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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|   |  |  |
|---|--|--|
| Name of foundation<br><b>OWSLEY BROWN CHARITABLE FOUNDATION</b>   |  | A Employer identification number<br><b>61-1189915</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>C/O ATLAS BROWN 333 E MAIN ST STE 400</b>  | Room/suite   | B Telephone number<br><b>502 271-2900</b>  |
| City or town, state, and ZIP code<br><b>LOUISVILLE, KY 40202</b>  |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><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)<br><b>\$ 20,899,512.</b> (Part I, column (d) must be on cash basis.)   | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><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<br>(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                                     | 319,433.                           |                           | N/A                     |   |
|  | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments                               |                                    |                           |                         |   |
|  | 4 Dividends and interest from securities   | 324,176.                           | 324,176.                  |                         | STATEMENT 1   |
|  | 5a Gross rents   |                                    |                           |                         |   |
|  | b Net rental income or (loss)  |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10                           | 846,016.                           |                           |                         |   |
|  | b Gross sales price for all assets on line 6a                                      | 3,518,857.                         |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 846,016.                  |                         |   |
|  | 8 Net short-term capital gain  |                                    |                           |                         |   |
|  | 9 Income modifications   |                                    |                           | 10,000.                 |   |
|  | 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
| b Less Cost of goods sold  |  |                                    |                           |                         |   |
| c Gross profit or (loss)   |  |                                    |                           |                         |   |
| 11 Other income  | <29,751.>  | 5,595.                             |                           | STATEMENT 2             |   |
| 12 Total. Add lines 1 through 11   | 1,459,874.   | 1,175,787.                         | 10,000.                   |                         |   |
| 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 STMT 3   | 7,000.                             | 0.                        |                         | 7,000.  |
|  | c Other professional fees STMT 4   | 120,038.                           | 120,038.                  |                         | 0.  |
|  | 17 Interest  |                                    |                           |                         |   |
|  | 18 Taxes STMT 5  | 9,395.                             | 9,395.                    |                         | 0.  |
|  | 19 Depreciation and depletion  |                                    |                           |                         |   |
|  | 20 Occupancy   |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings   |                                    |                           |                         |   |
|  | 22 Printing and publications   |                                    |                           |                         |   |
|  | 23 Other expenses STMT 6   | 30,194.                            | 30,068.                   |                         | 126.  |
|  | 24 Total operating and administrative expenses Add lines 13 through 23             | 166,627.                           | 159,501.                  |                         | 7,126.  |
|  | 25 Contributions, gifts, grants paid   | 1,258,973.                         |                           |                         | 1,258,973.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   | 1,425,600.   | 159,501.                           |                           | 1,266,099.              |   |
| 27 Subtract line 26 from line 12:  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  | 34,274.  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  | 1,016,286.                         |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    | 10,000.                   |                         |   |

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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   | End of year    |                       |
|                             |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1 Cash - non-interest-bearing   | 66,577.   | 103,776.       | 103,776.              |
|                             | 2 Savings and temporary cash investments  | 557,055.  | 739,780.       | 739,780.              |
|                             | 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 ▶ 673,677.   |   |                |                       |
|                             | Less: allowance for doubtful accounts ▶ 0.  | 922,496.  | 673,677.       | 673,677.              |
|                             | 8 Inventories for sale or use   |   |                |                       |
|                             | 9 Prepaid expenses and deferred charges   |   |                |                       |
|                             | 10a Investments - U.S. and state government obligations                                   |   |                |                       |
|                             | b Investments - corporate stock STMT 9  | 13,800,054.   | 13,676,330.    | 17,157,792.           |
|                             | c Investments - corporate bonds   |   |                |                       |
| Liabilities                 | 11 Investments - land, buildings, and equipment basis ▶                                   |   |                |                       |
|                             | Less accumulated depreciation ▶   |   |                |                       |
|                             | 12 Investments - mortgage loans   |   |                |                       |
|                             | 13 Investments - other STMT 10  | 2,214,607.  | 2,218,130.     | 2,224,487.            |
|                             | 14 Land, buildings, and equipment: basis ▶  |   |                |                       |
|                             | Less accumulated depreciation ▶   |   |                |                       |
|                             | 15 Other assets (describe ▶)  |   |                |                       |
|                             | 16 Total assets (to be completed by all filers)   | 17,560,789.   | 17,411,693.    | 20,899,512.           |
|                             | 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                                       | 13,142,147.   | 13,142,147.    |                       |
|                             | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                         | 0.  | 0.             |                       |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                       | 4,418,642.  | 4,269,546.     |                       |
|                             | 30 Total net assets or fund balances  | 17,560,789.   | 17,411,693.    |                       |
|                             | 31 Total liabilities and net assets/fund balances   | 17,560,789.   | 17,411,693.    |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 17,560,789. |
| 2 Enter amount from Part I, line 27a  | 2 | 34,274.     |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7  | 3 | 15,611.     |
| 4 Add lines 1, 2, and 3   | 4 | 17,610,674. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8  | 5 | 198,981.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 17,411,693. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| <b>1a</b>  |  |                                      |                                  |
| <b>b</b> SEE ATTACHED STATEMENTS   |  |                                      |                                  |
| <b>c</b>   |  |                                      |                                  |
| <b>d</b>   |  |                                      |                                  |
| <b>e</b>   |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| <b>a</b>              |  |   |  |
| <b>b</b>              |  |   |  |
| <b>c</b>              |  |   |  |
| <b>d</b>              |  |   |  |
| <b>e</b> 3,518,857.   |  | 2,672,841.                                      | 846,016.                                     |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (j) F.M.V. as of 12/31/69   | (k) Adjusted basis<br>as of 12/31/69 | (l) Excess of col. (i)<br>over col. (j), if any |   |
| <b>a</b>  |                                      |   |   |
| <b>b</b>  |                                      |   |   |
| <b>c</b>  |                                      |   |   |
| <b>d</b>  |                                      |   |   |
| <b>e</b>  |                                      |   | 846,016.  |

|  |   |          |          |
|--|---|----------|----------|
| <b>2</b> Capital gain net income or (net capital loss)   | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | <b>2</b> | 846,016. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   | <b>3</b> | 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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011   | 1,103,013.                               | 20,170,884.                                  | .054683   |
| 2010   | 769,977.                                 | 18,256,775.                                  | .042175   |
| 2009   | 182,262.                                 | 16,890,210.                                  | .010791   |
| 2008   | 1,228,314.                               | 19,684,375.                                  | .062400   |
| 2007   | 1,082,773.                               | 22,232,153.                                  | .048703   |

|   |          |             |
|---|----------|-------------|
| <b>2</b> Total of line 1, column (d)  | <b>2</b> | .218752     |
| <b>3</b> 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 | <b>3</b> | .043750     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | <b>4</b> | 19,432,116. |
| <b>5</b> Multiply line 4 by line 3  | <b>5</b> | 850,155.    |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b> | 10,163.     |
| <b>7</b> Add lines 5 and 6  | <b>7</b> | 860,318.    |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | <b>8</b> | 1,266,099.  |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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       | 10,163. |
| 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       | 10,163. |
| 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       | 10,163. |
| 6 Credits/Payments:  |    |         |         |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012  | 6a | 12,224. |         |
| b Exempt foreign organizations - tax withheld at source  | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c |         |         |
| d Backup withholding erroneously withheld  | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 12,224. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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 | 2,061.  |         |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,061. Refunded <input checked="" 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  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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:<br>(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?<br>If "Yes," attach a detailed description of the activities.  |     | 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   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?       | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col. (c), and Part XV.  | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> KY   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  | X   |    |

N/A

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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  |
| 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?<br>Website address ► <u>N/A</u>   | 13 | X   |    |
| 14 | The books are in care of ► <u>CHRISTINA LEE BROWN</u> Telephone no. ► <u>502.271.2900</u><br>Located at ► <u>C/O ATLAS BROWN 333 EAST MAIN STREET SUITE 400, L</u> ZIP+4 ► <u>40202</u>   |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year  | 15 | N/A |    |
| 16 | At any time during calendar year 2012, 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?<br>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 checked="" type="checkbox"/> Yes <input 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>   | 1b  | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?   | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►   |     |    |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> 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.) N/A  | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►   |     |    |
| 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 2012 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 2012.) N/A | 3b  |    |
| 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 2012?   | 4b  | X  |

Form 990-PF (2012)

**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 |
|---------------------------------------|---|---|---|---------------------------------------|
| CHRISTINA LEE BROWN                   | PRESIDENT/SECRETARY/DIRECT                                |   |   |                                       |
| 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                  |   |   |   |                                       |
| BROOKE BROWN BARZUN                   | TREASURER/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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**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 | 16,904,886. |
| b | Average of monthly cash balances  | 1b | 585,855.    |
| c | Fair market value of all other assets   | 1c | 2,237,296.  |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 19,728,037. |
| 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  | 19,728,037. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 295,921.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 19,432,116. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 971,606.    |

**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  | 971,606. |
| 2a | Tax on investment income for 2012 from Part VI, line 5  | 2a | 10,163.  |
| b  | Income tax for 2012. (This does not include the tax from Part VI.)  | 2b |          |
| c  | Add lines 2a and 2b   | 2c | 10,163.  |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 961,443. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  | 10,000.  |
| 5  | Add lines 3 and 4   | 5  | 971,443. |
| 6  | Deduction from distributable amount (see instructions)  | 6  | 0.       |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 971,443. |

**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 | 1,266,099. |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 1,266,099. |
| 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  | 10,163.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | 6  | 1,255,936. |

**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.

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7   |               |                            |             | 971,443.    |
| 2 Undistributed income, if any, as of the end of 2012  |               |                            |             |             |
| a Enter amount for 2011 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2012:   |               |                            |             |             |
| a From 2007  |               |                            |             |             |
| b From 2008  | 91,613.       |                            |             |             |
| c From 2009  |               |                            |             |             |
| d From 2010  |               |                            |             |             |
| e From 2011  | 96,931.       |                            |             |             |
| f Total of lines 3a through e  | 188,544.      |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,266,099.   |               |                            |             |             |
| a Applied to 2011, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2012 distributable amount   |               |                            |             | 971,443.    |
| e Remaining amount distributed out of corpus   | 294,656.      |                            |             |             |
| 5 Excess distributions carryover applied to 2012 (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  | 483,200.      |                            |             |             |
| 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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  |               |                            |             | 0.          |
| 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 2007 not applied on line 5 or line 7   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a   | 483,200.      |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2008   | 91,613.       |                            |             |             |
| b Excess from 2009   |               |                            |             |             |
| c Excess from 2010   |               |                            |             |             |
| d Excess from 2011   | 96,931.       |                            |             |             |
| e Excess from 2012   | 294,656.      |                            |             |             |

## N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (e) Total**

- (4) Gross investment income

**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,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--|--|--------------------------------------|-------------------------------------|------------|
| <b>a</b> Paid during the year                    |  |                                      |                                     |            |
| SEE ATTACHED SCHEDULE                            |  |                                      |                                     | 1,258,973. |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
| <b>Total</b>                                     |  |                                      | <b>3a</b>                           | 1,258,973. |
| <b>b</b> Approved for future payment             |  |                                      |                                     |            |
| NONE   |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
| <b>Total</b>                                     |  |                                      | <b>3b</b>                           | 0.         |

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

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.               | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
|   | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |   |
| 1 Program service revenue:                                    |                           |               |                                      |               |   |
| a _____   |                           |               |                                      |               |   |
| b _____   |                           |               |                                      |               |   |
| c _____   |                           |               |                                      |               |   |
| d _____   |                           |               |                                      |               |   |
| e _____   |                           |               |                                      |               |   |
| f _____   |                           |               |                                      |               |   |
| g Fees and contracts from government agencies                 |                           |               |                                      |               |   |
| 2 Membership dues and assessments                             |                           |               |                                      |               |   |
| 3 Interest on savings and temporary cash<br>investments       |                           |               |                                      |               |   |
| 4 Dividends and interest from securities                      |                           |               | 14                                   | 324,176.      |   |
| 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<br>property       |                           |               |                                      |               |   |
| 7 Other investment income                                     | 523000                    | <35,346.>     | 14                                   | 5,595.        |   |
| 8 Gain or (loss) from sales of assets other<br>than inventory |                           |               | 18                                   | 846,016.      |   |
| 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)                    |                           | <35,346.>     |                                      | 1,175,787.    | 0.  |
| 13 Total. Add line 12, columns (b), (d), and (e)              |                           |               |                                      | 1,140,441     | 13  |

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

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

[illegible]



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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

OWSLEY BROWN CHARITABLE FOUNDATION

Employer identification number

61-1189915

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

**OWSLEY BROWN CHARITABLE FOUNDATION****61-1189915****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|--|----------------------------|---|
| <u>1</u>   | <u>ESTATE OF OWSLEY BROWN II</u><br><u>333 EAST MAIN STREET STE 400</u><br><u>LOUISVILLE, KY 40202</u> | \$ <u>319,433.</u>         | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                       |



Employer identification number

61-1189915

| (a)<br>No.<br>from<br>Part I | (b)<br><br>Description of noncash property given                                     | (c)<br><br>FMV (or estimate)<br>(see instructions) | (d)<br><br>Date received |
|------------------------------|--|--|--------------------------|
| 1                            | 4,751 SHARES OF BROWN FORMAN CLASS B WITH FMV \$424,169 AND COST BASIS OF \$319,433. | \$ 424,169.  | 06/07/12                 |
| (a)<br>No.<br>from<br>Part I | (b)<br><br>Description of noncash property given                                     | (c)<br><br>FMV (or estimate)<br>(see instructions) | (d)<br><br>Date received |
|                              |  | \$   |                          |
| (a)<br>No.<br>from<br>Part I | (b)<br><br>Description of noncash property given                                     | (c)<br><br>FMV (or estimate)<br>(see instructions) | (d)<br><br>Date received |
|                              |  | \$   |                          |
| (a)<br>No.<br>from<br>Part I | (b)<br><br>Description of noncash property given                                     | (c)<br><br>FMV (or estimate)<br>(see instructions) | (d)<br><br>Date received |
|                              |  | \$   |                          |
| (a)<br>No.<br>from<br>Part I | (b)<br><br>Description of noncash property given                                     | (c)<br><br>FMV (or estimate)<br>(see instructions) | (d)<br><br>Date received |
|                              |  | \$   |                          |
| (a)<br>No.<br>from<br>Part I | (b)<br><br>Description of noncash property given                                     | (c)<br><br>FMV (or estimate)<br>(see instructions) | (d)<br><br>Date received |
|                              |  | \$   |                          |

Name of organization

Employer identification number

**OWSLEY BROWN CHARITABLE FOUNDATION****61-1189915**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

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

  

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

  

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

  

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

## OWSLEY BROWN CHARITABLE FOUNDATION

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a NOVAGOLD RESOURCES LITIGATION SETTLEMENT  |  |  |                                      | 02/17/12                         |
| b POWERSHARES DB COMMODITY INDEX TRACKING FUND INVE  |  | P  |                                      |                                  |
| c POWERSHARES DB COMMODITY INDEX TRACKING FUND INVE  |  | P  |                                      |                                  |
| d POWERSHARES DB COMMODITY INDEX TRACKING FUND INVE  |  | P  |                                      |                                  |
| e POWERSHARES DB COMMODITY INDEX TRACKING FUND INVE  |  | P  |                                      |                                  |
| f SOLIDUS INVESTMENT   |  | P  |                                      |                                  |
| g SOLIDUS INVESTMENT   |  | P  |                                      |                                  |
| h SOLIDUS INVESTMENT-1231 DISTRIBUTION   |  | P  |                                      |                                  |
| i FIDELITY 674-934674-SEE ATTACHED   |  |  |                                      |                                  |
| j FIDELITY 674-934674-SEE ATTACHED   |  |  |                                      |                                  |
| k FIDELITY 676-081230-SEE ATTACHED   |  |  |                                      |                                  |
| l FIDELITY 676-081230-SEE ATTACHED   |  |  |                                      |                                  |
| m NEW MARKET VENTURES INC  |  | P  |                                      |                                  |
| n CAPITAL GAINS DIVIDENDS  |  |  |                                      |                                  |
| o  |  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 1,274.              |  |   | 1,274.                                       |
| b 11,463.             |  |   | 11,463.                                      |
| c 17,195.             |  |   | 17,195.                                      |
| d 1,430.              |  |   | 1,430.                                       |
| e                     |  | 19,200.   | <19,200.>                                    |
| f                     |  | 107.  | <107.>                                       |
| g 141.                |  |   | 141.   |
| h                     |  | 3.  | <3.>   |
| i 410,303.            |  | 360,425.  | 49,878.                                      |
| j 1,010,290.          |  | 947,330.  | 62,960.                                      |
| k 112,029.            |  | 115,787.  | <3,758.>                                     |
| l 1,742,582.          |  | 1,229,989.                                      | 512,593.                                     |
| m 40,407.             |  |   | 40,407.                                      |
| n 171,743.            |  |   | 171,743.                                     |
| 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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 1,274.  |
| b                         |                                      |   | 11,463.   |
| c                         |                                      |   | 17,195.   |
| d                         |                                      |   | 1,430.  |
| e                         |                                      |   | <19,200.>   |
| f                         |                                      |   | <107.>  |
| g                         |                                      |   | 141.  |
| h                         |                                      |   | <3.>  |
| i                         |                                      |   | 49,878.   |
| j                         |                                      |   | 62,960.   |
| k                         |                                      |   | <3,758.>  |
| l                         |                                      |   | 512,593.  |
| m                         |                                      |   | 40,407.   |
| n                         |                                      |   | 171,743.  |
| o                         |                                      |   |   |

|   |   |          |
|---|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }   | 2 | 846,016. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | N/A      |



# 2012 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION Account No. [REDACTED] Customer Service 502-271-2900  
Recipient ID [REDACTED] Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

## 2012 Proceeds from Broker and Barter Exchange Transactions\*

### Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

| 8 Description, 1d Stock or Other Symbol, CUSIP            |                             |                        |                  |  |                           |                  |                             |                               |                       |
|---|-----------------------------|------------------------|------------------|--|---------------------------|------------------|-----------------------------|-------------------------------|-----------------------|
| Action  | 1a Date of Sale or Exchange | 1b Date of Acquisition | 1e Quantity Sold | 2a Sales Price of Stocks, Bonds, etc (b) | 3 Cost or Other Basis (a) | Gain/Loss (-)    | 5 Wash Sale Loss Disallowed | 4 Federal Income Tax Withheld | 13 State Tax Withheld |
| AMERICAN EURO PACIFIC GROWTH FUND CL F2, AEPFX, 29875E100 |                             |                        |                  |  |                           |                  |                             |                               |                       |
| Sale  | 05/15/12                    | 12/28/11               | 685 871          | 24,975 00                                | 23,753 03                 | 1,221 97         |                             |                               |                       |
| PIONEER MID-CAP VALUE CL A, PCGRX, 72375Q108              |                             |                        |                  |  |                           |                  |                             |                               |                       |
| Sale  | 04/23/12                    | 08/08/11               | 17,947 280       | 385,328 10                               | 336,671 49                | 48,656 61        |                             |                               |                       |
| <b>TOTALS</b>   |                             |                        |                  | <b>410,303.10</b>                        | <b>360,424.52(c)</b>      | <b>49,878.58</b> | <b>0.00</b>                 | <b>0.00</b>                   | <b>0.00</b>           |
| Short-Term Realized Gain                                  |                             |                        |                  |  |                           |                  |                             |                               |                       |
| Short-Term Realized Loss                                  |                             |                        |                  |  |                           |                  |                             |                               |                       |
| Wash Sale Loss Disallowed                                 |                             |                        |                  |  |                           |                  |                             |                               |                       |

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# 2012 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION Account No. [REDACTED] Customer Service 502-271-2900  
Recipient ID [REDACTED] Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

## 2012 Proceeds from Broker and Barter Exchange Transactions

### Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

| 8 Description, 1d Stock or Other Symbol, CUSIP         |                             |                        |                  |  |                           |               |                             |                               |                       |
|--|-----------------------------|------------------------|------------------|--|---------------------------|---------------|-----------------------------|-------------------------------|-----------------------|
| Action   | 1a Date of Sale or Exchange | 1b Date of Acquisition | 1e Quantity Sold | 2a Sales Price of Stocks, Bonds, etc (b) | 3 Cost or Other Basis (a) | Gain/Loss (-) | 5 Wash Sale Loss Disallowed | 4 Federal Income Tax Withheld | 15 State Tax Withheld |
| GOOGLE INC CL A, GOOG, 38259P508                       |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 09/25/12                    | 01/29/10               | 55 000           | 41,739 96                                | 29,329.68                 | 12,410 28     |                             |                               |                       |
| ISHARES TR MSCI EMERGING MKTS INDEX FD, EEM, 464287234 |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 07/11/12                    | 07/24/09               | 600 000          | 23,027 60                                | 21,248 00                 | 1,779 60      |                             |                               |                       |
| Sale   | 07/11/12                    | 07/24/09               | 5,400 000        | 207,248 44                               | 191,179 20                | 16,069 24     |                             |                               |                       |
| Sale   | 07/11/12                    | 03/08/10               | 2,800 000        | 107,462 15                               | 115,078 04                | -7,615 89     |                             |                               |                       |
| Sale   | 07/11/12                    | 03/08/10               | 140 000          | 5,373 11                                 | 5,754 00                  | -380 89       |                             |                               |                       |
| Sale   | 07/11/12                    | 03/08/10               | 5,060 000        | 194,199 46                               | 207,955 88                | -13,756 42    |                             |                               |                       |
| Subtotals  |                             |                        |                  | 537,310.76                               | 541,215.12(c)             |               |                             |                               |                       |
| PIONEER MID-CAP VALUE CL A, PCGRX, 72375Q108           |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 04/23/12                    | various                | 20,085 657       | 431,239 06                               | 376,785 11                | 54,453 95     |                             |                               |                       |
| TOTALS   |                             |                        |                  | 1,010,289.78                             | 947,329.91(c)             |               |                             | 0.00                          |                       |
|  |                             |                        |                  | Long-Term Realized Gain                  |                           | 84,713 07     |                             |                               |                       |
|  |                             |                        |                  | Long-Term Realized Loss                  |                           | -21,753.20    |                             |                               |                       |
|  |                             |                        |                  | Wash Sale Loss Disallowed                |                           |               | 0.00                        |                               |                       |

- (a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium
- (b) Gross proceeds less commissions
- (c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis
- (h) All gain/loss information may not be reflected due to incomplete cost basis information

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# 2012 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION Account No. [REDACTED] Customer Service 502-271-2900  
Recipient ID [REDACTED] Payer's Fed ID Number 04-3523567

Note This information is not reported to the IRS. It may assist you in tax return preparation.

## 2012 Proceeds from Broker and Barter Exchange Transactions\*

### Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

| 8 Description, 1d Stock or Other Symbol, CUSIP | 1a Date of Sale or Exchange | 1b Date of Acquisition | 1e Quantity Sold | 2a Sales Price of Stocks, Bonds, etc (b) | 3 Cost or Other Basis (a) | Gain/Loss (-) | 5 Wash Sale Loss Disallowed | 4 Federal Income Tax Withheld | 13 State Tax Withheld | 15 State Tax Withheld |
|--|-----------------------------|------------------------|------------------|--|---------------------------|---------------|-----------------------------|-------------------------------|-----------------------|-----------------------|
| BROWN FORMAN CORP CL B NON VTG, BFB, 115637209 |                             |                        |                  |  |                           |               |                             |                               |                       |                       |
| Cash In Lieu 08/17/12                          | 08/17/12                    |                        | 0.000            | 30.73                                    | 0.00                      | 30.73         |                             |                               |                       |                       |
| EXPRESS SCRIPTS HLDGCO COM, ESRX, 30219G108    |                             |                        |                  |  |                           |               |                             |                               |                       |                       |
| Sale 05/18/12                                  | 05/08/12                    |                        | 2,200.000        | 111,998.58                               | 119,505.76                | -7,507.18     | 3,719.47                    |                               |                       |                       |
| <b>TOTALS</b>                                  |                             |                        |                  | <b>112,029.31</b>                        | <b>119,505.76(c)</b>      | <b>0.00</b>   |                             |                               |                       |                       |
| Short-Term Realized Gain                       |                             |                        |                  | 30.73                                    |                           |               |                             |                               |                       |                       |
| Short-Term Realized Loss                       |                             |                        |                  | -7,507.18                                |                           |               |                             |                               |                       |                       |
| Wash Sale Loss Disallowed                      |                             |                        |                  |  |                           |               | 3,719.47                    |                               |                       |                       |

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# 2012 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION Account No 676-081230 Customer Service 502-271-2900  
Recipient ID No 61-1189915 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

## 2012 Proceeds from Broker and Barter Exchange Transactions\*

### Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

| 8 Description, 1d Stock or Other Symbol, CUSIP |                             |                        |                  |  |                           |               |                             |                               |                       |
|--|-----------------------------|------------------------|------------------|--|---------------------------|---------------|-----------------------------|-------------------------------|-----------------------|
| Action   | 1a Date of Sale or Exchange | 1b Date of Acquisition | 1e Quantity Sold | 2a Sales Price of Stocks, Bonds, etc (b) | 3 Cost or Other Basis (a) | Gain/Loss (-) | 5 Wash Sale Loss Disallowed | 4 Federal Income Tax Withheld | 15 State Tax Withheld |
| ALLERGAN INC, AGN, 018490102                   |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 03/08/05               | 1,550 000        | 138,551 97                               | 58,749 34                 | 79,802 63     |                             |                               |                       |
| APPLE INC, AAPL, 037833100                     |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 10/26/09               | 195 000          | 104,297 96                               | 39,920 51                 | 64,377 45     |                             |                               |                       |
| DOVER CORP, DOV, 260003108                     |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 07/09/93               | 700 000          | 38,825 57                                | 8,036 88                  | 30,788 69     |                             |                               |                       |
| EXXON MOBIL CORP, XOM, 30231G102               |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 05/19/10               | 242 000          | 19,878 96                                | 15,129 84                 | 4,749 12      |                             |                               |                       |
| Sale   | 05/18/12                    | 05/19/10               | 270 000          | 22,179 01                                | 16,881 67                 | 5,297 34      |                             |                               |                       |
| Sale   | 05/18/12                    | 05/19/10               | 733 000          | 60,211 89                                | 45,819 83                 | 14,392 06     |                             |                               |                       |
| Subtotals                                      |                             |                        |                  | 102,269.86                               | 77,831.34(c)              |               |                             |                               |                       |
| GOOGLE INC CL A, GOOG, 38259P508               |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 01/29/10               | 135 000          | 83,637 51                                | 71,991.05                 | 11,646 46     |                             |                               |                       |
| INTEL CORP, INTC, 458140100                    |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 06/22/09               | 4,610 000        | 120,411 40                               | 72,274 66                 | 48,136 74     |                             |                               |                       |
| Sale   | 05/18/12                    | 07/20/09               | 1,050 000        | 27,425 59                                | 19,577 78                 | 7,847 81      |                             |                               |                       |
| Subtotals                                      |                             |                        |                  | 147,836.99                               | 91,852.44(c)              |               |                             |                               |                       |
| INTL BUSINESS MACH, IBM, 459200101             |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 10/26/09               | 630 000          | 123,751 97                               | 76,174 64                 | 47,577 33     |                             |                               |                       |
| Sale   | 05/18/12                    | 02/23/11               | 120 000          | 23,571 80                                | 19,407 63                 | 4,164 17      |                             |                               |                       |
| Subtotals                                      |                             |                        |                  | 147,323.77                               | 95,582.27(c)              |               |                             |                               |                       |

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# 2012 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION Account No 676-081230 Customer Service 502-271-2900  
Recipient ID No 61-1189915 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

## 2012 Proceeds from Broker and Barter Exchange Transactions

### Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

| 8 Description, 1d Stock or Other Symbol, CUSIP           |                             |                        |                  |  |                           |               |                             |                               |                       |
|--|-----------------------------|------------------------|------------------|--|---------------------------|---------------|-----------------------------|-------------------------------|-----------------------|
| Action   | 1a Date of Sale or Exchange | 1b Date of Acquisition | 1e Quantity Sold | 2a Sales Price of Stocks, Bonds, etc (b) | 3 Cost or Other Basis (a) | Gain/Loss (-) | 5 Wash Sale Loss Disallowed | 4 Federal Income Tax Withheld | 15 State Tax Withheld |
| MCDONALDS CORP, MCD, 580135101                           |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 10/26/09               | 750 000          | 67,802 16                                | 44,733 29                 | 23,068 87     |                             |                               |                       |
| MICROSOFT CORP, MSFT, 594918104                          |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 05/22/03               | 1,795 000        | 52,606 42                                | 43,344 40                 | 9,262 02      |                             |                               |                       |
| Sale   | 05/18/12                    | 02/18/05               | 300 000          | 8,792 16                                 | 7,656 00                  | 1,136 16      |                             |                               |                       |
| Sale   | 05/18/12                    | 02/18/05               | 1,615 000        | 47,331 13                                | 41,230 95                 | 6,100 18      |                             |                               |                       |
| Subtotals  |                             |                        |                  | 108,729.71                               | 92,231.35(c)              |               |                             |                               |                       |
| PEPSICO INC, PEP, 713448108                              |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 02/25/03               | 660 000          | 44,707 82                                | 25,495 80                 | 19,212 02     |                             |                               |                       |
| RAYTHEON CO COM NEW, RTN, 755111507                      |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/08/12                    | 10/26/09               | 3,560 000        | 189,100 35                               | 164,944 75                | 24,155 60     |                             |                               |                       |
| SCHLUMBERGER LIMITED COM STK USD 01, SLB, 806857108      |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 11/21/08               | 10 000           | 650 99                                   | 406.40                    | 244.59        |                             |                               |                       |
| Sale   | 05/18/12                    | 07/24/09               | 990 000          | 64,448 30                                | 55,947 47                 | 8,500 83      |                             |                               |                       |
| Subtotals  |                             |                        |                  | 65,099.29                                | 56,353.87(c)              |               |                             |                               |                       |
| SELECT SECTOR SPDR TR SHS BEN INT MATERI, XLB, 81369Y100 |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/15/12                    | 02/01/10               | 4,200 000        | 145,364 23                               | 129,161 60                | 16,202 63     |                             |                               |                       |
| WALGREEN COMPANY, WAG, 931422109                         |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 02/25/03               | 2,140 000        | 67,679 59                                | 60,230 94                 | 7,448 65      |                             |                               |                       |

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Recipient ID No. [REDACTED] Payer's Fed ID Number 04-3523567

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## 2012 Proceeds from Broker and Barter Exchange Transactions\*

### Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

| 8 Description, 1d Stock or Other Symbol, CUSIP |                             |                        |                  |  |                           |               |                             |                               |                       |
|--|-----------------------------|------------------------|------------------|--|---------------------------|---------------|-----------------------------|-------------------------------|-----------------------|
| Action   | 1a Date of Sale or Exchange | 1b Date of Acquisition | 1e Quantity Sold | 2a Sales Price of Stocks, Bonds, etc (b) | 3 Cost or Other Basis (a) | Gain/Loss (-) | 5 Wash Sale Loss Disallowed | 4 Federal Income Tax Withheld | 15 State Tax Withheld |
| WALMART STORES INC, WMT, 931142103             |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 100 000          | 5,752.84                                 | 4,858.88                  | 893.96        |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 100 000          | 5,752.86                                 | 4,858.91                  | 893.95        |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 100 000          | 5,752.86                                 | 4,858.94                  | 893.92        |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 100 000          | 5,752.86                                 | 4,859.00                  | 893.86        |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 200 000          | 11,505.71                                | 9,717.92                  | 1,787.79      |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 600 000          | 34,517.14                                | 29,161.88                 | 5,355.26      |                             |                               |                       |
| Sale   | 04/25/12                    | 07/17/09               | 1,800 000        | 103,551.41                               | 87,461.82                 | 16,089.59     |                             |                               |                       |
| Subtotals                                      |                             |                        |                  | <b>172,585.68</b>                        | <b>145,777.35(c)</b>      |               |                             |                               |                       |
| WATERS CORP, WAT, 941848103                    |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 06/27/01               | 820 000          | 67,196.67                                | 21,902.20                 | 45,294.47     |                             |                               |                       |
| WELLS FARGO & CO NEW, WFC, 949746101           |                             |                        |                  |  |                           |               |                             |                               |                       |
| Sale   | 05/18/12                    | 07/17/08               | 1,650 000        | 51,573.03                                | 45,193.79                 | 6,379.24      |                             |                               |                       |
| TOTALS   |                             |                        |                  | <b>1,742,582.16</b>                      | <b>1,229,988.77(c)</b>    |               |                             | <b>0.00</b>                   |                       |
|  |                             |                        |                  | Long-Term Realized Gain                  |                           | 512,593.39    |                             |                               |                       |
|  |                             |                        |                  | Long-Term Realized Loss                  |                           | 0.00          |                             |                               |                       |
|  |                             |                        |                  | Wash Sale Loss Disallowed                |                           | 0.00          |                             |                               |                       |

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

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## Investment Report

December 1, 2012 - December 31, 2012

Envelope 021300954

OWSLEY BROWN II CRT FOUNDATION  
333 E MAIN ST STE 401  
LOUISVILLE KY 40202-1297

**Your Advisor**  
ATLAS BROWN INC  
333 EAST MAIN STREET  
LOUISVILLE KY 40202  
Phone: (502)271-2900

### Brokerage [REDACTED] OWSLEY BROWN II CRT FOUNDATION

| Account Summary                     |                 |
|-------------------------------------|-----------------|
| Beginning value as of Dec 1         | \$17,126,554.96 |
| Withdrawals                         | -75,000.00      |
| Other Tax Withheld                  | -154.27         |
| Transfers between Fidelity accounts | 30,321.13       |
| Change in investment value          | 356,416.29      |
| Ending value as of Dec 31           | \$17,438,138.11 |

| Income Summary |              |              |
|----------------|--------------|--------------|
|                | This Period  | Year to Date |
| Taxable        |              |              |
| Dividends      | \$127,083.75 | \$198,203.91 |
| St cap gain    | 16,690.92    | 16,690.92    |
| Interest       | 4.88         | 40.51        |
| Lt cap gain    | 164,612.72   | 164,612.72   |
| Total          | \$308,392.27 | \$379,548.06 |

| Realized Gain/Loss from Sales |             |              |
|-------------------------------|-------------|--------------|
|                               | This Period | Year to Date |
| Short-term gain               | \$0.00      | \$49,878.58  |
| Long-term gain                | \$0.00      | \$84,713.07  |
| Long-term loss                | 0.00        | -21,753.20   |
| Net long                      | 0.00        | 62,959.87    |

*This may not reflect all of your gains/losses because of incomplete cost basis*

Your Advisor is an independent organization and is not affiliated with Fidelity Investments. Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC  
800-544-6866 Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

### Holdings (Symbol) as of December 31, 2012

#### Stocks 35% of holdings

|                              | Quantity   | Price per Unit<br>December 31, 2012 | Total Cost Basis | Total Value<br>December 1, 2012 | Total Value<br>December 31, 2012 | Unrealized Gain (Loss)<br>December 31, 2012 |
|------------------------------|------------|-------------------------------------|------------------|---------------------------------|----------------------------------|---|
| ALLERGAN INC (AGN)           | 1,585,000  | \$91.730                            | \$60,075.93      | \$147,008.75                    | \$145,392.05                     | \$85,316.12                                 |
| APPLE INC (AAPL)             | 265,000    | 532.173                             | 54,250.96        | 155,099.20                      | 141,025.84                       | 86,774.88                                   |
| APPLIED MATERIALS INC (AMAT) | 10,825,000 | 11.440                              | 133,452.44       | 116,152.25                      | 123,838.00                       | -9,614.44                                   |
| CELGENE CORP (CELG)          | 1,670,000  | 78.470                              | 95,515.30        | 131,245.30                      | 131,044.90                       | 35,529.60                                   |
| DANAHER CORP (DHR)           | 2,185,000  | 55.900                              | 113,143.10       | 117,924.45                      | 122,141.50                       | 8,998.40                                    |
| DOVER CORP (DOV)             | 2,050,000  | 65.710                              | 22,637.27        | 130,359.50                      | 134,705.50                       | 112,068.23                                  |

# Investment Report

December 1, 2012 - December 31, 2012

## Brokerage [REDACTED] OWSLEY BROWN II CRT FOUNDATION

| Holdings (Symbol) as of December 31, 2012                                 | Quantity<br>December 31, 2012 | Price per Unit<br>December 31, 2012 | Total Cost Basis | Total Value<br>December 1, 2012 | Total Value<br>December 31, 2012 | Unrealized Gain (Loss)<br>December 31, 2012 |
|---|-------------------------------|-------------------------------------|------------------|---------------------------------|----------------------------------|---|
| EXPRESS SCRIPTS HLDG CO COM (ESRX )                                       | 2,205 000                     | 54 000                              | 119,793 22       | 118,739 25                      | 119,070 00                       | - 723 22                                    |
| EXXON MOBIL CORP (XOM )   | 1,725 000                     | 86.550                              | 107,828 05       | 152,041 50                      | 149,298 75                       | 41,470.70                                   |
| FACEBOOK INC COM USD0 000006 CL A (FB )                                   | 3,700 000                     | 26.620                              | 70,142 56        | 103,600 00                      | 98,494.00                        | 28,351 44                                   |
| FREEMPORT MCMORAN COPPER & GOLD INC<br>(FCX )                             | 3,525 000                     | 34 200                              | 155,463 73       | 137,510 25                      | 120,555 00                       | - 34,908 73                                 |
| GENERAL ELECTRIC CO (GE )   | 7,455 000                     | 20 990                              | 158,960 44       | 157,524 15                      | 156,480 45                       | - 2,479.99                                  |
| GOOGLE INC CL A (GOOG )   | 130 000                       | 707 380                             | 69,324 71        | 90,788 10                       | 91,959 40                        | 22,634 69                                   |
| INTEL CORP (INTC )  | 5,390 000                     | 20 620                              | 84,503 34        | 105,455 35                      | 111,141 80                       | 26,638 46                                   |
| INTL BUSINESS MACH (IBM )   | 580 000                       | 191 550                             | 70,129 04        | 110,240 60                      | 111,099 00                       | 40,969.96                                   |
| ISHARES INC MSCI BRAZIL INDEX<br>FUND (EWZ )                              | 4,880 000                     | 55 940                              | 351,020 37       | 251,710 40                      | 272,987 20                       | - 78,033 17                                 |
| ISHARES TR S&P LATIN AMER 40<br>INDEX FD (ILF )                           | 6,660 000                     | 43 840                              | 317,435 54       | 277,389 00                      | 291,974 40                       | - 25,461 14                                 |
| ISHARES TR MSCI EAFE INDEX FD (EFA )                                      | 11,500 000                    | 56 860                              | 579,003 55       | 633,305 00                      | 653,890 00                       | 74,886.45                                   |
| JPMORGAN CHASE & CO (JPM )  | 3,425 000                     | 43 969                              | 113,575 47       | 140,699 00                      | 150,593 82                       | 37,018.35                                   |
| R JIWIWI INC SER B-1 PFD<br>DELAWARE                                      | 553,542 000                   | -----                               | unknown          | unavailable                     | unavailable                      | unknown                                     |
| JOHNSON & JOHNSON (JNJ )  | 1,790 000                     | 70 100                              | 113,791 99       | 124,816 70                      | 125,479 00                       | 11,687.01                                   |
| MCDONALDS CORP (MCD )   | 1,565 000                     | 88 210                              | 93,343 45        | 136,217 60                      | 138,048 65                       | 44,705.20                                   |
| MICROSOFT CORP (MSFT )  | 4,805 000                     | 26 710                              | 116,027 78       | 127,885 07                      | 128,341 55                       | 12,313 77                                   |
| PEPSICO INC (PEP )  | 2,095 000                     | 68 430                              | 80,922 85        | 147,089 95                      | 143,360 85                       | 62,438 00                                   |
| POWERSHARES DB COMMODITY INDEX<br>TRACKING FD UNIT BEN INT (DBC )         | 27,900 000                    | 27 780                              | 711,597 03       | 783,990 00                      | 775,062 00                       | 63,464.97                                   |
| SPDR SER TR DJ WILSHIRE REIT ETF (RWR )                                   | 9,650 000                     | 72 970                              | 555,978 31       | 684,957 00                      | 704,160 50                       | 148,182 19                                  |
| SCHLUMBERGER LIMITED COM STK USD0 01<br>(SLB )                            | 1,740 000                     | 69 299                              | 70,649 51        | 124,618 80                      | 120,580 26                       | 49,930 75                                   |
| TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH<br>CNV INTO 1 ORD ILS0 10 (TEVA ) | 2,920 000                     | 37 340                              | 136,825 90       | 117,822 00                      | 109,032 80                       | - 27,793 10                                 |
| WALGREEN COMPANY (WAG )   | 3,600 000                     | 37 010                              | 101,323 08       | 122,076 00                      | 133,236 00                       | 31,912 92                                   |
| WATERS CORP (WAT )  | 1,380 000                     | 87 120                              | 36,859 80        | 116,679 00                      | 120,225 60                       | 83,365 80                                   |
| WELLS FARGO & CO NEW (WFC )   | 3,650 000                     | 34 180                              | 99,974 14        | 120,486 50                      | 124,757 00                       | 24,782 86                                   |
| WISDOMTREE TR INDIA EARNINGS FD (EPI )                                    | 17,870 000                    | 19 370                              | 400,233 62       | 336,313 40                      | 346,141 90                       | - 54,091 72                                 |

# Investment Report

December 1, 2012 - December 31, 2012

## Brokerage Holdings OWSLEY BROWN II CRT FOUNDATION

|   | Quantity<br>December 31, 2012 | Price per Unit<br>December 31, 2012 | Total Cost Basis    | Total Value<br>December 1, 2012 | Total Value<br>December 31, 2012 | Unrealized Gain (Loss)<br>December 31, 2012 |
|---|-------------------------------|-------------------------------------|---------------------|---------------------------------|----------------------------------|---|
| <b>Subtotal of Stocks</b>                         |                               |                                     | <b>5,193,782.48</b> |                                 | <b>6,094,117.72</b>              | <b>900,335.24</b>                           |
| <b>Mutual Funds 61% of holdings</b>               |                               |                                     |                     |                                 |                                  |   |
| AMERICAN EUROPAIC GROWTH FUND CL F2 (AEPEX )      | 12,308 642                    | 41 150                              | 426,271 97          | 502,561 85                      | 506,500 61                       | 80,228.64                                   |
| JPMORGAN MID CAP VALUE FUND CLASS A (JAMCX )      | 79,924 971                    | 27 550                              | 1,818,476.10        | 2,227,508 94                    | 2,201,932 95                     | 383,456.85                                  |
| GOLDMAN SACHS SMALL CAP VALUE INSTL (GSSIX )      | 22,951 867                    | 44 530                              | 853,536 40          | 1,059,228.66                    | 1,022,046 63                     | 168,510 23                                  |
| GOLDMAN SACHS GROWTH OPPORTUNITIES CL A (GGOAX )  | 27,423 531                    | 22 910                              | 563,963 66          | 660,907 09                      | 628,273 09                       | 64,309 43                                   |
| GOLDMAN SACHS N-11 EQUITY INSTL (GSYIX )          | 45,248 869                    | 11 060                              | 400,025 00          | 475,565 61                      | 500,452 49                       | 100,427 49                                  |
| HEARTLAND VALUE PLUS INSTL CL (HNPIX )            | 32,864 821                    | 29 640                              | 834,661 64          | 977,399 77                      | 974,113 29                       | 139,451.65                                  |
| MANNING & NAPIER WORLD OPPT SER CL A (EXWAX )     | 68,807 339                    | 7 750                               | 450,000 00          | 524,311 92                      | 533,256 87                       | 83,256.87                                   |
| MATTHEWS ASIAN GROWTH & INCOME FUND (MACSX )      | 18,828 503                    | 18 610                              | 309,503 91          | 345,691 31                      | 350,398 44                       | 40,894.53                                   |
| MATTHEWS CHINA FUND (MCHFX )                      | 14,405 364                    | 23 470                              | 374,930.38          | 329,594 72                      | 338,093.89                       | - 36,836 49                                 |
| MATTHEWS INDIA FUND (MINDX )                      | 20,498 108                    | 17 510                              | 364,551 53          | 366,096 20                      | 358,921 87                       | - 5,629 66                                  |
| OPPENHEIMER DEV MARKETS FD CLASS A (ODMAX )       | 17,263 427                    | 35 290                              | 540,000 00          | 590,409 20                      | 609,226 33                       | 69,226.33                                   |
| PRUDENTIAL JENNISON MID CAP GROWTH CL Z (PEGZX )  | 32,777 689                    | 32.420                              | 900,075 00          | 1,081,008 18                    | 1,062,652 67                     | 162,577.67                                  |
| VANGUARD INDEX TRUST SM CAP GRWTH INV CL (VISGX ) | 61,010 193                    | 25 030                              | 1,173,125 00        | 1,499,020 44                    | 1,527,085 13                     | 353,960.13                                  |
| <b>Subtotal of Mutual Funds</b>                   |                               |                                     | <b>9,009,120.59</b> |                                 | <b>10,612,954.26</b>             | <b>1,603,833.67</b>                         |
| <b>Core Account 4% of holdings</b>                |                               |                                     |                     |                                 |                                  |   |
| CASH  | 731,066 130                   | 1 000                               | not applicable      | 467,507 00                      | 731,066 13                       | not applicable                              |

# Investment Report

December 1, 2012 - December 31, 2012

## Brokerage Holdings OWSLEY BROWN II CRT FOUNDATION

| Holdings (Symbol) as of December 31, 2012 | Quantity<br>December 31, 2012 | Price per Unit<br>December 31, 2012 | Total Value<br>December 1, 2012 | Total Value<br>December 31, 2012 | Unrealized Gain (Loss)<br>December 31, 2012 |
|---|-------------------------------|-------------------------------------|---------------------------------|----------------------------------|---|
| Subtotal of Core Account                  |                               |                                     | \$ 14,202,903.07                | \$17,438,138.11                  | \$ 2,504,168.91u                            |

731,066.13

### Total

R - Restricted

All remaining positions held in cash account.

t - Third-party provided

u - This may not reflect all of your gains/losses because of incomplete cost basis

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

## Transaction Details (for holdings with activity this period)

### Brokerage Activity

| Settlement Date | Security   | Description         | Quantity | Price per Unit | Transaction Amount |
|-----------------|--|---------------------|----------|----------------|--------------------|
| 12/01           | INTEL CORP   | Dividend received   |          |                | \$1,212.75         |
| 12/01           | WELLS FARGO & CO<br>NEW  | Dividend received   |          |                | 803.00             |
| 12/03           | TEVA PHARMACEUTICAL<br>INDUSTRIES ADR-EACH CNV<br>INTO 1 ORD ILS0 10 | Foreign tax paid    |          |                | -154.27            |
| 12/03           | TEVA PHARMACEUTICAL<br>INDUSTRIES ADR-EACH CNV<br>INTO 1 ORD ILS0 10 | Dividend received   |          |                | 745.28             |
| 12/06           | GOLDMAN SACHS SMALL<br>CAP VALUE INSTL                               | Dividend received   |          |                | 13,693.08          |
| 12/06           | GOLDMAN SACHS SMALL<br>CAP VALUE INSTL                               | Short-term cap gain |          |                | 2,614.22           |
| 12/06           | GOLDMAN SACHS SMALL<br>CAP VALUE INSTL                               | Long-term cap gain  |          |                | 49,814.73          |
| 12/06           | GOLDMAN SACHS GROWTH<br>OPPORTUNITIES CL A                           | Short-term cap gain |          |                | 5,742.49           |
| 12/06           | GOLDMAN SACHS GROWTH<br>OPPORTUNITIES CL A                           | Long-term cap gain  |          |                | 39,467.95          |
| 12/10           | EXXON MOBIL CORP   | Dividend received   |          |                | 983.25             |
| 12/10           | INTL BUSINESS MACH   | Dividend received   |          |                | 493.00             |

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## Investment Report

December 1, 2012 - December 31, 2012

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OWSLEY BROWN II CRT FOUNDATION  
EQUITY ACCOUNT  
333 E MAIN ST STE 401  
LOUISVILLE KY 40202-1297

**Your Advisor**  
ATLAS BROWN INC  
333 EAST MAIN STREET  
LOUISVILLE KY 40202  
Phone (502)271-2900

### Brokerage

#### OWSLEY BROWN II CRT FOUNDATION

| Account Summary                     |              | Income Summary |             | Realized Gain/Loss from Sales |              |
|-------------------------------------|--------------|----------------|-------------|-------------------------------|--------------|
|                                     |              |                |             |                               |              |
| Beginning mkt value as of Dec 1     | \$500,102.79 |                |             |                               |              |
| Transfers between Fidelity accounts | -30,321.13   | Taxable        |             | Short-term gain               |              |
| Change in investment value          | -19,062.04   | Dividends      | \$30,321.13 | Short-term loss               | \$0.00       |
| Change in credit balance            | -0.01        | Interest       | 0.01        | St disallowed loss            | 0.00         |
| Ending mkt value as of Dec 31       | 450,719.61   | Total          | \$30,321.14 | Net short                     | 0.00         |
| Credit balance                      | 0.01         |                |             | Long-term gain                | \$0.00       |
| Ending Net Value                    | \$450,719.62 |                |             |                               | \$512,593.39 |

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800-544-6666 Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

| Holdings (Symbol) as of December 31, 2012 |  | Quantity          | Price per Unit    | Total Cost Basis  | Total Value       | Unrealized Gain (Loss) |
|---|--|-------------------|-------------------|-------------------|-------------------|------------------------|
|   |  | December 31, 2012 | December 31, 2012 |                   | December 31, 2012 | December 31, 2012      |
| <b>Stocks 100% of holdings</b>            |  |                   |                   |                   |                   |                        |
| BROWN FORMAN CORP CL B NON VTG (BFB )     |  | 7,126.000         | \$63.250          | \$300,043.80      | \$450,719.50      | \$ 150,675.70          |
| <b>Subtotal of Stocks</b>                 |  |                   |                   | <b>300,043.80</b> | <b>450,719.50</b> | <b>150,675.70</b>      |
| <b>Core Account 0% of holdings</b>        |  |                   |                   |                   |                   |                        |
| CASH                                      |  | 0.110             | 1.000             | not applicable    | 0.11              | not applicable         |

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04 18 000

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# Investment Report

December 1, 2012 - December 31, 2012

| Brokerage                |                                  | OWSLEY BROWN II CRT FOUNDATION |                                     |
|--------------------------|----------------------------------|--------------------------------|-------------------------------------|
| Holdings                 | (Symbol) as of December 31, 2012 | Quantity<br>December 31, 2012  | Price per Unit<br>December 31, 2012 |
| Subtotal of Core Account |                                  |                                | 0.11                                |

|       |  |            |            |            |
|-------|--|------------|------------|------------|
| Total |  | 300,043.80 | 450,719.61 | 150,675.70 |
|-------|--|------------|------------|------------|

Credit balance

Total Net Value

Position held in cash account

t - Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments. See last page of statement for details. Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

## Transaction Details

(for holdings with activity this period)

### Income Activity

| Settlement Date | Security                          | Description       | Quantity | Price per Unit | Transaction Amount |
|-----------------|-----------------------------------|-------------------|----------|----------------|--------------------|
| 12/26           | BROWN FORMAN CORP<br>CL B NON VTG | Dividend received |          |                | \$1,817.13         |
| 12/27           | BROWN FORMAN CORP<br>CL B NON VTG | Dividend received |          |                | 28,504.00          |
| 12/28           | 674-934674<br>DIV/INT             | Transferred to    |          |                | -30,321.13         |
| 12/30           | CREDIT INTEREST                   | Interest earned   |          |                | 0.01               |

### Core Account - Cash

| Description   | Amount | Balance | Description | Amount    | Balance |
|---------------|--------|---------|-------------|-----------|---------|
| Beginning     |        | \$0.11  | Income      | 30,321.14 |         |
| Exchanges out |        |         | Ending      |           | \$0.12  |

**OWSLEY BROWN CHARITABLE FOUNDATION**  
**PART XV: SUPPLEMENTARY INFORMATION**  
**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

**#61-1189915**

| Recipient                             | Relationship | Foundation Status | Purpose of Grant   | Amount  |
|---------------------------------------|--------------|-------------------|--------------------|---------|
| ACLU Of Kentucky Foundation/RFP       | None         | Exempt            | General Operations | 2,500   |
| American Lung Association             | None         | Exempt            | General Operations | 1 000   |
| American Red Cross                    | None         | Exempt            | General Operations | 500     |
| Appalachian Citizens' Law Center, Inc | None         | Exempt            | General Operations | 1 100   |
| Artists Association Of Nantucket      | None         | Exempt            | General Operations | 500     |
| Austin Film Society                   | None         | Exempt            | General Operations | 10,000  |
| Baltimore Museum of Art, Inc          | None         | Exempt            | General Operations | 15 000  |
| Berea College                         | None         | Exempt            | General Operations | 10,000  |
| Boyle Landmark Trust                  | None         | Exempt            | General Operations | 100     |
| Cathedral Of The Assumption           | None         | Exempt            | General Operations | 1,000   |
| Center For Interfaith Relations       | None         | Exempt            | General Operations | 60,250  |
| Chnst Church Cathedral                | None         | Exempt            | General Operations | 1 000   |
| Christian Appalachian Project         | None         | Exempt            | General Operations | 5 000   |
| Commonwealth Fund For Ket             | None         | Exempt            | General Operations | 10 000  |
| Community Foundation of Louisville    | None         | Exempt            | General Operations | 60,000  |
| Cure Alzheimer's Fund                 | None         | Exempt            | General Operations | 10,000  |
| Cyprus Frenship Program               | None         | Exempt            | General Operations | 3,000   |
| Dress for Success                     | None         | Exempt            | General Operations | 4 000   |
| Edge Outreach                         | None         | Exempt            | General Operations | 10 000  |
| Entrean Development Foundation, Inc   | None         | Exempt            | General Operations | 500     |
| Faimess Education Fund                | None         | Exempt            | General Operations | 1 000   |
| Farmington Historic Home              | None         | Exempt            | General Operations | 1 800   |
| Filson Historical Society             | None         | Exempt            | General Operations | 275 000 |
| Fr John Judie Ministries, Inc         | None         | Exempt            | General Operations | 100     |
| Fund For The Arts                     | None         | Exempt            | General Operations | 35 000  |
| Grasshoopers Distribution             | None         | Exempt            | General Operations | 75 000  |
| Greater Louisville Foundation         | None         | Exempt            | General Operations | 37 500  |
| Historic Locust Grove                 | None         | Exempt            | General Operations | 500     |
| Hope Heart Institute                  | None         | Exempt            | General Operations | 500     |
| Hosparus of Louisville                | None         | Exempt            | General Operations | 15,500  |
| Junior Achievement                    | None         | Exempt            | General Operations | 1 750   |
| Junior League of Louisville           | None         | Exempt            | General Operations | 1 000   |
| KentuckianaWorks Foundation           | None         | Exempt            | General Operations | 25 000  |
| Kentucky Center for the Arts          | None         | Exempt            | General Operations | 10,000  |
| Kentucky Council of Churches          | None         | Exempt            | General Operations | 250     |
| Kentucky Folk Art Center              | None         | Exempt            | General Operations | 10 000  |
| Kentucky Humanities Council, Inc      | None         | Exempt            | General Operations | 500     |
| Kentucky Interfaith Power and Light   | None         | Exempt            | General Operations | 5,500   |
| Kentucky Museum of Art & Craft        | None         | Exempt            | General Operations | 3 000   |
| Kentucky Opera                        | None         | Exempt            | General Operations | 35 000  |
| Kentucky Public Radio                 | None         | Exempt            | General Operations | 12 000  |
| Kentucky Resources Council            | None         | Exempt            | General Operations | 4,500   |
| Kentucky School of Art                | None         | Exempt            | General Operations | 50,000  |
| Land Institute                        | None         | Exempt            | General Operations | 11,600  |
| Leadership Louisville                 | None         | Exempt            | General Operations | 200     |
| Louisville Collegiate School          | None         | Exempt            | General Operations | 500     |
| Louisville Forum, Inc                 | None         | Exempt            | General Operations | 500     |
| Louisville Master Chorale             | None         | Exempt            | General Operations | 2 000   |
| Louisville Metro Government           | None         | Exempt            | General Operations | 3 500   |
| Louisville Orchestra                  | None         | Exempt            | General Operations | 500     |
| Louisville Urban League               | None         | Exempt            | General Operations | 4 500   |
| Louisville Visual Art Association     | None         | Exempt            | General Operations | 100     |
| Metro Louisville                      | None         | Exempt            | General Operations | 5 710   |



**OWSLEY BROWN CHARITABLE FOUNDATION**  
**PART XV: SUPPLEMENTARY INFORMATION**  
**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

**#61-1189915**

| Recipient                             | Relationship | Foundation Status | Purpose of Grant   | Amount |
|---------------------------------------|--------------|-------------------|--------------------|--------|
| Muhammad Ali Center                   | None         | Exempt            | General Operations | 5,000  |
| Nantucket Conservation Foundation Inc | None         | Exempt            | General Operations | 1,000  |
| Nantucket Dreamland Foundation        | None         | Exempt            | General Operations | 10,000 |
| Nantucket Firemen's Association       | None         | Exempt            | General Operations | 250    |
| Nantucket Preservation Trust          | None         | Exempt            | General Operations | 250    |
| National Endowment for the Humanities | None         | Exempt            | General Operations | 30,000 |
| National Jug Band Jubilee, Inc        | None         | Exempt            | General Operations | 5,000  |
| Nativity Academy                      | None         | Exempt            | General Operations | 6,666  |
| New Pioneers for a Sustainable Future | None         | Exempt            | General Operations | 6,000  |
| Oldham County Historical Society      | None         | Exempt            | General Operations | 500    |
| Olmstead Parks Conservancy            | None         | Exempt            | General Operations | 2,500  |
| Preservation Louisville               | None         | Exempt            | General Operations | 6,000  |
| Project One, Inc                      | None         | Exempt            | General Operations | 5,000  |
| Seed Capital Kentucky, Inc            | None         | Exempt            | General Operations | 50,000 |
| Simmons College of Kentucky           | None         | Exempt            | General Operations | 80,000 |
| Slow Food USA                         | None         | Exempt            | General Operations | 6,000  |
| Speed Art Museum                      | None         | Exempt            | General Operations | 10,000 |
| St. Francis School                    | None         | Exempt            | General Operations | 200    |
| St. Stephen Family Life Center        | None         | Exempt            | General Operations | 5,000  |
| The Berry Center                      | None         | Exempt            | General Operations | 77,240 |
| The Cabbage Patch                     | None         | Exempt            | General Operations | 750    |
| The English-Speaking Union            | None         | Exempt            | General Operations | 1,000  |
| The Temple                            | None         | Exempt            | General Operations | 500    |
| Trinity Episcopal Church              | None         | Exempt            | General Operations | 1,000  |
| University of Louisville Foundation   | None         | Exempt            | General Operations | 40,000 |
| Washington National Cathedral         | None         | Exempt            | General Operations | 2,000  |
| WHAS Crusade for Children             | None         | Exempt            | General Operations | 500    |
| Whitehall                             | None         | Exempt            | General Operations | 500    |
| Woodberry Forest School               | None         | Exempt            | General Operations | 71,000 |

1,258,373

| FORM 990-PF                      | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT                  | 1                    |
|----------------------------------|--|----------------------------|----------------------|
| SOURCE                           | GROSS AMOUNT                           | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
| FIDELITY                         | 495,919.                               | 171,743.                   | 324,176.             |
| TOTAL TO FM 990-PF, PART I, LN 4 | 495,919.                               | 171,743.                   | 324,176.             |

| FORM 990-PF   | OTHER INCOME                | STATEMENT                         | 2                             |
|---|-----------------------------|-----------------------------------|-------------------------------|
| DESCRIPTION   | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
| SOLIDUS INVESTMENT K-1                              | 994.                        | 994.                              |                               |
| ADVANCED CANCER THERAPEUTICS K-1                    | 29.                         | 29.                               |                               |
| NEW MARKET VENTURES K-1                             | 4,066.                      | 4,066.                            |                               |
| POWERSHARES DB COMMODITY INDEX<br>TRACKING FUND K-1 | 506.                        | 506.                              |                               |
| ADVANCED CANCER THERAPEUTICS K-1                    | <30,790.>                   | 0.                                |                               |
| SOLIDUS INVESTMENT K-1                              | <4,556.>                    | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11               | <29,751.>                   | 5,595.                            |                               |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| TAX PREPARATION FEES         | 7,000.                       | 0.                                |                               | 7,000.                        |   |
| TO FORM 990-PF, PG 1, LN 16B | 7,000.                       | 0.                                |                               | 7,000.                        |   |

| FORM 990-PF                            | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                            | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT<br>MANAGEMENT/ADVISORY FEES | 120,038.                     | 120,038.                          |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C           | 120,038.                     | 120,038.                          |                               | 0.                            |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOREIGN TAXES               | 9,395.                       | 9,395.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 9,395.                       | 9,395.                            |                               | 0.                            |   |

| FORM 990-PF                                     | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                                     | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| KENTUCKY STATE<br>TREASURER-ANNUAL FEE          | 25.                          | 0.                                |                               | 25.                           |   |
| PORTFOLIO<br>DEDUCTIONS-POWERSHARES K-1         | 6,626.                       | 6,626.                            |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS-NEW<br>MARKET VENTURES K-1 | 10,666.                      | 10,666.                           |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS-SOLIDUS<br>K-1             | 12,770.                      | 12,770.                           |                               | 0.                            |   |
| OTHER DEDUCTIONS-SOLIDUS K-1                    | 2.                           | 2.                                |                               | 0.                            |   |
| CHARITABLE<br>CONTRIBUTIONS-SOLIDUS K-1         | 4.                           | 4.                                |                               | 0.                            |   |
| BANK FEES                                       | 101.                         | 0.                                |                               | 101.                          |   |
| TO FORM 990-PF, PG 1, LN 23                     | 30,194.                      | 30,068.                           |                               | 126.                          |   |

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|             |  |           |   |
|-------------|--|-----------|---|
| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 7 |
|-------------|--|-----------|---|

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| DESCRIPTION                            | AMOUNT  |
|--|---------|
| SOLIDUS M2 ADJUSTMENT PER K-1          | 897.    |
| NON-DIVIDEND DISTRIBUTIONS             | 4,714.  |
| 2011 CONTRIBUTION REISSUED IN 2012     | 10,000. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 15,611. |

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|             |  |           |   |
|-------------|--|-----------|---|
| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 8 |
|-------------|--|-----------|---|

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| DESCRIPTION                            | AMOUNT   |
|--|----------|
| INCOME RECEIVED IN 2012, TAXED IN 2011 | 34,990.  |
| FIDELITY-ADJUSTMENT TO BASIS           | 163,991. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 198,981. |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|---|-------------|-------------------|
| FIDELITY-SEE ATTACHED                   | 13,356,376. | 16,707,072.       |
| FIDELITY-SEE ATTACHED                   | 319,954.    | 450,720.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 13,676,330. | 17,157,792.       |

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|             |                   |           |    |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 10 |
|-------------|-------------------|-----------|----|

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| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| NEW MARKET                             | COST             | 281,138.   | 281,138.          |
| SOLIDUS                                | COST             | 578,808.   | 578,808.          |
| JI WIRE                                | COST             | 564,294.   | 564,294.          |
| ADVANCED CANCER THERAPEUTICS           | COST             | 25,185.    | 25,185.           |
| POWERSHARES                            | COST             | 768,705.   | 775,062.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 2,218,130. | 2,224,487.        |

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 11

## NAME OF CONTRIBUTOR

## ADDRESS

ESTATE OF OWSLEY BROWN II

333 EAST MAIN STREET  
LOUISVILLE, KY 40202

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](http://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<br><br>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 |
|   | OWSLEY BROWN CHARITABLE FOUNDATION   | 61-1189915                              |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br>C/O ATLAS BROWN 333 E MAIN ST STE 400  | Social security number (SSN)            |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>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 or Form 990-EZ                  | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 4720 (individual)                   | 03          | 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          |

CHRISTINA LEE BROWN - C/O ATLAS BROWN 333 EAST MAIN

- The books are in the care of ▶ STREET 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 AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☒ calendar year 2012 or▶ ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 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

MAILED

MAY 10 2013

DMLO

|   |    |    |         |
|---|----|----|---------|
| 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 | \$ | 10,042. |
| 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 | \$ | 12,224. |
| 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.

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

Form 8868 (Rev. 1-2013)

- 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 | <b>OWSLEY BROWN CHARITABLE FOUNDATION</b>   | <b>61-1189915</b>                                  |
|   | Number, street, and room or suite no. If a P O box, see instructions                    | Social security number (SSN)                       |
|   | <b>C/O ATLAS BROWN 333 E MAIN ST STE 400</b>  |  |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions |  |
|   | <b>LOUISVILLE, KY 40202</b>   |  |

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 or Form 990-EZ                  | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 4720 (individual)                   | 03          | 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.**

**CHRISTINA LEE BROWN - C/O ATLAS BROWN 333 EAST MAIN**

- The books are in the care of **STREET 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 **NOVEMBER 15, 2013**
- 5 For calendar year **2012**, 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 **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 | \$ | 10,107. |
| 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 | \$ | 12,224. |
| 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 **Deming Melone Lwasy & Ostroff** Title **CPA** Date **8/13**

Deming Melone Lwasy & Ostroff 9300 Shelbyville Rd, Suite 1100

Form 8868 (Rev. 1-2013)

ID #S1-1064249 Louisville, Ky 40222-5187

