 | |
| 01/31/07 | Computer Equip, Monitor, etc RAR | 0 00 | 642 43 | 0 00 | 642 43 | 0.00 | 642 43 | |
| | SL HY 3.00 Omit Active New Not Listed | 5 | 0 00 | 0.00 | 100.00 | 0.00 | 642 43 | |
| 01/ | Projector | 0.00 | 1,001 90 | 0.00 | 1,001 90 | 0.00 | 1,001 90 | |
| | SL HY 3 00 Omit Active New Not Listed | 5 | 0 00 | 0 00 | 100 00 | 0.00 | 1,001.90 | |
| 04/06/07 | Clearone 910-158-070 Max Conferencl | 0 00 | 1,010 79 | 0.00 | 1,010.79 | 202.16 | 707.56 | |
| | SL HY 5 00 Omit Active New Not Listed | 5 | 101 07 | 0.00 | 100 00 | 0 00 | 909 72 | |
| 05/31/07 | Software-Office Pro 2007 & Small Bu | 0.00 | 4,284 75 | 0.00 | 4,284.75 | 0 00 | 4,284 75 | |
| | AMORT HY 3 00 Omit Active New Not Listed | 5 | 0.00 | 0.00 | 100.00 | 0.00 | 4,284 75 | |
| 08/31/07 | Installation RAR computer & parts | 0 00 | 590 76 | 0.00 | 590.76 | 0.00 | 590 76 | |
| | SL HY 3 00 Omit Active New Not Listed | 5 | 0 00 | 0 00 | 100.00 | 0.00 | 590 76 | |
| 09/30/07 | Website Development | 0.00 | 4,840 00 | 0 00 | 4,840.00 | 0 00 | 4,840 00 | |
| | AMORT FM 3 00 Omit Active New Not Listed | 5 | 0.00 | 0 00 | 100 00 | 0.00 | 4,840 00 | |
| 10/15/07 | Logo Development | 0 00 | 1,350.00 | 0 00 | 1,350 00 | 0.00 | 1,350 00 | |
| | AMORT HY 3 00 Omit Active New Not Listed | 5 | 0.00 | 0.00 | 100.00 | 0.00 | 1,350.00 | |
| 11/30/07 | Logo Development | 0.00 | 750 00 | 0 00 | 750 00 | 0 00 | 750 00 | |
| | AMORT HY 3 00 Omit Active New Not Listed | 5 | 0 00 | 0 00 | 100 00 | 0 00 | 750 00 | |
| 01/21/08 | Website Development | 0 00 | 4,840 00 | 0 00 | 4,840 00 | 0.00 | 4,840 00 | |
| | AMORT HY 3 00 Omit Active New Not Listed | 4 | 0 00 | 0 00 | 100 00 | 0.00 | 4,840.00 | |
| 02/29/08 | Firewall for Server | 0 00 | 829.25 | 0 00 | 829.25 | 23 03 | 806.22 | |
| | AMORT HY 3.00 Omit Active New Not Listed | 4 | 0.00 | 0.00 | 100.00 | 0 00 | 829 25 | |
| 11/30/10 | Super Micro Server | 0.00 | 3,899.00 | 3,899.00 | 3,899.00 | 1,299 67 | 162 46 | |
| | SLMM PR 3 00 Omit Active New Not Listed | 2 | 2,436 87 | 0.00 | 100 00 | 0 00 | 1,462 13 | |
| 11/30/10 | Dell Desktop - KEB | 0 00 | 941.42 | 941 42 | 941.42 | 313.81 | 39 23 | |
| | SLMM PR 3 00 Omit Active New Not Listed | 2 | 588.38 | 0.00 | 100 00 | 0 00 | 353 04 | |
| 11/30/10 | Dell Desktop - CAP | 0 00 | 941 42 | 941.42 | 941.42 | 313 81 | 39 23 | |
| | SLMM PR 3 00 Omit Active New Not Listed | 2 | 588.38 | 0.00 | 100 00 | 0.00 | 353.04 | |

ASSET DEPRECIATION REPORT
*James Graham Brown Foundation, Inc.* *Dec. 31, 2011*

Sorted: ASSET A/C# Method 1-METHOD1-Std Conv Applied

Range. GRAY ST. - SUMMIT 1 Include All assets

| Date Acq / Date Sold | Description / Meth - Conv - Life - ITC - Stat - New - Listed | Inv Credit / Depr Year | Cost / Net Book Value | Valuation / Salvage Value | Depr Basis / Bus Percent | Current Depr / Current Bonus | Beg A/Depr / End A/Depr | Selling Price / Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **ASSET A/C#: OFFICE EQ. - EQUIPMENT & AUTOS** | | | | | | | | |
| 11/30/10 | Dell Desktop - RAR | 0.00 | 941.43 | 941 43 | 941.43 | 313.81 | 39 23 | |
| | SLMM PR 3 00 Omit Active New Not Listed | 2 | 588.39 | 0.00 | 100 00 | 0.00 | 353.04 | |
| 11/30/10 | Dell Desktop - MBR | 0 00 | 941 43 | 941 43 | 941 43 | 313.81 | 39 23 | |
| | SLMM PR 3 00 Omit Active New Not Listed | 2 | 588.39 | 0.00 | 100 00 | 0.00 | 353 04 | |
| 11/30/10 | HP CP2025 - KEB | 0.00 | 429.78 | 429 78 | 429.78 | 143.26 | 17 91 | |
| | SLMM PR 3.00 Omit Active New Not Listed | 2 | 268.61 | 0.00 | 100 00 | 0.00 | 161.17 | |
| 11/30/10 | HP CP2025 - DLM | 0.00 | 429.78 | 429.78 | 429.78 | 143.26 | 17.91 | |
| | SLMM PR 3.00 Omit Active New Not Listed | 2 | 268.61 | 0.00 | 100 00 | 0 00 | 161.17 | |
| 11/30/10 | HP CP 2025 - CAP | 0 00 | 429.78 | 429 78 | 429 78 | 143 26 | 17 91 | |
| | SLMM PR 3 00 Omit Active New Not Listed | 2 | 268 61 | 0.00 | 100 00 | 0.00 | 161 17 | |
| 01/01/11 (A) | Phone System | 0 00 | 13,004 45 | 13,004 45 | 13,004 45 | 928.89 | 0 00 | |
| | SL HY 7.00 Omit Active New Not Listed | 1 | 12,075.56 | 0.00 | 100 00 | 0 00 | 928.89 | |
| **Totals for ASSET A/C#: OFFICE EQ.** | **(30 assets)** | | 65,471.46 | 21,958.49 | 65,471 46 | 4,138 77 | 43,559 82 | 0 00 |
| | | | 17,772.87 | 0 00 | | 0.00 | 47,698 59 | 0 00 |

| Summary For: OFFICE EQ. | | Cost | | Section 179 + | Accum. Depr. = | Total |
|---|---|---|---|---|---|---|
| Beginning Balances | (29 assets) | 52,467.01 | | 0.00 | 43,559.82 | 43,559 82 |
| + Additions (A) | (1 assets) | 13,004.45 | Curr Depr | 0.00 | 4,138.77 | 4,138 77 |
| Subtotals | | 65,471 46 | | 0 00 | 47,698.59 | 47,698 59 |
| - Disposals (D) and Trades (T) | (0 assets) | 0.00 | | 0.00 | 0 00 | 0 00 |
| Ending Balances | (30 assets) | 65,471 46 | | 0.00 | 47,698.59 | 47,698 59 |

| Date Acq / Date Sold | Description / Meth - Conv - Life - ITC - Stat - New - Listed | Inv Credit / Depr Year | Cost / Net Book Value | Valuation / Salvage Value | Depr Basis / Bus Percent | Current Depr / Current Bonus | Beg A/Depr / End A/Depr | Selling Price / Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **ASSET A/C#: SUMMIT 1 - FURNITURE & FIXTURES** | | | | | | | | |
| 09/30/93 | File Cabinets-Pre 1993 | 0 00 | 9,087.46 | 0 00 | 9,087.46 | 0.00 | 9,087 46 | |
| | SL FM 5 00 Omit Active New Not Listed | 19 | 0.00 | 0.00 | 100 00 | 0 00 | 9,087 46 | |
| 09/[illegible] | Oriental Rugs | 0.00 | 8,825.00 | 0.00 | 8,825.00 | 0.00 | 8,825 00 | |
| | SL FM 7.00 Omit Active New Not Listed | 13 | 0.00 | 0 00 | 100.00 | 0.00 | 8,825 00 | |
| 09/30/99 | Kitchen Appliances | 0 00 | 983 62 | 0 00 | 983.62 | 0.00 | 983 62 | |
| | SL FM 5 00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100.00 | 0.00 | 983.62 | |
| 09/30/99 | Television | 0 00 | 518.00 | 0 00 | 518 00 | 0.00 | 518 00 | |
| | SL HY 5 00 Omit Active New Not Listed | 13 | 0.00 | 0.00 | 100 00 | 0 00 | 518 00 | |
| 09/30/99 | Office Furniture | 0.00 | 82,484.60 | 0 00 | 82,484 60 | 0.00 | 82,484 60 | |
| | SL FM 7 00 Omit Active New Not Listed | 13 | 0 00 | 0 00 | 100 00 | 0.00 | 82,484.60 | |
| 04/30/01 | Office Furniture-Work Room | 0 00 | 1,485.00 | 0 00 | 1,485.00 | 0.00 | 1,485 00 | |
| | SL FM 7.00 Omit Active New Not Listed | 11 | 0.00 | 0 00 | 100.00 | 0.00 | 1,485.00 | |
| 07/01/06 | Two Aeron Desk Chairs | 0 00 | 1,713 16 | 0 00 | 1,713.16 | 244 74 | 1,101 33 | |
| | SL HY 7.00 Omit Active New Not Listed | 6 | 367.09 | 0.00 | 100 00 | 0.00 | 1,346 07 | |
| 08/15/06 | Office Furniture | 0 00 | 16,538.99 | 0.00 | 16,538 99 | 2,362.71 | 10,632 20 | |
| | SL HY 7 00 Omit Active New Not Listed | 6 | 3,544.08 | 0.00 | 100.00 | 0.00 | 12,994.91 | |
| 11/06/06 | Dishwasher | 0 00 | 649.99 | 649.99 | 649.99 | 64.99 | 585 00 | |
| | SL HY 5.00 Omit Active New Not Listed | 6 | 0.00 | 0.00 | 100 00 | 0.00 | 649 99 | |
| 01/01/07 | Aeron Chair MBR | 0.00 | 910.73 | 0.00 | 910 73 | 130.10 | 455 35 | |
| | SL HY 7 00 Omit Active New Not Listed | 5 | 325.28 | 0 00 | 100.00 | 0.00 | 585 45 | |
| 06/07/07 | Aeron Chair CP | 0 00 | 935.82 | 0 00 | 935 82 | 133 69 | 467 91 | |
| | SL HY 7.00 Omit Active New Not Listed | 5 | 334.22 | 0.00 | 100.00 | 0 00 | 601 60 | |
| 08/25/11 (A) | Office Furniture - MBR & KEB | 0 00 | 11,213.88 | 11,213.88 | 11,213.88 | 800 99 | 0 00 | |
| | SL HY 7 00 Omit Active New Not Listed | 1 | 10,412.89 | 0.00 | 100.00 | 0.00 | 800 99 | |

| Date Acq<br>Date Sold | Description<br>Meth - Conv - Life - ITC - Stat - New - Listed | Inv Credit<br>Depr Year | Cost<br>Net Book Value | Valuation<br>Salvage Value | Depr Basis<br>Bus Percent | Current Depr<br>Current Bonus | Beg A/Depr<br>End A/Depr | Selling Price<br>Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| Totals for ASSET A/C#: SUMMIT 1 | (12 assets) | | 135,346 25<br>14,983.56 | 11,863.87<br>0.00 | 135,346 25 | 3,737.22<br>0.00 | 116,625 47<br>120,362 69 | 0 00<br>0.00 |

| Summary For: SUMMIT 1 | | | Cost | | Section 179 + | Accum. Depr. = | Total |
|---|---|---|---|---|---|---|---|
| Beginning Balances | (11 assets) | | 124,132.37 | | 0 00 | 116,625.47 | 116,625 47 |
| + Additions (A) | (1 assets) | | 11,213 88 | Curr Depr. | 0 00 | 3,737.22 | 3,737 22 |
| Subtotals | | | 135,346 25 | | 0 00 | 120,362.69 | 120,362.69 |
| - Disposals (D) and Trades (T) | | (0 assets) | 0 00 | | 0 00 | 0.00 | 0 00 |
| Ending Balances | (12 assets) | | 135,346.25 | | 0.00 | 120,362 69 | 120,362.69 |

| Grand totals for all accounts: | (56 assets) | Cost<br>Net Book Value | Valuation<br>Salvage Value | Depr Basis | Current Depr<br>Current Bonus | Beg A/Depr<br>End A/Depr | Selling Price<br>Gain/Loss |
|---|---|---|---|---|---|---|---|
| | | 397,401 89<br>36,636.00 | 33,822.36<br>0.00 | 397,401 89 | 9,427.82<br>0.00 | 351,338 07<br>360,765 89 | 0 00<br>0 00 |

| Summary For Grand Totals | | | Cost | | Section 179 + | Accum. Depr. = | Total |
|---|---|---|---|---|---|---|---|
| Beginning Balances | (54 assets) | | 373,183.56 | | 0 00 | 351,338 07 | 351,338.07 |
| + Additions (A) | (2 assets) | | 24,218 33 | Curr. Depr. | 0 00 | 9,427 82 | 9,427 82 |
| Subtotals | | | 397,401.89 | | 0 00 | 360,765 89 | 360,765.89 |
| - Disposals (D) and Trades (T) | | (1 assets) | 14,935.00 | | 0.00 | 14,935 00 | 14,935 00 |
| Ending Balances | (56 active assets) | | 382,466 89 | | 0.00 | 345,830.89 | 345,830 89 |

| | | Cost | Current Depreciation | Ending Accum. Depr. |
|---|---|---|---|---|
| Depreciable assets: | (48 assets, 1 disposed) | 358,246 37 | 9,404 79 | 321,610 37 |
| Amortizable assets: | (8 assets, 0 disposed) | 24,220.52 | 23 03 | 24,220 52 |

Codes that may appear next to the date acquired include: A - Addition, D - Disposal, T - Traded, I - Inactive

## Additional Summary Statistics for Assets:

| | Cost | Current Year Salvage Value | Prior Year Salvage Value | Depreciable Basis | Beginning Accum. Depr. | Current Depreciation | Ending Accum. Depr. | Net Book Value |
|---|---|---|---|---|---|---|---|---|
| Grand Totals for all assets | 397,401 89 | 0.00 | 0.00 | 397,401.89 | 351,338.07 | 9,427 82 | 360,765.89 | 36,636 00 |
| ts: Inactive Assets | 0 00 | 0 00 | 0.00 | 0 00 | 0.00 | 0 00 | 0.00 | 0 00 |
| Disposed Assets | 14,935.00 | 0.00 | 0 00 | 14,935 00 | 14,935 00 | 0 00 | 14,935 00 | 0 00 |
| Traded Assets | 0.00 | 0 00 | 0 00 | 0 00 | 0 00 | 0 00 | 0 00 | 0 00 |
| Net Totals (Active Assets) | 382,466 89 | 0.00 | 0 00 | 382,466.89 | 336,403.07 | 9,427 82 | 345,830 89 | 36,636 00 |

James Graham Brown Foundation EIN 61-0724060
Realized Gains and Losses
12/31/2011
Form 990 PF, Part IV, line 1

| | Proceeds | Cost | Gain(Loss) |
|---|---|---|---|
| **Morgan Creek** | 24,202,219 | 24,595,092 | (392,873) |
| **Goldman Sachs** | 102,261,388 | 98,970,331 | 3,291,057 |
| **Eaton Vance** | 8,870,039 | 9,250,859 | (380,820) |
| **Westerfield** | 11,210,676 | 11,595,598 | (384,922) |
| **Rothschild** | 12,313,043 | 12,513,483 | (200,440) |
| **Diamond Hill** | 4,404,074 | 4,457,265 | (53,191) |
| | | Total Gain (Loss) | 1,878,811 |

James Graham Brown Foundation
EIN 61-0724060
Form 990 PF, Part VII-A, line 3

October 18, 2011

**AMENDED AND RESTATED BYLAWS**

**OF**

**JAMES GRAHAM BROWN FOUNDATION, INC.**

**Incorporated under the laws of the Commonwealth of Kentucky**

**Amended and Restated by the Board of Trustees as of October 18, 2011.**

These are the Amended and Restated Bylaws of James Graham Brown Foundation, Inc., amended and restated as of October 18, 2011.

______________________________
MASON B. RUMMEL, President

Date: ________________, 2011

## JAMES GRAHAM BROWN FOUNDATION, INC.

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# AMENDED AND RESTATED BYLAWS

# OF

# JAMES GRAHAM BROWN FOUNDATION, INC.

**Incorporated under the laws of the Commonwealth of Kentucky**

## ARTICLE ONE

### Name, Location, and Offices

1.1 Name. The name of this Foundation shall be "JAMES GRAHAM BROWN FOUNDATION, INC."

1.2 Registered Office and Agent. The Foundation shall maintain a registered office in the Commonwealth of Kentucky, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Kentucky Nonprofit Corporation Act.

1.3 Other Offices. The principal office of the Foundation shall be located at 4350 Brownsboro Road, Suite 200, Louisville, Jefferson County, Kentucky 40207. The Foundation may have other offices at such place or places, and may conduct its affairs, within or outside the Commonwealth of Kentucky, as the Board of Trustees may determine from time to time or the affairs of the Foundation may require or make desirable.

## ARTICLE TWO

### Purposes and Governing Instruments

2.1 Nonprofit Public Benefit Corporation. The Foundation shall be organized and operated as a nonprofit public benefit corporation under the provisions of the Kentucky Nonprofit Corporation Act.

2.2 Charitable Purposes. The Foundation is a voluntary association of individuals the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code and applicable provisions of the Kentucky Nonprofit Corporation Act. The Foundation was organized, and shall always be operated, for the charitable purposes expressed in the will of James Graham Brown. In furtherance of such purposes, the Foundation shall have full power and authority:

(a) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;

(b) To make distributions to governmental entities, instrumentalities, and agencies described in section 170(c)(1) of the Internal Revenue Code for exclusively public purposes;

(c) To make distributions to state colleges and universities described in section 511(a)(2)(B) of the Internal Revenue Code;

(d) To make distributions for other charitable purposes;

(e) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, corporation, or other organization or entity, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Foundation, as the same may be amended from time to time; and

(f) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees in its discretion, to carry out any of the purposes of the Foundation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Kentucky law, including the Kentucky Nonprofit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

Notwithstanding the foregoing, in no event shall the Foundation make grants or other distributions, directly or indirectly, to any theatre, orchestra, opera, or other entertainment group, corporation or enterprise; nor shall the Foundation make any grants or other distributions or expend any of its funds for any building occupied by any theatre, orchestra, opera, or other entertainment group, corporation or enterprise; nor shall the Foundation lease or otherwise make any property available to any such group, corporation or enterprise.

The Foundation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Two and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

**2.3 <u>Governing Instruments</u>.** The Foundation shall be governed by its articles of incorporation and these bylaws.

## ARTICLE THREE

### Board of Trustees

**3.1 <u>Authority and Responsibility of the Board of Trustees.</u>**

**(a)** The supreme authority of the Foundation and the government and management of the affairs of the Foundation shall be vested in the Board of Trustees; and all the powers, duties, and functions of the Foundation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees.

**(b)** The governing body of the Foundation shall be the Board of Trustees. The Board of Trustees shall have supervision, control and direction of the management, affairs and property of the Foundation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by the affirmative vote of at least a majority of all the trustees then in office, such rules and regulations for the conduct of its business and the business of the Foundation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws or with James Graham Brown's legacy and his charitable intentions, objectives, and goals for the Foundation; and the fundamental and basic purposes of the Foundation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

**(c)** The Board of Trustees shall not permit any part of the net earnings or capital of the Foundation to inure to the benefit of any member, trustee, director, officer, or other private person or individual.

**(d)** The Board of Trustees may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Foundation, and may pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

**(e)** The Board of Trustees is authorized to employ such person or persons, including a president or chief staff officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Foundation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

**3.2 <u>Board of Trustees</u>.** The Board of Trustees of the Foundation shall consist of no fewer than five (5) trustees, who shall be elected in the manner prescribed in these bylaws. Members of the Board of Trustees of the Foundation shall always include the chair and the vice chair of the Foundation, together with such other trustees as may be elected from time to time in accordance with these bylaws. The Board of Trustees is authorized to fix the precise number of trustees by resolution adopted from time to time by a majority of all the trustees then in office.

3.3 **Manner of Election and Term of Office**. The trustees of the Foundation shall be elected by the Board of Trustees of the Foundation by a vote of the trustees as provided in Article Four of these bylaws. Each trustee so elected shall take office at the time specified by the Board of Trustees and shall continue in office for a term of five (5) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal. No trustee shall be eligible to serve for more than two (2) successive full terms of office. Subject to the foregoing, at the expiration of two (2) successive full terms of office, a trustee shall not be eligible to be re-elected to the board for at least one year. No person who is seventy (70) years of age or older may serve as a member of the Board of Trustees of the Foundation.

3.4 **Nominations**. The nominating committee of the Foundation, acting in accordance with Section 8.1 of these bylaws, shall present to the trustees one nomination for each seat on the Board of Trustees which is vacant or about to expire.

3.5 **Removal**. Any trustee may be removed, either for or without cause, at any regular, special, or annual meeting of the Board of Trustees, by the affirmative vote of no fewer than three-fourths (3/4) of all the trustees then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed trustee's successor may be elected at the same meeting to serve the unexpired term, provided such successor has been reviewed, considered, and approved by the nominating committee.

3.6 **Vacancies**. Any vacancy in the Board of Trustees arising at any time and from any cause, including the authorization of an increase in the number of trustees, may be filled for the unexpired term at any meeting of the Board of Trustees by a majority of the trustees then in office. Each trustee so elected shall hold office until the election and qualification of his or her successor. A trustee elected to fill a vacancy shall be elected for the unexpired portion of the departing trustee's term, and may be elected or appointed to up to two (2) additional terms consecutive to this service. Notwithstanding the foregoing, no person may be elected to fill a trustee vacancy unless such person has been reviewed, considered, and approved by the nominating committee.

3.7 **Committees of the Board of Trustees**. By resolution adopted by no fewer than two-thirds (2/3) of the full Board of Trustees, the Board of Trustees may designate from among its members an executive committee consisting of three (3) or more trustees, which number shall always include the chair of the Foundation. The executive committee shall have and may exercise the full power and authority of the Board of Trustees, in accordance with applicable provisions of the Kentucky Nonprofit Corporation Act. By resolution adopted by no fewer than a majority of the trustees then in office, the Board of Trustees may designate from among its members one or more other committees, each consisting of two (2) or more trustees. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article Seven ("Committees of Trustees") and Article Eight ("Special and Standing Committees").

**3.8 Qualifications of Trustees.** Members of the Board of Trustees shall be elected on the basis of their knowledge of the charitable needs and interests of the communities served by the Foundation, on the basis of their good standing and reputation in those communities and their access to businesses, groups, and individuals interested in promoting, encouraging, and supporting the charitable purposes and functions of the Foundation, and on the basis of their activity in and representation of charitable institutions which are concerned with the charitable needs of those communities. Each trustee shall be committed to the legacy of the Foundation's founder, James Graham Brown, and shall have such other attributes, qualifications, and competencies as the Board of Trustees may determine and prescribe from time to time.

**3.9 Compensation.** Nothing contained in the governing instruments of the Foundation shall be construed to prevent any trustee from serving the Foundation in any capacity and receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the Foundation. Notwithstanding the foregoing, no trustee who is an employee of the Foundation shall be compensated for his or her service as a trustee. All decisions regarding the compensation of trustees shall be made by the affirmative vote of a majority of all the trustees then in office, taking into consideration recommendations of the finance and audit committee.

## ARTICLE FOUR

### Meetings of the Board of Trustees

**4.1 Place of Meetings.** Meetings of the Board of Trustees may be held at any place within or outside the Commonwealth of Kentucky as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Foundation.

**4.2 Annual Meeting; Notice.** An annual meeting of the Board of Trustees may be held at the principal office of the Foundation or at such other place as the Board of Trustees may determine on such date and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 5.2, notice of the time, date, and place of such annual meeting shall be given by the secretary in accordance with the provisions of Section 5.1 no fewer than ten (10) nor more than fifty (50) days before such meeting.

**4.3 Regular Meetings; Notice.** Regular meetings of the Board of Trustees may be held from time to time between annual meetings at such times, on such dates, and at such places as the Board of Trustees may prescribe. Notice of the time, date, and place of each such regular meeting shall be given by the secretary in accordance with the provisions of

Section 5.1 no fewer than seven (7) nor more than thirty (30) days before such regular meeting.

4.4 **Special Meetings; Notice**. Special meetings of the Board of Trustees may be called by or at the request of the chair or the president or by any three (3) of the trustees in office at that time. Unless waived as contemplated in Section 5.2, notice of the time, date, place, and purpose of any special meeting of the Board of Trustees shall be given by the secretary in accordance with the provisions of Section 5.1 at least twenty-four (24) hours before such meeting.

4.5 **Waiver**. Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").

4.6 **Quorum**. At meetings of the Board of Trustees, a majority of the trustees then in office shall be necessary to constitute a quorum for the transaction of business.

4.7 **Vote Required for Action**. Except as otherwise provided in these bylaws or by law, the act of a majority of the trustees present at a meeting at which a quorum is present at the time shall be the act of the Board of Trustees. Adoption, amendment, and repeal of a bylaw are provided for in Article Eleven of these bylaws.

4.8 **Action by Trustees Without a Meeting**. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by no fewer than a majority of the members of the Board of Trustees then in office. A trustee may signify his or her consent by e-mail or similar form of electronic transmission. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, or a copy of the electronic transmission shall be placed in the minute book.

4.9 **Telephone and Similar Meetings**. Trustees may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.10 **Adjournments**. A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

4.11 **Proxies**. Except where proscribed by applicable law, a trustee may vote in person or by proxy executed in writing by the trustee or by his or her attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution, unless a longer period is expressly stated therein.

## ARTICLE FIVE

### Notice and Waiver

5.1 **Procedure**. Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, teletype, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

> (1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
>
> (2) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
>
> (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

5.2 **Waiver**. Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the Foundation for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## ARTICLE SIX

### Officers

6.1 **Number and Qualifications.** The executive officers of the Foundation shall consist of a chair, one or more vice chairs, as determined by the Board of Trustees, a president, a secretary, and a treasurer. The Board of Trustees may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Foundation, but the Foundation shall not be required at any time to have any officers other than a chair, a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

6.2 **Election and Term of Office.** The executive officers of the Foundation shall be elected by the Board of Trustees, based on recommendations by the Chair and such officers shall serve for terms of one year and until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. While holding such offices, the chair and the vice chairs of the Foundation shall serve as members of the Board of Trustees of the Foundation.

6.3 **Other Agents.** The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

6.4 **Removal.** Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

6.5 **Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Trustees.

6.6 **Chair.** The chair shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Trustees. The chair shall also serve as a member, with right to vote, of any executive committee of the Board of Trustees and as a non-voting member, ex officio, of any and all other committees of trustees of which the chair is not a designated member. The chair shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe.

6.7 **Vice Chairs.** The vice chairs, in the order of their seniority, unless otherwise determined by the chair or by the Board of Trustees, shall, in the absence of disability of the chair, perform the duties and have the authority and exercise the powers of the chair. They shall perform such other duties and have such other authority and powers as the

Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

6.8 <u>President</u>.

(a) Under the direction of the chair, the president shall supervise and have general charge of the operations of the Foundation and shall assist the chair in carrying out the policies, programs, orders, and resolutions of the Board of Trustees.

(b) The president shall see that all orders of the chair and all orders and resolutions of the Board of Trustees are carried into effect. The president shall keep the Board of Trustees and all officers and committees of the Foundation fully informed as to the business and affairs of the Foundation and shall consult freely with them concerning the business and affairs of the Foundation.

(c) The president shall employ, discharge, supervise and determine the compensation (the parameters of which shall be agreed on between the president and the chair) of employees of the Foundation who are not employed by the Board of Trustees itself or whose employment is not otherwise provided for; and the president shall have general charge of all operating functions and activities of the Foundation.

(d) The president shall perform such other duties and have such other authority and powers as the chair or the Board of Trustees may from time to time prescribe.

(e) The president shall be appointed by the Board of Trustees of the Foundation.

6.9 <u>Secretary</u>.

(a) The secretary shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees.

(c) The secretary shall keep in safe custody the seal of the Foundation and, when authorized by the Board of Trustees or the chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the chair. He or she shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

**6.10** **Assistant Secretaries.** The assistant secretaries in the order of their seniority, unless otherwise determined by the chair or by the Board of Trustees, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

**6.11** **Treasurer.**

**(a)** The treasurer shall keep full and accurate accounts of receipts and disbursements of the Foundation and shall deposit all monies and other valuables in the name and to the credit of the Foundation into depositories designated by the Board of Trustees.

**(b)** The treasurer shall disburse the funds of the Foundation as ordered by the Board of Trustees, and prepare financial statements each month or at such other intervals as the Board of Trustees shall direct.

**(c)** If required by the Board of Trustees, the treasurer shall give the Foundation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the Foundation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Foundation.

**(d)** The treasurer shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

**6.12** **Assistant Treasurers.** The assistant treasurers in the order of their seniority, unless otherwise determined by the chair or by the Board of Trustees, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

## ARTICLE SEVEN

## Committees of Trustees

**7.1** **Executive Committee.** By resolution adopted by no fewer than two-thirds (2/3) of the trustees then in office, the Board of Trustees may designate from among its members an executive committee consisting of three (3) or more trustees, which number shall always include the chair of the Foundation. The executive committee shall have and may exercise the authority of the Board of Trustees in the management of the affairs of the Foundation; but the designation of such executive committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him or her by law.

7.2 **Other Committees of Trustees.** Other committees, each consisting of two (2) or more trustees, not having and exercising the authority of the Board of Trustees in the management of the Foundation may be designated by a resolution adopted by no fewer than a majority of the trustees then in office. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the chair of the Foundation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal.

7.3 **Advisory and Other Committees.** The Board of Trustees may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not trustees of the Foundation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Trustees; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Foundation or these bylaws, as may be prescribed for it by the Board of Trustees. Appointments to and the filling of vacancies on any such other committees shall be made by the chair of the Foundation, unless the Board of Trustees otherwise provides. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

7.4 **Term of Appointment.** Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.5 **Chair.** One member of each committee shall be appointed chair thereof.

7.6 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.7 **Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.8 **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

## ARTICLE EIGHT

## Special and Standing Committees

8.1 **Nominating Committee.** After consultation with the chair, the Board of Trustees shall appoint a nominating committee consisting of at least three (3) trustees of the Foundation and such other persons as the Board of Trustees may select. The nominating committee shall nominate candidates for those trusteeships of the Foundation which are vacant or about to expire, as provided in these bylaws, and report such nominations to the members of the Board of Trustees. Those nominations shall be voted upon by the Board of Trustees in accordance with these bylaws.

8.2 **Grants Review Committee.** After consultation with the chair, the Board of Trustees shall appoint a grants review committee consisting of at least three (3) trustees of the Foundation and such other persons as the Board of Trustees may select. The grants review committee shall monitor the expenditure of grants and contributions made by the Foundation and shall work with the staff of the Foundation to develop and implement appropriate grantmaking policies and procedures. The grants review committee shall report to the Board of Trustees at least annually.

8.3 **Finance and Audit Committee.** The Board of Trustees shall appoint a finance and audit committee consisting of at least three (3) trustees, a majority of whom shall be independent trustees who are not executive officers of the Foundation and are not involved in the management of the Foundation. The finance and audit committee shall have the following duties and responsibilities:

**(a)** The finance and audit committee shall recommend from time to time and at least annually the compensation of the trustees, the chair, and all other officers and employees of the Foundation.

**(b)** The finance and audit committee shall recommend to the Board of Trustees for its approval a firm of independent certified public accountants ("auditors") to audit the books, records, and accounts of the Foundation and to review the Foundation's tax and other returns and reports to the Internal Revenue Service.

**(c)** The finance and audit committee shall meet jointly and separately with the executive officers and the chief financial officer of the Foundation and the Foundation's auditors before the commencement of the annual audit (i) to discuss the auditors' evaluation of the adequacy and effectiveness of the Foundation's accounting procedures and internal controls; (ii) to approve the overall scope of the audit and the fees to be charged; (iii) to discuss with the auditors accounting, tax, securities, and other legal and regulatory issues, if any, that might be relevant to the Foundation or that might affect the Foundation's financial statements.

**(d)** The finance and audit committee shall meet jointly and separately with the executive officers, the chief financial officer, and the Foundation's auditors at the conclusion of the audit (i) to review the audited financial statements and tax information returns of the Foundation; (ii) to discuss the results of the audit; (iii) to discuss the auditors' report to the management of the Foundation concerning the audit and management's response to the audit; (iv) to discuss recommendations by the auditors for improvement of the Foundation's accounting systems and controls; and (v) to discuss the quality and depth of the staff of the Foundation responsible for accounting and financial matters.

(e) The finance and audit committee shall meet and confer with officers and employees of the Foundation as may be required to carry out the committee's responsibilities, and report to the Board of Trustees on the results of the audit and the auditors' recommendations.

(f) The finance and audit committee shall also have the responsibility of assisting the Board of Trustees with all investment related matters, including policy and strategy matters, investment manager selection and implementation, and review for compliance and performance in relation to investment objectives.

(g) The finance and audit committee shall have such additional authority and responsibility as the Board of Trustees may prescribe; and the finance and audit committee shall carry out its purposes and functions, and shall conduct its operations, in such manner as the Board of Trustees may determine from time to time. No personal liability shall attach to any member of the finance and audit committee for losses resulting from the exercise in good faith of his or her judgment in any decision affecting the Foundation's audit, finances, or investments.

**8.4** **Special Committees.** The Board of Trustees or the chair shall appoint such other committees, sub-committees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these bylaws; and the duties of any such committees shall be prescribed by the chair or by the Board of Trustees upon their appointment.

**8.5** **Term of Appointment.** Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**8.6** **Chair.** One member of each committee shall be appointed chair thereof.

**8.7** **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**8.8** **Quorum.** Unless the Board of Trustees directs otherwise, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**8.9** **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

## ARTICLE NINE

### Indemnification and Insurance

**9.1 Actions Against Trustees, Officers, Employees and Agents.** The Foundation shall indemnify, to the fullest extent permitted by, and in the manner prescribed by, Kentucky law and the federal tax laws, any individual who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, because such individual is or was a trustee, officer, employee or agent of the Foundation, against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (i) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interest of the Foundation, (ii) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interest of the Foundation, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**9.2 Advance for Expenses of Trustees and Officers.** The Foundation shall pay for or reimburse the reasonable expenses incurred by a trustee, officer, employee or agent of the Foundation who is a party to a proceeding in advance of final disposition of the proceeding, if (i) the trustee, officer, employee or agent furnishes the Foundation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 9.1, and (ii) the trustee, officer, employee or agent furnishes the Foundation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that the trustee, officer, employee or agent of the Foundation is not entitled to indemnification. The written undertaking required by (ii) in this Section 9.2 must be an unlimited general obligation of the trustee, officer, employee or agent of the Foundation, but need not be secured and may be accepted without reference to financial ability to make repayment.

**9.3 Indemnification Not Exclusive of Other Rights.** The indemnification provided in Section 9.1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or these bylaws, or any other agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent of the Foundation, and shall inure to the benefit of the heirs, executors, administrators, and legal representatives of such person.

**9.4 Insurance.** To the extent permitted under the Kentucky Nonprofit Corporation Act, the Foundation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee, partner, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

9.5 Contract Rights. The right to indemnification and advancement of expenses conferred hereunder to trustees and board-elected officers shall be a contract right and shall not be affected adversely as to any trustee or board-elected officer by any amendment of these bylaws with respect to any action or inaction occurring prior to such amendment; provided, however, that this provision shall not confer upon any indemnitee or potential indemnitee (in his or her capacity as such) the right to consent or object to any subsequent amendment of these bylaws.

9.6 Non-exclusivity, Etc. The rights of a trustee or officer hereunder shall be in addition to any other rights with respect to indemnification, advancement of expenses or otherwise that he or she may have under contract or under the Kentucky Nonprofit Corporation Act or otherwise.

9.7 Effect of Amendment. No amendment, modification or rescission of this Article Nine, or any provision hereof, which would diminish the rights to indemnification or advancement of expenses as set forth herein, shall be effective as to any trustee or board-elected officer of the Foundation with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

9.8 Severability. In the event that any of the provisions of this Article Nine (including any provision within a single section, subsection, division or sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

9.9 Conflicts with Kentucky Nonprofit Corporation Act. To the extent that the provisions of this Article Nine are held to be inconsistent with the provisions of the Kentucky Nonprofit Corporation Act, the provisions of the Kentucky Nonprofit Corporation Act shall govern.

## ARTICLE TEN

### Miscellaneous

10.1 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees. The Foundation shall keep at its registered or principal office a record giving the names and addresses of the trustees and any other information required under Kentucky law.

10.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

10.3 Fiscal Year. The Board of Trustees is authorized to fix the fiscal year of the Foundation and to change the fiscal year from time to time as it deems appropriate.

10.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

10.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

10.6 Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

10.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

## ARTICLE ELEVEN

### Amendments

11.1 Power to Amend Bylaws. The Board of Trustees shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

11.2 Conditions. Action by the Board of Trustees with respect to bylaws shall be taken by the affirmative vote of no fewer than two-thirds (2/3) of all trustees then holding office.

## ARTICLE TWELVE

### Tax-Exempt Status

12.1 Tax-Exempt Status. The affairs of the Foundation at all times shall be conducted in such a manner as to assure the Foundation's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

## ARTICLE THIRTEEN

### Adoption of Bylaws

James Graham Brown Foundation, Inc. was organized under the laws of the Commonwealth of Kentucky on June 4, 1954. The original bylaws of the Foundation were adopted by resolution of the Board of Trustees of the Foundation, and became effective, as of March 16, 1983. These amended and restated bylaws were adopted by the Board of Trustees as of October 18, 2011.

**APPROVED:**

**JAMES GRAHAM BROWN FOUNDATION, INC.**

By: ____________________________
MASON B. RUMMEL, President

**ATTEST:**

____________________________
DODIE L. McKENZIE, Secretary

**[CORPORATE SEAL]**

**James Graham Brown ndation, Inc. (61-0724060)**
**Allocation of E'ee Expenses Work Sheet**
**990PF for 12/31/2011** , Part VIII, line 1

| Account Description | Per GL 12/31/2011 | Reclass | Adj Total Col. (A) | Other Adj-EM DR (Cr) | Total Adj Col. (B) | Invstmt Exp Col. (B) | Exempt Exp Col. (D) | Weekly Hours |
|---|---|---|---|---|---|---|---|---|
| **Compensation of Officers** | | | | | | | | |
| R. Alex Rankin - Pres | 100,000 | 3,150 | 103,150 | (10,315) | 92,835 | 72,205 | 20,630 | 10 |
| M. Rummel - Exec Dir/Treas | 195,000 | 16,046 | 211,046 | (84,418) | 126,628 | 42,209 | 84,418 | 50 |
| D. McKenzie - Prog Dir/Sec | 84,500 | 5,845 | 90,345 | 0 | 90,345 | 0 | 90,345 | 40 |
| **Subtotal Comp of Officers** | **379,500** | **25,041** | **404,541** | **(94,733)** | **309,808** | **114,414** | **195,393** | |
| Trustee Fees | 126,450 | | 126,450 | 0 | 126,450 | 34,313 | 92,137 | |
| **Total Salaries and Compensation** | **505,950** | **25,041** | **530,991** | **(94,733)** | **436,258** | **148,727** | **287,530** | |

1/2

| Trustee | Trustee Monthly Retainer | Regular Trustee Mtg Fee | Committee Mtg Fees Audit Committee | Committee Mtg Fees Grants Committee | Weekly Hours |
|---|---|---|---|---|---|
| Ina B. Bond | 12,000 | 4,250 | | 400 | .5-1 |
| Alice Houston | 12,000 | 5,000 | | 400 | .5-1 |
| Fr. Ron Knott | 12,000 | 6,000 | | 400 | .5-1 |
| W. Barrett Nichols | 12,000 | 5,000 | 1,600 | | .5-1 |
| Joseph A. Paradis, III | 12,000 | 6,000 | 800 | | .5-1 |
| Robert W. Rounsavall, II | 12,000 | 5,000 | 1,600 | | .5-1 |
| R. Ted Steinbock, MD | 12,000 | 6,000 | | | .5-1 |
| Totals | $ 84,000 | $37,250 | $4,000 | $1,200 | |
| **Grand total** | **$ 126,450** | | | | |

James Graham Brown Foundation
EIN 61-0724060
Form 990 PF, Part XV, line 2

JAMES GRAHAM
BROWN
FOUNDATION

| Date of Application | Federal tax ID number |
|---|---|
| Amount requested | Total project cost |

## Organization Summary

| Name of organization | Website |
|---|---|
| Address of organization | |
| Date and place of incorporation | County |
| Name, title and phone number of contact person | Email Address |

Purpose of organization (mission and goals)

When and how are purposes carried out?

How many persons were directly served by the organization during the last 12 months? (Clients, etc.)

| Number of persons employed by organization | Is organization a United Way Agency? | Date IRS 501 (c) (3) exemption obtained |
|---|---|---|

List affiliations with other organizations (include memberships and associations)

## Financial Summary

If the audited financial statements or operating-budget shows a deficit, how does the organization propose to meet this deficit?

Compensation to three (3) highest paid staff members, including their titles.

Who are the major contributors/supporters for the organization? (Include support for operations, special projects and programs as well as in-kind services donations)

| | |
|---|---|
| Dates of fiscal year | Annual operating budget for this fiscal year |
| Percent of budget used for fundraising expenses | Percent of budget used for administrative expenses |

## Grant Request Summary

| Amount requested | Total project cost |
| --- | --- |
| | |

Describe specific project for which funding is requested

Describe the measurable objectives of specific project

Name and brief description of role of partners on this project (if applicable)

Total amount raised to date for this specific project

Over what period of time will this campaign be conducted?

When will project start and be completed?

If sufficient funds are not raised for the project, what plans are in place for its completion?

Indicate plans for measuring results of this grant

## Applicant Authorization – please sign below.

| CEO | Date |
| --- | --- |
| Board Chair | Date |

61-0724060

**JAMES GRAHAM BROWN FOUNDATION, INC.**

**SUPPLEMENTAL INFORMATION, PART XV, LINE 2, 990-PF**

Applications are submitted to the James Graham Brown Foundation, Inc., 4350 Brownsboro Road, Suite 200 Louisville, Kentucky, 40207, (502)896-2440.

Grant requests are initiated by the submission of a one to two page letter which describes (1) the background and work of the organization making the request, (2) the specific project for which the grant request is being made, (3) the total cost of the project, and (4) that amount of the project which the Brown Foundation is being requested to fund. A determination by the I.R.S. that a group is a 501(c)(3) tax exempt organization, must accompany this letter. A preliminary review of the above material will generally provide sufficient detail for a determination by the Trustees as to whether a grant request will be considered. Submission of a formal application will follow.

In accordance with the terms of Mr. James Graham Brown's Will, a very substantial part of the Foundation's available funds and assets are used to make grants to projects that will promote the well-being of the citizens of the City of Louisville and the citizens of the State of Kentucky in matters of business, education, health and general welfare and advancement.

The Foundation gives grants only to organizations which are either public charities or non-charity organizations such as the Louisville Community Foundation. Each must hold a current 501(c) (3) exemption letter from the Treasury Department. On occasion, parcels of land are given to municipalities and government entities.

Jamese Graham Brown Foundation, Inc.
61-0724060
List of Grants for 2011

| Organization Name | | Approved in 2011 | Paid in 2011 |
|---|---|---|---|
| **CIVIC AFFAIRS:** | | | |
| 21st Century Parks | 471 West Main Street, Suite 202 Louisivlle, KY 40202 | | $1,666,666 |
| Community Foundation of Louisville | 325 West Main Street, Suite 1110, Waterfront Plaza Louisville, KY 40202 | $25,000 | |
| Downtown Development Corporation | 401 West Main Street, Suite 1702 Louisville, KY 40202 | $100,000 | $100,000 |
| Kentuckiana Works Foundation | 410 West Chestnut Street, Suite 200, Louisville, KY 40202 | $100,000 | $100,000 |
| Louisville Zoological Foundation | 1100 Trevilian Way, PO Box 37250 Louisville, KY 40233 | | $666,666 |
| Network Center for Community Change | 334 E. Broadway, Suite 325 Louisville, KY 40202-1767 | $3,150 | $3,150 |
| Philanthropy Roundtable | 1150 17th Street, NW, Suite 503 Washington, DC 20036 | $5,000 | $5,000 |
| Rauch, Inc. | 845 Park Place, New Albany, IN 47150-2294 | $50,000 | $50,000 |
| Shawnee Christian Healthcare Center | 234 Amy Avenue Louisville, KY 40212 | $150,000 | $150,000 |
| Southeastern Council of Foundations | 50 Hurt Plaza Suite 350 Atlanta, GA 30303 | $13,000 | $13,000 |
| Young Adult Development in Action (YouthBuild) | 812 South Preston Street, Louisivlle, KY 40203 | $250,000 | $250,000 |
| **TOTAL CIVIC AFFAIRS** | | **$696,150** | **$3,004,482** |
| **CULTURE:** | | | |
| Muhammad Ali Museum | 144 N. Sixth Street, Louisville, KY 40202 | $100 | $100 |
| **TOTAL CULTURE** | | **$100** | **$100** |

| Organization Name | | Approved in 2011 | Paid in 2011 |
|---|---|---|---|
| **EDUCATION:** | | | |
| Bellarmine University | 2001 Newburg Road, Louisville, KY 40205-0671 | $1,000,000 | $1,000,000 |
| Centre College | 600 West Walnut Street Danville KY 40422-1394 | $735,262 | $735,262 |
| Governor's Scholars Program Foundation, Inc. | 1024 Capital Center Drive Suite 210 Frankfort KY 40601 | $25,000 | $25,000 |
| Junior Achievement of Kentuckiana, Inc. | 1401 W. Muhammad Ali Blvd., Louisville, KY 40203 | $50,000 | $50,000 |
| Kentucky Christian College | 100 Academic Parkway, Grayson, KY 41143-1199 | $500,000 | $500,000 |
| Louisville Free Public Library Foundation | 301 York Street, Louisville, KY 40203-2257 | $100,000 | $100,000 |
| Prichard Committee for Academic Excellance | P.O. Box 1658 Lexington, KY 40592-1658 | $75,000 | $75,000 |
| Teach Kentucky, Inc. | 2205 Lowell Avenue Louisville, KY 40205 | $50,000 | $50,000 |
| University of the Cumberlands | 6191 College Station Drive, Williamsburg, KY 40769 | $400,000 | $400,000 |
| University of Kentucky | 104 Administrative Building, Lexington, KY 40506-0032 | $532,418 | $532,418 |
| University of Louisville | Belknap Campus Louisville, KY 40292 | $351,068 | $351,068 |
| University of Louisville | Belknap Campus Louisville, KY 40292 | $100 | $100 |
| West End School | 3628 Virginia Avenue, Louisville, KY 40211 | $420,000 | $420,000 |
| Western Kentucky University | 1906 College Heights Blvd., Bowling Green, KY 42101 | $500,000 | $500,000 |
| **TOTAL EDUCATION** | | **$4,738,848** | **$4,738,848** |
| **HEALTH:** | | | |
| University of Louisville | Belknap Campus, Louisville, KY 49292 | | $4,000,000 |
| **TOTAL HEALTH:** | | | **$4,000,000** |

| Organization Name | | Approved in 2011 | Paid in 2011 |
| --- | --- | --- | --- |
| **HUMAN SERVICES** | | | |
| Cabbage Patch Settlement House | 1413 South Sixth Street, Louisville, KY 40208 | $300,000 | $300,000 |
| Cerebral Palsy K.I.D.S. Center | 982 Eastern Parkway, Louisville, KY 40217 | $25,000 | $25,000 |
| Boys and Girls Club of Kentuckiana | 1201 Story Avenue Suite 250 Louisville, KY 40206 | | |
| Dare To Care Food Bank | 5803 Fern Valley Road, PO Box 35458, Louisville, KY 40232 | $98,000 | $98,000 |
| Dreams with Wings | 1579 Bardstown Road, Louisville, KY 40205 | $150,000 | $150,000 |
| Family and Children's Place | 2303 River Road, Suite 200, Louisville, KY 40206 | $100,000 | |
| God's Pantry Food Bank, Inc. | 1685 Jaggie Fox Way, Lexington, KY 40511-1084 | $500,000 | $500,000 |
| Goodwill Industries of Kentucky | 1325 South 4th Street, Louisville, KY 40208 | $200,000 | $200,000 |
| Metro United Way | 334 East Broadway Louisville, KY 40204 | $1,000,100 | $1,000,100 |
| Wayside Christian Mission | 432 East Jefferson Street, Louisville, KY 40202-1178 | $500,000 | $500,000 |
| **TOTAL HUMAN SERVICES** | | **$2,873,100** | **$2,773,100** |
| **TOTAL GRANTS FOR 2011** | | **$8,308,198** | **$14,516,530** |

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

*Do not complete Part II unless* you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (*e-file*).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

**Part I** **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [X]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

| Type or print | | |
|---|---|---|
| File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br>JAMES GRAHAM BROWN FOUNDATION, INC. | Employer identification number (EIN) or<br>[X] 61-0724060 |
| | Number, street, and room or suite no. If a P.O box, see instructions.<br>4350 BROWNSBORO ROAD, NO. 200 | Social security number (SSN)<br>☐ |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>LOUISVILLE, KY 40207 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 7

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 01 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ▶ MASON B. RUMMEL, PRESIDENT
4350 BROWNSBORO ROAD, SUITE 200 - LOUISVILLE, KY 40207
Telephone No ▶ (502) 896-2440 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ ☐ tax year beginning ______, and ending ______.

MAILED
MAY 11 2012
DMLO

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | | |
|---|---|---|---|
| 3a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | $ 0. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | $ 0. |
| c | **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions. | 3c | $ 0. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.



123841
01-04-12

12190511 757979 5412-02 2011.03050 JAMES GRAHAM BROWN FOUNDATI 5412-021

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

*Do not complete Part II unless* you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (*e-file*).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

| Type or print | Name of exempt organization or other filer, see instructions. | Employer identification number (EIN) or |
|---|---|---|
| File by the due date for filing your return. See instructions. | JAMES GRAHAM BROWN FOUNDATION, INC. | [X] 61-0724060 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 4350 BROWNSBORO ROAD, NO. 200 | Social security number (SSN) [ ] |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40207 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 01 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ▶ MASON B. RUMMEL, PRESIDENT 4350 BROWNSBORO ROAD, SUITE 200 - LOUISVILLE, KY 40207
  Telephone No. ▶ (502) 896-2440 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______ , and ending ______ .

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2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| 3a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | $ 65,877. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | $ 40,877. |
| c | **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | $ 25,000. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

**Part II** **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

**Enter filer's identifying number, see instructions**

| Type or print | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
|---|---|---|
| File by the due date for filing your return See instructions | JAMES GRAHAM BROWN FOUNDATION, INC. | [X] 61-0724060 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 4350 BROWNSBORO ROAD, NO. 200 | Social security number (SSN) [ ] |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40207 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 01 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ▶ MASON B. RUMMEL, PRESIDENT 4350 BROWNSBORO ROAD, SUITE 200 - LOUISVILLE, KY 40207

  Telephone No.▶ (502) 896-2440 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning ________, and ending ________.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER IS INVESTED IN SEVERAL PARTNERSHIPS THAT HAVE NOT YET COMPLETED THEIR TAX RETURNS AND ISSUED SCHEDULE K-1S. THE RETURN CANNOT BE COMPLETED UNTIL THESE K-1S ARE RECEIVED.

| | | | |
|---|---|---|---|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | $ 65,877. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | $ 65,877. |
| c | **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | $ 0. |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Christine M. Koenig Title ▶ CPA Date ▶ 8.13.2012



Deming Malone Livesay & Ostroff 9300 Shelbyville Rd, Suite 1100

I D #61-1064249 Louisville, Ky. 40222-5187

MAILED

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