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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>OWSLEY BROWN CHARITABLE FOUNDATION C/O ZELKOVA STRATEGIC PARTNERS, LLC</b>		A Employer identification number <b>61-1189915</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>333 E MAIN ST STE 401</b>	Room/suite	B Telephone number <b>502-805-7203</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LOUISVILLE, KY 40202</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 29,072,297.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	8,156,710.		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	287,153.	287,153.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,158,434.			
	b Gross sales price for all assets on line 6a	8,878,400.			
	7 Capital gain net income (from Part IV, line 2)		6,158,434.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<12,343.>	6,142.		STATEMENT 2	
12 Total. Add lines 1 through 11	14,589,954.	6,451,729.			
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	6,700.	3,350.		3,350.
	c Other professional fees	66,785.	59,319.		7,466.
	17 Interest				
	18 Taxes	8,811.	8,811.		0.
	19 Depreciation and depletion	2,409.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,096.	0.		1,096.
	22 Printing and publications				
	23 Other expenses	29,377.	29,038.		339.
	24 Total operating and administrative expenses. Add lines 13 through 23	115,178.	100,518.		12,251.
	25 Contributions, gifts, grants paid	2,688,554.			2,688,554.
26 Total expenses and disbursements. Add lines 24 and 25	2,803,732.	100,518.		2,700,805.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	11,786,222.				
b Net investment income (if negative, enter -0-)		6,351,211.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	103,776.	587,292.	587,292.	
	2 Savings and temporary cash investments	739,780.	6,382,752.	6,382,752.	
	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.	673,677.	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 10	13,676,330.	13,547,552.	19,405,595.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11		2,218,130.	1,984,557.	2,008,045.	
14 Land, buildings, and equipment: basis ▶ 17,345.					
Less accumulated depreciation STMT 9 ▶ 2,409.		0.	14,936.	14,936.	
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		17,411,693.	23,190,766.	29,072,297.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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	4,269,546.	10,048,619.		
30 Total net assets or fund balances	17,411,693.	23,190,766.			
31 Total liabilities and net assets/fund balances	17,411,693.	23,190,766.			

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,411,693.
2 Enter amount from Part I, line 27a	2	11,786,222.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	130,244.
4 Add lines 1, 2, and 3	4	29,328,159.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	6,137,393.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,190,766.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 8,878,400.		2,719,966.	6,158,434.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			6,158,434.

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,158,434.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,255,936.	19,432,116.	.064632
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

<b>2</b> Total of line 1, column (d)	2	.234681
<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	3	.046936
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,040,385.
<b>5</b> Multiply line 4 by line 3	5	1,034,488.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	63,512.
<b>7</b> Add lines 5 and 6	7	1,098,000.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	2,700,805.

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.

## OWSLEY BROWN CHARITABLE FOUNDATION

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	63,512.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	63,512.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	63,512.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,061.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	90,000.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	92,061.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	28,549.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 28,549. Refunded <input checked="" type="checkbox"/>			

**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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? 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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	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 2013 or the taxable year beginning in 2013 (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? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>CHRISTINA LEE BROWN</b> Telephone no. ► <b>502.805.7203</b> Located at ► <b>C/O ZELKOVA STRATEGIC PARTNERS, LLC 333 EAST MAIN</b> ZIP+4 ► <b>40202</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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)? 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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. ► , , ,		
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 2013 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 2013) 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 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 LOUISVILLE, KY 40202	PRESIDENT/SECRETARY/DIRECTOR 0.50	0.	0.	0.
OWSLEY BROWN III C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 LOUISVILLE, KY 40202	DIRECTOR 0.50	0.	0.	0.
BROOKE BROWN BARZUN C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 LOUISVILLE, KY 40202	TREASURER/DIRECTOR 0.50	0.	0.	0.
AUGUSTA BROWN HOLLAND C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 LOUISVILLE, KY 40202	DIRECTOR 0.50	0.	0.	0.

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

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

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

0

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**OWSLEY BROWN CHARITABLE FOUNDATION  
C/O ZELKOVA STRATEGIC PARTNERS, LLC**

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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	19,704,029.
b	Average of monthly cash balances	1b	580,910.
c	Fair market value of all other assets	1c	2,091,086.
d	<b>Total</b> (add lines 1a, b, and c)	1d	22,376,025.
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	22,376,025.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	335,640.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,040,385.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,102,019.

**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	1,102,019.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	63,512.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	63,512.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,038,507.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,038,507.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,038,507.

**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	2,700,805.
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	2,700,805.
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	63,512.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,637,293.

**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** (2013)

**OWSLEY BROWN CHARITABLE FOUNDATION**  
**C/O ZELKOVA STRATEGIC PARTNERS, LLC**

Form 990-PF (2013)

61-1189915 Page 9

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,038,507.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	91,613.			
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011	96,931.			
<b>e</b> From 2012	294,656.			
<b>f</b> Total of lines 3a through e	483,200.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$	2,700,805.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				1,038,507.
<b>e</b> Remaining amount distributed out of corpus	1,662,298.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,145,498.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	91,613.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,053,885.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	96,931.			
<b>d</b> Excess from 2012	294,656.			
<b>e</b> Excess from 2013	1,662,298.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

- 3 Complete 3a, b, or c for the alternative test relied upon:
  - a "Assets" alternative test - enter:
    - (1) Value of all assets
    - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
  - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
  - c "Support" alternative test - enter:
    - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
    - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
    - (3) Largest amount of support from an exempt organization
    - (4) Gross investment income

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

### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:**

Part XV

Supplementary Information (continued)

3

Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE				2,688,554.
Total			▶ 3a	2,688,554.
b Approved for future payment				
NONE				
Total			▶ 3b	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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities			14	287,153.		
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property						
<b>b</b> Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income	523000	<18,485.>	14	6,142.		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	6,158,434.		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		<18,485.>		6,451,729.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					13	6,433,244.

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

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

[illegible]

## Part XVII

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	a Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
	b Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X	
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

☒ Yes ☐ No

Date \_\_\_\_\_

Title

Form **990-PF** (2013)

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	POWERSHARES DB COMMODITY INDEX TRACKING FUND INVE	P		
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	SOLIDUS INVESTMENT	P		
f	SOLIDUS INVESTMENT	P		
g	SOLIDUS INVESTMENT-1231 DISTRIBUTION	P		
h	ADVANCED CANCER INVESTMENT-1231 DISTRIBUTION	P		
i	1382.488 MATTHEWS CHINA FD (FIDELITY 674-934674)			
j	15570 SHS LINKEDIN CORP COM	D		
k	9520 SHS LINKEDIN CORP COM	D		
l	FIDELITY 674-934674-SEE ATTACHED			
m	NEW MARKET VENTURES INC	P		
n	CAPITAL GAINS DIVIDENDS			
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		15,000.	<15,000.>
b		22,501.	<22,501.>
c		320.	<320.>
d		7,820.	<7,820.>
e	690.		690.
f	4,939.		4,939.
g			0.
h		117.	<117.>
i	31,548.	35,982.	<4,434.>
j	3,637,758.	11,988.	3,625,770.
k	2,224,242.	7,330.	2,216,912.
l	2,614,822.	2,618,908.	<4,086.>
m	9,797.		9,797.
n	354,604.		354,604.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<15,000.>
b			<22,501.>
c			<320.>
d			<7,820.>
e			690.
f			4,939.
g			0.
h			<117.>
i			<4,434.>
j			3,625,770.
k			2,216,912.
l			<4,086.>
m			9,797.
n			354,604.
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,158,434.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

**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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

OWSLEY BROWN CHARITABLE FOUNDATION  
C/O ZELKOVA STRATEGIC PARTNERS, LLC

Employer identification number

61-1189915

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 its Form 990-PF, Part I, line 2, 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) (2013)**



## Name of organization

OWSLEY BROWN CHARITABLE FOUNDATION  
C/O ZELKOVA STRATEGIC PARTNERS, LLC

## Employer identification number

61-1189915

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AUGUSTA BROWN HOLLAND 333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202	\$ 2,052,400.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	BROOKE BROWN BARZUN 333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202	\$ 2,051,909.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	OWSLEY BROWN III 1686 UNION STREET #301 SAN FRANCISCO, CA 94123	\$ 2,052,400.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	CHRISTINA LEE BROWN 2012 CHARITABLE LEAD ANNUITY TRUST 333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

61-1189915

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,364 SHARES OF LINKED IN COMMON STOCK WITH FMV \$2,052,400 AND COST BASIS OF \$6,440.	\$ 2,052,400.	10/22/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	8,362 SHARES OF LINKED IN COMMON STOCK WITH FMV \$2,051,909 AND COST BASIS OF \$6,438.	\$ 2,051,909.	10/22/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	8,364 SHARES OF LINKED IN COMMON STOCK WITH FMV \$2,052,400 AND COST BASIS OF \$6,440.	\$ 2,052,400.	10/22/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

OWSLEY BROWN CHARITABLE FOUNDATION  
C/O ZELKOVA STRATEGIC PARTNERS, LLC

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. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY	641,757.	354,604.	287,153.	287,153.	
TO PART I, LINE 4	641,757.	354,604.	287,153.	287,153.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
SOLIDUS INVESTMENT K-1	1,700.	1,700.		
ADVANCED CANCER THERAPEUTICS K-1	11.	11.		
NEW MARKET VENTURES K-1	4,046.	4,046.		
POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	355.	355.		
ADVANCED CANCER THERAPEUTICS K-1	<6,406.>	0.		
SOLIDUS INVESTMENT K-1	<12,079.>	0.		
MISC. INVESTMENT INCOME	30.	30.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<12,343.>	6,142.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	6,700.	3,350.		3,350.
TO FORM 990-PF, PG 1, LN 16B	6,700.	3,350.		3,350.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT/ADVISORY FEES	59,319.	59,319.		0.
OTHER PROFESSIONAL FEES	7,466.	0.		7,466.
TO FORM 990-PF, PG 1, LN 16C	66,785.	59,319.		7,466.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	8,811.	8,811.		0.
TO FORM 990-PF, PG 1, LN 18	8,811.	8,811.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KENTUCKY STATE TREASURER-ANNUAL FEE	15.	0.		15.
PORTFOLIO DEDUCTIONS-POWERSHARES K-1	5,841.	5,841.		0.
PORTFOLIO DEDUCTIONS-NEW MARKET VENTURES K-1	11,960.	11,960.		0.
PORTFOLIO DEDUCTIONS-SOLIDUS K-1	11,008.	11,008.		0.
OTHER DEDUCTIONS-SOLIDUS K-1	1.	1.		0.
CHARITABLE CONTRIBUTIONS-ADVANCED CANCER K-1	224.	224.		0.
CHARITABLE CONTRIBUTIONS-SOLIDUS K-1	4.	4.		0.
BANK FEES	324.	0.		324.
TO FORM 990-PF, PG 1, LN 23	29,377.	29,038.		339.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
FIDELITY-ADJUSTMENT TO BASIS FOR PRIOR YEAR WASH SALES	130,244.
TOTAL TO FORM 990-PF, PART III, LINE 3	130,244.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON CONTRIBUTION OF MARKETABLE SECURITIES	6,137,393.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,137,393.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
GRANT SOFTWARE	17,345.	2,409.	14,936.	14,936.
TO 990-PF, PART II, LN 14	17,345.	2,409.	14,936.	14,936.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY-EQUITIES SEE ATTACHED	3,197,435.	5,230,224.
FIDELITY-MUTUAL FUNDS SEE ATTACHED	10,030,162.	13,636,859.
7,126 BROWN FORMAN CL B	319,955.	538,512.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,547,552.	19,405,595.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NEW MARKET	COST	316,984.	364,084.
SOLIDUS	COST	563,045.	509,427.
JI WIRE	COST	564,294.	529,740.
ADVANCED CANCER THERAPEUTICS	COST	18,449.	85,949.
POWERSHARES	COST	521,785.	518,845.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,984,557.	2,008,045.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 12

NAME OF CONTRIBUTOR	ADDRESS
AUGUSTA BROWN HOLLAND	333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202
BROOKE BROWN BARZUN	333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202
OWSLEY BROWN III	1686 UNION STREET #301 SAN FRANCISCO, CA 94123
CHRISTINA LEE BROWN 2012 CHARITABLE LEAD ANNUITY TRUST	333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202
CHRISTINA LEE BROWN	333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202
ESTATE OF OWSLEY BROWN II	333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202
SARA BROWN, DECEASED 2011	PNC BANK, EXOR 101 S FIFTH STREET LOUISVILLE, KY 40202

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	GRANT SOFTWARE	07/31/13	SL	3.00		16	17,345.				17,345.			2,409.	2,409.
	* TOTAL 990-PF PG 1 DEPR						17,345.				17,345.	0.		2,409.	2,409.



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

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

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

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

Type or print  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions <b>OWSLEY BROWN CHARITABLE FOUNDATION C/O ZELKOVA STRATEGIC PARTNERS, LLC</b>	Employer identification number (EIN) or <b>61-1189915</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>333 E MAIN ST STE 401</b>	Social security number (SSN)
	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 (other than individual)	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 ZELKOVA STRATEGIC PARTNERS,**

- The books are in the care of **▶ LLC 333 EAST MAIN STREET SUI - LOUISVILLE, KY 40202**

Telephone No **▶ 502.805.7203**

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, 2014**

5 For calendar year **2013**, 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	92,061.
b If this application is for Forms 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	\$	92,061.
c <b>Balance due.</b> 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.

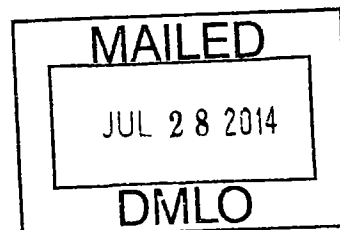
Signature **▶ [Signature]** Title **▶ CPA**

Date **▶ 7/28/14**

Form 8868 (Rev. 1-2014)

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

LD #51-1064249 Louisville, Ky 40222-5187





# 2013 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION

Customer Service CALL ADVISOR  
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.

## 2013 Proceeds from Broker and Barter Exchange Transactions\*

### Long-term transactions

(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 Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
CELGENE CORP, CELG, 151020104											
Sale	02/08/13	10/22/09		500.000	49,760.83	28,597.40	21,163.43				
GOLDMAN SACHS SMALL CAP VALUE INSTL, GSSIX, 38142V209											
Sale	05/30/13	09/22/10		5,737.235	299,975.00	213,356.89	86,618.11				
ISHARES MSCI BRAZIL CAPPED INDEX FUND, EWZ, 464286400											
Sale	05/02/13	03/08/10		1,900.000	104,317.70	134,546.33	-30,228.63				
Sale	05/02/13	03/08/10		2,300.000	126,279.31	162,897.18	-36,617.87				
Sale	05/02/13	02/15/11		680.000	37,334.75	48,890.33	-11,555.58				
Subtotals					267,931.76	346,333.84					
ISHARES TR MSCI EAFE INDEX FD, EFA, 464287465											
Sale	02/05/13	02/15/11		1,600.000	93,662.06	97,482.40	-3,820.34				
Sale	02/05/13	12/28/11		1,850.000	108,296.76	89,981.23	18,315.53				
Subtotals					201,958.82	187,463.63					
ISHARES TR S&P LATIN AMER 40 INDEX FD, ILF, 464287390											
Sale	05/02/13	03/08/10		5,700.000	245,835.83	267,760.17	-21,924.34				
Sale	05/02/13	02/15/11		960.000	41,403.93	49,675.37	-8,271.44				
Subtotals					287,239.76	317,435.54					
LINKEDIN CORP COM USD0 0001, LNKD, 53578A108											
Sale	12/11/13	09/24/04		3,174.000	741,569.92	244,398.23	739,180.57	739,125.94			
Sale	12/11/13	09/24/04		3,172.000	741,102.64	244,442.35	766,719.29	738,660.20			
Sale	12/11/13	09/24/04		3,174.000	741,569.92	244,398.23	766,719.29	739,125.94			

\*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.



# 2013 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION  
Customer Service: CALL ADVISOR  
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.

## 2013 Proceeds from Broker and Barter Exchange Transactions\*

### Long-term transactions

(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 Disallowed	4 Federal Income Tax Withheld	15 State Tax Withheld
LINKEDIN CORP COM USD0.0001, LNKD, 53578A108									
Subtotals — Donated Property				2,224,242.48	1,330.40				
MATTHEWS CHINA FUND, MCHFX, 577130701									
Sale	05/02/13	various	13,022 876	297,182 03	338,948.18	-41,766.15			
MATTHEWS INDIA FUND, MINDX, 577130859									
Sale	05/02/13	various	20,498 108	373,065 57	364,551 53	8,514 04			
POWERSHARES DB COMMODITY INDEX TRACKING, DBC, 73935S105									
Sale	09/20/13	06/26/06	7,680 000	199,898.97	195,792.56	4,106.41			
PRUDENTIAL JENNISON MID CAP GROWTH CL Z, PEGZX, 74441C808									
Sale	05/30/13	various	8,237 232	299,975.00	226,194 30	73,780 70			
WISDOMTREE TR INDIA EARNINGS FD, EPI, 97717W422									
Sale	05/02/13	03/08/10	9,400.000	177,707.45	214,299.00	-36,591 55			
Sale	05/02/13	03/08/10	500.000	9,452 52	11,394.00	-1,941.48			
Sale	05/02/13	03/08/10	200.000	3,781 01	4,554.00	-772 99			
Sale	05/02/13	03/08/10	600 000	11,343 03	13,670.00	-2,326.97			
Sale	05/02/13	09/22/10	400.000	7,562 02	10,439 67	-2,877 65			
Sale	05/02/13	09/22/10	100.000	1,890 50	2,607.61	-717.11			
Sale	05/02/13	09/22/10	100 000	1,890 50	2,607.65	-717 15			
Sale	05/02/13	09/22/10	150 000	2,835.76	3,911 85	-1,076 09			
Sale	05/02/13	09/22/10	400 000	7,562 02	10,431 20	-2,869 18			

\*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.





# 2013 Informational Tax Reporting Statement

OWSLEY BROWN II CRT FOUNDATION  
Customer Service CALL ADVISOR  
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.

## 2013 Proceeds from Broker and Barter Exchange Transactions\*

### Long-term transactions

(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 Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
WISDOMTREE TR INDIA EARNINGS FD, EPI, 97717W422										
Sale	05/02/13	02/15/11	4,350.000	82,236.96	100,093.19	-17,856.23				
Sale	05/02/13	12/28/11	1,670.000	31,571.43	26,225.45	5,345.98				
Subtotals				337,833.20	400,233.62					
TOTALS				4,839,063.42	2,615,579.54	2,223,483.88				
Long-Term Realized Gain						2,223,483.88				
Long-Term Realized Loss						-221,930.75				
Wash Sale Loss Disallowed							0.00			
								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

Purchased total 2,614,822 2,618,908 ( 4,086)  
\*\* Donated total 2,224,242 7,330  
2,212,826

\*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

## OWSLEY BROWN CHARITABLE FOUNDATION

## PART XV SUPPLEMENTARY INFORMATION

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	Amount
ACLU Of Kentucky	NONE	EXEMPT	GENERAL OPERATIONS	\$ 10,000
Actor's Theatre Of Louisville	NONE	EXEMPT	GENERAL OPERATIONS	41,000
Alban Institute	NONE	EXEMPT	GENERAL OPERATIONS	10,000
ALS Association Kentucky Chapter	NONE	EXEMPT	GENERAL OPERATIONS	500
Alumni Fund Assoc of Yale Univ	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Archdiocese of Louisville	NONE	EXEMPT	GENERAL OPERATIONS	7,600
Asia Institute Inc	NONE	EXEMPT	GENERAL OPERATIONS	1,000
Blue Apple Players	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Brightside	NONE	EXEMPT	GENERAL OPERATIONS	25,000
Brown Community Development Center	NONE	EXEMPT	GENERAL OPERATIONS	1,000
Cathedral Of The Assumption	NONE	EXEMPT	GENERAL OPERATIONS	140,500
Center For Interfaith Relations	NONE	EXEMPT	GENERAL OPERATIONS	128,150
Center For Neighborhoods	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Christ Church Cathedral	NONE	EXEMPT	GENERAL OPERATIONS	8,000
Commonwealth Fund For Ket	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Community Farm Alliance	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Community Foundation of Louisville	NONE	EXEMPT	GENERAL OPERATIONS	200,000
Cure Alzheimer's Fund	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Dress for Success	NONE	EXEMPT	GENERAL OPERATIONS	5,000
English Speaking Union of the US	NONE	EXEMPT	GENERAL OPERATIONS	1,000
Fr John Judie Ministries, Inc	NONE	EXEMPT	GENERAL OPERATIONS	250
Fund For The Arts	NONE	EXEMPT	GENERAL OPERATIONS	300,000
Gilda's Club Of Louisville	NONE	EXEMPT	GENERAL OPERATIONS	20,000
Green Forests Work	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Highland Baptist Church	NONE	EXEMPT	GENERAL OPERATIONS	20,000
Historic Homes Foundation	NONE	EXEMPT	GENERAL OPERATIONS	6,000
Hosparus, Inc	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Isaac W Bernheim Fdn	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Kentucky Center for the Arts	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Kentucky Coalition	NONE	EXEMPT	GENERAL OPERATIONS	45,000
Kentucky Conservation Committee	NONE	EXEMPT	GENERAL OPERATIONS	40,000
Kentucky Interfaith Power and Light	NONE	EXEMPT	GENERAL OPERATIONS	7,000
Kentucky Museum of Art & Craft	NONE	EXEMPT	GENERAL OPERATIONS	3,000
Kentucky Opera	NONE	EXEMPT	GENERAL OPERATIONS	50,000
Kentucky Public Radio	NONE	EXEMPT	GENERAL OPERATIONS	12,000
Kentucky Resources Council	NONE	EXEMPT	GENERAL OPERATIONS	500
Kentucky School of Art	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Kentucky Shakespeare Festival	NONE	EXEMPT	GENERAL OPERATIONS	2,000
Kentucky Trust For Historic Preservation,	NONE	EXEMPT	GENERAL OPERATIONS	1,000
Kentucky Waterways Alliance	NONE	EXEMPT	GENERAL OPERATIONS	15,000
Legacies Unlimited	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Letcher County Schools Education Fdn	NONE	EXEMPT	GENERAL OPERATIONS	5,704
Louisville Master Chorale	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Louisville Metro Government - LfT	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Louisville Olmsted Parks Conservancy	NONE	EXEMPT	GENERAL OPERATIONS	15,000
National Geographic Society	NONE	EXEMPT	GENERAL OPERATIONS	2,000
National Jug Band Jubilee, Inc	NONE	EXEMPT	GENERAL OPERATIONS	5,000
National Trust For Historic Preservation	NONE	EXEMPT	GENERAL OPERATIONS	15,000
Nativity Academy	NONE	EXEMPT	GENERAL OPERATIONS	500
Natural Resources Defense Council	NONE	EXEMPT	GENERAL OPERATIONS	1,000
New Pioneers for a Sustainable Future	NONE	EXEMPT	GENERAL OPERATIONS	26,000
P E F Israel Endowment Funds Inc	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Planned Parenthood of Ind & Ky	NONE	EXEMPT	GENERAL OPERATIONS	1,500
Preservation Louisville	NONE	EXEMPT	GENERAL OPERATIONS	100,000
Project One, Inc	NONE	EXEMPT	GENERAL OPERATIONS	5,000
Public Campaign	NONE	EXEMPT	GENERAL OPERATIONS	20,000
River Fields Inc	NONE	EXEMPT	GENERAL OPERATIONS	15,000
Robert E Lee Memorial Assn Inc	NONE	EXEMPT	GENERAL OPERATIONS	15,000
Scenic Kentucky	NONE	EXEMPT	GENERAL OPERATIONS	2,500
Sisters of Charity of Nazareth	NONE	EXEMPT	GENERAL OPERATIONS	10,000
Slow Food USA	NONE	EXEMPT	GENERAL OPERATIONS	2,000
Speed Art Museum	NONE	EXEMPT	GENERAL OPERATIONS	540,000
St Francis High School	NONE	EXEMPT	GENERAL OPERATIONS	100,000
St Luke Institute	NONE	EXEMPT	GENERAL OPERATIONS	250
St Paul's Episcopal Church	NONE	EXEMPT	GENERAL OPERATIONS	5,000
StageOne Family Theatre	NONE	EXEMPT	GENERAL OPERATIONS	1,500
Stanford University GSB	NONE	EXEMPT	GENERAL OPERATIONS	10,000

## OWSLEY BROWN CHARITABLE FOUNDATION

## PART XV SUPPLEMENTARY INFORMATION

## • GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	Amount
Sustainable Food Alliance	NONE	EXEMPT	GENERAL OPERATIONS	150,000
The Filson Historical Society	NONE	EXEMPT	GENERAL OPERATIONS	250,000
The Society of Colonial Wars	NONE	EXEMPT	GENERAL OPERATIONS	100
The Winnipeg Foundation USA	NONE	EXEMPT	GENERAL OPERATIONS	22,500
This I Believe Inc	NONE	EXEMPT	GENERAL OPERATIONS	5,000
University of Louisville Foundation	NONE	EXEMPT	GENERAL OPERATIONS	45,000
Washington National Cathedral	NONE	EXEMPT	GENERAL OPERATIONS	2,500
World Conference Of Religions For Peace	NONE	EXEMPT	GENERAL OPERATIONS	100,000
Yale In Kentucky, Inc	NONE	EXEMPT	GENERAL OPERATIONS	10,000
				<u>\$ 2,688,554</u> GI



**Interested Party**

Country	Year	Value
Algeria	2000	0.00
Algeria	2001	0.00
Algeria	2002	0.00
Algeria	2003	0.00
Algeria	2004	0.00
Algeria	2005	0.00
Algeria	2006	0.00
Algeria	2007	0.00
Algeria	2008	0.00
Algeria	2009	0.00
Algeria	2010	0.00
Algeria	2011	0.00
Algeria	2012	0.00
Algeria	2013	0.00
Algeria	2014	0.00
Algeria	2015	0.00
Algeria	2016	0.00
Algeria	2017	0.00
Algeria	2018	0.00
Algeria	2019	0.00
Algeria	2020	0.00
Algeria	2021	0.00
Algeria	2022	0.00
Algeria	2023	0.00
Algeria	2024	0.00
Algeria	2025	0.00
Algeria	2026	0.00
Algeria	2027	0.00
Algeria	2028	0.00
Algeria	2029	0.00
Algeria	2030	0.00
Algeria	2031	0.00
Algeria	2032	0.00
Algeria	2033	0.00
Algeria	2034	0.00
Algeria	2035	0.00
Algeria	2036	0.00
Algeria	2037	0.00
Algeria	2038	0.00
Algeria	2039	0.00
Algeria	2040	0.00
Algeria	2041	0.00
Algeria	2042	0.00
Algeria	2043	0.00
Algeria	2044	0.00
Algeria	2045	0.00
Algeria	2046	0.00
Algeria	2047	0.00
Algeria	2048	0.00
Algeria	2049	0.00
Algeria	2050	0.00
Algeria	2051	0.00
Algeria	2052	0.00
Algeria	2053	0.00
Algeria	2054	0.00
Algeria	2055	0.00
Algeria	2056	0.00
Algeria	2057	0.00
Algeria	2058	0.00
Algeria	2059	0.00
Algeria	2060	0.00
Algeria	2061	0.00
Algeria	2062	0.00
Algeria	2063	0.00
Algeria	2064	0.00
Algeria	2065	0.00
Algeria	2066	0.00
Algeria	2067	0.00
Algeria	2068	0.00
Algeria	2069	0.00
Algeria	2070	0.00
Algeria	2071	0.00
Algeria	2072	0.00
Algeria	2073	0.00
Algeria	2074	0.00
Algeria	2075	0.00
Algeria	2076	0.00
Algeria	2077	0.00
Algeria	2078	0.00
Algeria	2079	0.00
Algeria	2080	0.00
Algeria	2081	0.00
Algeria	2082	0.00
Algeria	2083	0.00
Algeria	2084	0.00
Algeria	2085	0.00
Algeria	2086	0.00
Algeria	2087	0.00
Algeria	2088	0.00
Algeria	2089	0.00
Algeria	2090	0.00
Algeria	2091	0.00
Algeria	2092	0.00
Algeria	2093	0.00
Algeria	2094	0.00
Algeria	2095	0.00
Algeria	2096	0.00
Algeria	2097	0.00
Algeria	2098	0.00
Algeria	2099	0.00
Algeria	2100	0.00

## Account Summary

## Income Summary

**Realized Gain/Loss from Sales**

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

**Holdings** (Symbol) as of December 31, 2013

0036 131231 0001 031000035



## Investment Report

December 1, 2013 - December 31, 2013

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

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
APPLIED MATERIALS INC (AMAT)	10,825,000	17.680	133,452.44	187,272.50	191,386.00	57,933.56
EAI \$4,330.00, EY 2.26%						
CELGENE CORP (CELG)	1,170,000	168.968	66,917.90	189,270.90	197,692.56	130,774.66
DANAHER CORP (DHR)	2,185,000	77.200	113,143.10	163,438.00	168,682.00	55,538.90
EAI \$218.50, EY 0.13%						
DOVER CORP (DOV)	2,050,000	96.540	22,637.27	186,017.00	197,907.00	175,269.73
EAI \$3,075.00, EY 1.55%						
EXPRESS SCRIPTS HLDG CO COM (ESRX)	2,205,000	70.240	119,793.22	148,506.75	154,879.20	35,085.98
EXXON MOBIL CORP (XOM)	1,725,000	101.200	107,828.05	161,253.00	174,570.00	66,741.95
EAI \$4,347.00, EY 2.49%						
FACEBOOK INC COM USD0 000006 CL A (FB)	3,700,000	54.649	70,142.56	173,937.00	202,201.30	132,058.74
FREEPORT MCMORAN COPPER & GOLD INC (FCX)	3,525,000	37.740	155,463.73	122,282.25	133,033.50	- 22,430.23
EAI \$4,406.25, EY 3.31%						
GENERAL ELECTRIC CO (GE)	7,455,000	28.030	158,960.44	198,750.30	208,963.65	50,003.21
EAI \$6,560.40, EY 3.14%						
GOOGLE INC CL A (GOOG)	130,000	1,120.710	69,324.71	137,746.70	145,692.30	76,367.59
INTEL CORP (INTC)	5,390,000	25.955	84,503.34	128,497.60	139,897.45	55,394.11
EAI \$4,851.00, EY 3.47%						
INTL BUSINESS MACH (IBM)	580,000	187.570	70,129.04	104,214.40	108,790.60	38,661.56
EAI \$2,204.00, EY 2.03%						
ISHARES MSCI EAFE ETF (EFA)	8,050,000	67.095	391,539.92	533,232.00	540,114.75	148,574.83
JPMORGAN CHASE & CO (JPM)	3,425,000	58.480	113,575.47	195,978.50	200,294.00	86,718.53
EAI \$5,206.00, EY 2.60%						
R JIWIWI INC SER B-1 PFD (Listed separately in Stmt II)	553,542,000	-----	unknown	unavailable	unavailable	unknown
DELAWARE						
JOHNSON & JOHNSON (JNJ)	1,790,000	91.590	113,791.99	169,441.40	163,946.10	50,154.11
EAI \$4,725.60, EY 2.88%						
MCDONALDS CORP (MCD)	1,565,000	97.030	93,343.45	152,384.05	151,851.95	58,508.50
EAI \$5,070.60, EY 3.34%						
MICROSOFT CORP (MSFT)	4,805,000	37.410	116,027.78	183,214.65	179,755.05	63,727.27
EAI \$5,381.60, EY 2.99%						
PEPSICO INC (PEP)	2,095,000	92.940	80,922.85	176,943.70	173,759.30	92,836.45
EAI \$4,755.65, EY 2.74%						





# Investment Report

December 1, 2013 - December 31, 2013

## Brokerage [REDACTED] OWSLEY BROWN II CRT FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
POWERSHARES DB COMMODITY INDEX (DBC)	20,220.000	25.660	516,292.47	516,945.20	- 7,437.27
TRACKING FD UNIT BEN INT (DBC)					
SPDR SER TR DJ WILSHIRE REIT ETF (RWR)	9,650.000	71.270	555,978.31	687,755.50	131,777.19
SCHLUMBERGER LIMITED COM USD0 01 (SLB)	1,740.000	90.110	70,649.51	153,850.80	86,141.89
EAI \$2,175.00, EY 1.39%					
TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH	2,920.000	40.080	136,825.90	117,033.60	- 19,792.30
GNV INTO 1 ORD ILS0 10 (TEVA)					
EAI \$3,720.24, EY 3.18%					
WALGREEN COMPANY (WAG)	3,600.000	57.440	101,323.08	206,784.00	105,460.92
EAI \$4,536.00, EY 2.19%					
WATERS CORP (WAT)	1,380.000	100.000	36,859.80	137,351.40	101,140.20
WELLS FARGO & CO NEW (WFC)	3,650.000	45.400	99,974.14	160,673.00	65,735.86
EAI \$4,380.00, EY 2.64%					
Subtotal of Stocks			3,732,717.35 3,197,434.89	5,749,969.54 5,230,223.31	2,025,351.15
Mutual Funds 53% of Holdings					
ABERDEEN EMERGING MARKETS FD INSTL CL (ABEMX)	52,533.993	14.470	850,025.00	781,180.47	- 89,858.13
EAI \$14,146.35, EY 1.86%					
AMERICAN EUROPACIFIC GROWTH FUND CL F2 (AEPFX)	12,308.642	48.980	426,271.97	598,938.51	176,605.31
EAI \$7,071.31, EY 1.17%					
JPMORGAN MID CAP VALUE FUND CLASS A (JAMCX)	79,924.971	34.520	1,818,476.10	2,759,009.99	940,533.89
EAI \$11,880.85, EY 0.43%					
GOLDMAN SACHS SMALL CAP VALUE INSTL (GSSIX)	17,214.632	56.340	640,179.51	1,041,485.23	329,692.85
EAI \$6,460.65, EY 0.67%					
GOLDMAN SACHS GROWTH OPPORTUNITIES CL A (GGOAX)	27,423.531	27.940	563,963.66	805,429.10	202,249.79
GOLDMAN SACHS N-11 EQUITY INSTL (GSYIX)	79,032.553	10.830	800,050.00	870,149.50	55,873.63
EAI \$6,860.03, EY 0.80%					
HEARTLAND VALUE PLUS INSTL CL (HNPIX)	32,864.821	35.750	834,661.64	1,174,917.35	340,255.71
EAI \$9,234.03, EY 0.79%					



# Investment Report

December 1, 2013 - December 31, 2013

## Brokerage [REDACTED] OWSLEY BROWN II CRT FOUNDATION

Holdings (Symbol as of December 31, 2013)	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
TORTOISE MLP & PIPELINE FD INSTL (TORIX )	41,841.004	15.650	600,025.00	634,309.62	654,811.71	54,786.71
EAI \$6,694.29, EY 1.02%						
MANNING & NAPIER WORLD OPPT SER CL A (EXWAX )	68,807.339	9.050	450,000.00	626,834.85	622,706.41	172,706.41
EAI \$6,928.90, EY 1.11%						
MATTHEWS ASIAN GROWTH & INCOME FUND (MACSX )	18,828.503	18.910	309,503.91	363,390.10	356,046.99	46,543.08
EAI \$8,668.83, EY 2.43%						
OPPENHEIMER DEV MARKETS FD CLASS A (ODMAX )	26,926.597	38.020	890,000.00	1,020,787.29	1,023,749.21	133,749.21
EAI \$980.67, EY 0.10%						
PRUDENTIAL JENNISON MID CAP GROWTH CL Z (PEGZX )	24,540.457	40.490	673,880.69	991,679.86	993,643.10	319,762.41
VANGUARD INDEX TRUST SM CAP GRWTH INV CL (VISGX )	61,010.193	34.370	1,173,125.00	2,056,653.60	2,096,920.33	923,795.33
EAI \$9,944.66, EY 0.47%						
Subtotal of Mutual Funds			10,030,162.48		13,636,858.68	3,606,696.20
Core Account 25% of holdings						
CASH	6380,684.790	1.000	not applicable	141,634.07	6,380,684.79	not applicable