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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION, INC.		A Employer identification number 27-4432014
Number and street (or P O box number if mail is not delivered to street address) C/O ATLAS BROWN 333 E MAIN ST S		B Telephone number 502-271-2900
City or town, state, and ZIP code LOUISVILLE, KY 40202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 10,544,928. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,343.	1,343.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,345.			
	b Gross sales price for all assets on line 6a	187,511.			
	7 Capital gain net income (from Part IV, line 2)		7,345.		
	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	513,128.	513,128.		STATEMENT 2	
12 Total Add lines 1 through 11	521,816.	521,816.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 3	23,801.	22,666.	1,135.
	17 Interest				
	18 Taxes	STMT 4	8,000.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	STMT 5	428.	185.	243.	
24 Total operating and administrative expenses. Add lines 13 through 23		32,229.	22,851.	1,378.	
25 Contributions, gifts, grants paid		501,111.		501,111.	
26 Total expenses and disbursements. Add lines 24 and 25		533,340.	22,851.	502,489.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<11,524.>				
b Net investment income (if negative, enter -0-)		498,965.			
c Adjusted net income (if negative, enter -0-)			N/A		

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		511.	511.
	2 Savings and temporary cash investments		89,251.	89,251.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	9,881,362.	10,455,166.	10,455,166.
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	9,881,362.	10,544,928.	10,544,928.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,881,362.	10,544,928.	
30 Total net assets or fund balances	9,881,362.	10,544,928.		
31 Total liabilities and net assets/fund balances	9,881,362.	10,544,928.		

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	9,881,362.
2 Enter amount from Part I, line 27a	2	<11,524.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	675,090.
4 Add lines 1, 2, and 3	4	10,544,928.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,544,928.

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**THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION, INC.**

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 187,511.		180,166.	7,345.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			7,345.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,345.
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	0.	1,706,633.	.000000
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,608,673.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,990.
7 Add lines 5 and 6	7	4,990.
8 Enter qualifying distributions from Part XII, line 4	8	502,489.

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.

**THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION, INC.**

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,990.
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	4,990.
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	4,990.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,453.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,453.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,463.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 21,463. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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	
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) <input checked="" type="checkbox"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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
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
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► OWSLEY BROWN III Telephone no. ► 502.271.2900 Located at ► C/O ATLAS BROWN 333 EAST MAIN STREET SUITE 400, L ZIP+4 ► 40202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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?

If "Yes" to 6b, file Form 8870.

6b

X

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
CHRISTINA LEE BROWN	DIRECTOR			
C/O ATLAS BROWN 333 E. MAIN STREET, S	0.50	0.	0.	0.
LOUISVILLE, KY 40202				
BROOKE BROWN BARZUN	DIRECTOR			
C/O ATLAS BROWN 333 E. MAIN STREET, S	0.50	0.	0.	0.
LOUISVILLE, KY 40202				
OWSLEY BROWN III	DIRECTOR			
C/O ATLAS BROWN 333 E. MAIN STREET, S	0.50	0.	0.	0.
LOUISVILLE, KY 40202				
AUGUSTA BROWN HOLLAND	DIRECTOR			
C/O ATLAS BROWN 333 E. MAIN STREET, S	0.50	0.	0.	0.
LOUISVILLE, KY 40202				

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION, INC.**

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	113,328.
b	Average of monthly cash balances	1b	201,732.
c	Fair market value of all other assets	1c	10,455,166.
d	Total (add lines 1a, b, and c)	1d	10,770,226.
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	10,770,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	161,553.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,608,673.
6	Minimum investment return. Enter 5% of line 5	6	530,434.

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	530,434.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,990.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,990.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	525,444.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	525,444.
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	525,444.

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	502,489.
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	502,489.
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	4,990.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	497,499.

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.

**THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION, INC.**

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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				525,444.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			83,791.	
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: ▶ \$ 502,489.				
a Applied to 2010, but not more than line 2a			83,791.	
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				418,698.
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.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				106,746.
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				

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Subtract line 2c from line 2b.
 - 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

2011.05090 THE OWSLEY BROWN III PHILAN 5774-061

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KENTUCKY SCHOOL OF ART	NONE	EXEMPT	GENERAL OPERATIONS	84,500.
NATIONAL ALLIANCE OF MEDIA ARTS CENTERS INC.	NONE	EXEMPT	GENERAL OPERATIONS	25,000.
OTHER MINDS	NONE	EXEMPT	GENERAL OPERATIONS	5,000.
MARIN PRIMARY AND MIDDLE SCHOOL	NONE	EXEMPT	GENERAL OPERATIONS	1,000.
ST. JOHN'S EPISCOPAL CHURCH	NONE	EXEMPT	GENERAL OPERATIONS	20,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			501,111.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

Form 990-PF (2011)

THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION, INC.

27-4432014

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SPEED ART MUSEUM	NONE	EXEMPT	GENERAL OPERATIONS	111,111.
LOUISVILLE FILM SOCIETY	NONE	EXEMPT	GENERAL OPERATIONS	10,000.
PUNDARIKA FOUNDATION	NONE	EXEMPT	GENERAL OPERATIONS	100,000.
THE VILLAGE WELL, INC.	NONE	EXEMPT	GENERAL OPERATIONS	25,000.
EPISCOPAL CHARITIES	NONE	EXEMPT	GENERAL OPERATIONS	5,000.
THE THOMAS MERTON CENTER FOUNDATION	NONE	EXEMPT	GENERAL OPERATIONS	25,000.
DHARMATA FOUNDATION	NONE	EXEMPT	GENERAL OPERATIONS	5,000.
MARIN ACADEMY	NONE	EXEMPT	GENERAL OPERATIONS	10,000.
THE ROXIE THEATER	NONE	EXEMPT	GENERAL OPERATIONS	1,000.
INWARD BOUND MINDFULNESS EDUCATION INC.	NONE	EXEMPT	GENERAL OPERATIONS	10,000.
Total from continuation sheets				365,611.

THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION, INC.

27-4432014

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF VIRGINIA- THE COLLEGE FOUNATION	NONE	EXEMPT	GENERAL OPERATIONS	27,500.
GRACE CATHEDRAL	NONE	EXEMPT	GENERAL OPERATIONS	6,500.
THE PACHAMAMA ALLIANCE	NONE	EXEMPT	GENERAL OPERATIONS	10,000.
CAMBODIAN CHILDREN'S FUND	NONE	EXEMPT	GENERAL OPERATIONS	2,000.
NATIONAL JUG BAND ALLIANCE	NONE	EXEMPT	GENERAL OPERATIONS	2,500.
INTERNATIONAL INSTITURE OF THE BAY AREA	NONE	EXEMPT	GENERAL OPERATIONS	5,000.
MUHAMMAD ALI MUSEUM	NONE	EXEMPT	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
FIDELITY DIVIDENDS	1,328.
FIDELITY INTEREST	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,343.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DRIFTWOOD HOLDING THREE, LLC K-1	513,128.	513,128.	
TOTAL TO FORM 990-PF, PART I, LINE 11	513,128.	513,128.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES	1,135.	0.		1,135.
ATLAS BROWN FEES	22,666.	22,666.		0.
TO FORM 990-PF, PG 1, LN 16C	23,801.	22,666.		1,135.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	8,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO DEDUCTIONS-DRIFTWOOD HOLDING, LLC K-1	185.	185.		0.	
BANK FEES	174.	0.		174.	
LICENSES & PERMITS	15.	0.		15.	
PRINTING & COPYING	54.	0.		54.	
TO FORM 990-PF, PG 1, LN 23	428.	185.		243.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
UNREALIZED GAIN/LOSS IN DRIFTWOOD HOLDING THREE, LLC BASIS ADJUSTMENT		675,088.	2.
TOTAL TO FORM 990-PF, PART III, LINE 3		675,090.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
DRIFTWOOD HOLDING THREE LLC (INCLUDING UNREALIZED GAIN / LOSS)	FMV	10,455,166.	10,455,166.	
TOTAL TO FORM 990-PF, PART II, LINE 13		10,455,166.	10,455,166.	

Capital Gains and Losses for Tax on Investment Income Attachment

(a) Description of Property	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Basis	(h) Gain or (loss)
159 992 Blackrock Strategic	P	Various	3/29/2012	1,540	1,558	(18)
969 204 Absolute Strategies Int	P	Various	3/29/2012	10,704	10,754	(50)
144 037 Metropolitan West HY Bond CL M	P	Various	3/29/2012	1,103	977	127
154 664 Oppenheimer Dev Markets FD Class A	P	Various	3/29/2012	1,565	1,533	32
139 847 PIMCO Total Return Instl	P	Various	3/29/2012	1,526	1,558	(32)
184 888 TCW Emerging MKTS Income CL I	P	Various	3/29/2012	1,609	1,558	52
122 226 Templeton Global Bond Class A	P	Various	3/29/2012	1,604	1,533	71
45 Ishares TR Russell 1000 Value Index Fd	P	Various	3/29/2012	3,133	2,951	183
58 Ishares TR Russell 1000 Growth Index Fd	P	Various	3/29/2012	3,810	3,440	370
160 Powershares DB Commodity Index tracking	P	Various	3/29/2012	4,602	4,451	151
149 031 Manning & Nappier World Oppt Ser CL A	P	Various	6/28/2012	1,000	1,010	(10)
138 138 Goldman Sach N-11 Equity Inst'l	P	Various	7/31/2012	1,355	1,254	101
634 697 Manning & Nappier World Oppt Ser CL A	P	Various	7/31/2012	4,500	4,303	197
49 166 Matthews Asian Growth & Income Fund	P	Various	7/31/2012	825	749	76
33 286 Matthews China Fund	P	Various	7/31/2012	700	739	(39)
50 786 Matthews India Fund	P	Various	7/31/2012	775	743	32
55 Oppenheimer Dev Markets FD Class A	P	Various	7/31/2012	1,760	1,709	51
147 493 Morgan Dempsey Small Micro Cap Value	P	Various	7/31/2012	1,475	1,491	(16)
12 Ishares INC MSCI Brazil Index Fund	P	Various	7/31/2012	623	741	(118)
17 Ishares TR S&P Latin Amer 40 Index Fd	P	Various	7/31/2012	709	760	(51)
119 Ishares TR Russell Midcap Value Index	P	Various	7/31/2012	5,542	5,705	(163)
91 Ishares TR Russell Midcap Growth Index	P	Various	7/31/2012	5,398	5,680	(282)
69 Ishares TR Russell 1000 Value Index Fd	P	Various	7/31/2012	4,773	4,524	249
73 Ishares TR Russell 1000 Growth Index Fd	P	Various	7/31/2012	4,692	4,329	363
74 Ishares TR Russell 2000 Value Index Fd	P	Various	7/31/2012	5,180	5,397	(217)
56 Ishares TR Russell 2000 Growth Index Fd	P	Various	7/31/2012	5,070	5,332	(262)
73 Powershares DB Commodity Index tracking	P	Various	7/31/2012	2,000	2,031	(31)
46 SPDR SER TR DJ Wilshire REIT ETF	P	Various	7/31/2012	3,403	2,996	407
44 Wisdomtree TR India Earnings Fd	P	Various	7/31/2012	723	757	(34)
1332 894 Manning & Nappier World Oppt Ser CL A	P	Various	10/11/2012	9,837	9,037	800
114 424 Oppenheimer Dev Markets FD Class A	P	Various	10/11/2012	3,880	3,556	325
309 583 Morgan Dempsey Small Micro Cap Value	P	Various	10/11/2012	3,179	3,132	47
286 675 Goldman Sach N-11 Equity Inst'l	P	Various	11/14/2012	2,959	2,603	357
101 693 Matthews Asian Growth & Income Fund	P	Various	11/14/2012	1,827	1,550	278
70 323 Matthews China Fund	P	Various	11/14/2012	1,581	1,560	20
106 363 Matthews India Fund	P	Various	11/14/2012	1,852	1,556	296
25 Ishares INC MSCI Brazil Index Fund	P	Various	11/14/2012	1,342	1,544	(202)
34 Ishares TR S&P Latin Amer 40 Index Fd	P	Various	11/14/2012	1,426	1,520	(94)
248 Ishares TR Russell Midcap Value Index	P	Various	11/14/2012	12,055	11,236	820
190 Ishares TR Russell Midcap Growth Index	P	Various	11/14/2012	11,559	11,001	558
143 Ishares TR Russell 1000 Value Index Fd	P	Various	11/14/2012	10,159	9,376	783
152 Ishares TR Russell 1000 Growth Index Fd	P	Various	11/14/2012	9,793	9,015	778
154 Ishares TR Russell 2000 Value Index Fd	P	Various	11/14/2012	11,037	10,550	487
118 Ishares TR Russell 2000 Growth Index Fd	P	Various	11/14/2012	10,766	10,406	360
152 Powershares DB Commodity Index tracking	P	Various	11/14/2012	4,145	4,229	(84)
95 SPDR SER TR DJ Wilshire REIT ETF	P	Various	11/14/2012	6,762	6,186	576
90 Wisdomtree TR India Earnings Fd	P	Various	11/14/2012	1,653	1,548	104
				187,511	180,166	7,345

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- 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 ☐

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. THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 27-4432014
	Number, street, and room or suite no. If a P O box, see instructions C/O ATLAS BROWN 333 E MAIN ST STE 400	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOUISVILLE, KY 40202	

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

04

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

OWSLEY BROWN III - C/O ATLAS BROWN 333 EAST MAIN STREET

- The books are in the care of ► **SUITE 400 - LOUISVILLE, KY 40202**
Telephone No ► **502.271.2900** 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 **JULY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year _____ or
► ☒ tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

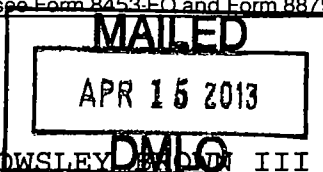
2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

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	\$	26,453.
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	\$	6,453.
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	\$	20,000.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)



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

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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION, INC.	<input checked="" type="checkbox"/> 27-4432014
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O ATLAS BROWN 333 E MAIN ST STE 400	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	LOUISVILLE, KY 40202	

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

04

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.

OWSLEY BROWN III - C/O ATLAS BROWN 333 EAST MAIN STREET

- The books are in the care of ☒ SUITE 400 - LOUISVILLE, KY 40202

Telephone No. ☒ 502.271.2900

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 OCTOBER 15, 2013.

5 For calendar year 2011, or other tax year beginning DEC 1, 2011, and ending NOV 30, 2012

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

ADDITIONAL TIME IS NECESSARY TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN

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	\$	26,453.
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	\$	26,453.
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 ☒ Lisa McMain Title ☐

Date ☒ 6-25-13

Deming Malone Livesay & Ostroff 9300 Shelbyville Rd., Suite 1100

Form 8868 (Rev. 1-2012)

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

