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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 12-01-2014 , and ending 11-30-2015

Name of foundation THE AUGUSTA BROWN HOLLAND PHILANTHROPIC FOUNDATION INC		A Employer identification number 27-4432220	
Number and street (or P O box number if mail is not delivered to street address) 333 EAST MAIN STREET NO 401		B Telephone number (see instructions) (502) 805-7203	
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 14,460,974		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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) (see instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities.	92,926	92,926		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	249,427			
	b Gross sales price for all assets on line 6a 834,623				
	7 Capital gain net income (from Part IV, line 2) . . .		249,427		
	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) (attach schedule)				
	11 Other income (attach schedule)	219,184	219,157		
	12 Total. Add lines 1 through 11	561,538	561,511		
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 (attach schedule)				
	b Accounting fees (attach schedule)	7,860	3,930		3,930
	c Other professional fees (attach schedule)	17,894	5,881		12,013
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	300	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,466	11,311		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	37,520	21,122		15,943
	25 Contributions, gifts, grants paid	700,083			700,083
	26 Total expenses and disbursements. Add lines 24 and 25	737,603	21,122		716,026
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-176,065			
	b Net investment income (if negative, enter -0-)		540,389		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14,434	45,028	45,028
	2	Savings and temporary cash investments		1,670	1,670
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	0	8,517,924	14,414,276
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,184,600		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,199,034	8,564,622	14,460,974	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	0	0	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	14,199,034	8,564,622	
30		Total net assets or fund balances (see instructions)	14,199,034	8,564,622	
31		Total liabilities and net assets/fund balances (see instructions) . . .	14,199,034	8,564,622	

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 14,199,034
2	Enter amount from Part I, line 27a	2 -176,065
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 14,022,969
5	Decreases not included in line 2 (itemize) ▶ _____	5 5,458,347
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 8,564,622

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)
1 a	PUBLICLY TRADED SECURITIES			
b	DRIFTWOOD HOLDING THREE LLC K-1 (2014)	P		
c	DRIFTWOOD HOLDING THREE LLC K-1 (2015)	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 672,447		585,196	87,251
b 162,032			162,032
c 144			144
d			
e			

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	
a			87,251
b			162,032
c			144
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	249,427
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) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	656,636	14,212,312	0 046202
2012	588,061	11,539,970	0 050959
2011	546,466	10,722,904	0 050963
2010	0	1,706,780	0 000000
2009			

2	Total of line 1, column (d).	2	0 148124
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 037031
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	14,105,372
5	Multiply line 4 by line 3.	5	522,336
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,404
7	Add lines 5 and 6.	7	527,740
8	Enter qualifying distributions from Part XII, line 4.	8	716,026

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
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	5,404
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	5,404
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	5,404
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,831	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,325	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	6,156
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	2
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	750
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 750 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of AMY GARTNER Telephone no (502) 805-7203 Located at 333 EAST MAIN STREET SUITE 401 LOUISVILLE KY ZIP +4 40202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (see instructions).				
(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
AUGUSTA BROWN HOLLAND C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR/PRESIDENT 0 50	0	0	0
JOHN GILL HOLLAND JR C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR/SECRETARY/TREASUR 0 50	0	0	0
OWSLEY BROWN III C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0 50	0	0	0
BROOKE BROWN BARZUN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0 50	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

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	14,210,445
b	Average of monthly cash balances.	1b	109,730
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,320,175
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	14,320,175
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	214,803
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,105,372
6	Minimum investment return. Enter 5% of line 5.	6	705,269

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	705,269
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	5,404
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,404
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	699,865
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	699,865
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	699,865

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	716,026
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	716,026
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 (see instructions).	5	5,404
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	710,622

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				699,865
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012. 46,535				
e From 2013.				
f Total of lines 3a through e.	46,535			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 716,026				
a Applied to 2013, 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 2014 distributable amount.				699,865
e Remaining amount distributed out of corpus	16,161			
5 Excess distributions carryover applied to 2014 (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	62,696			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	62,696			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . . 46,535				
d Excess from 2013. . . .				
e Excess from 2014. . . . 16,161				

Part XIV

4942(j)(3) or 4942(j)(5)

3 Complete 3a, b, or c for the alternative test relied upon

1 Information Regarding Foundation Managers:

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

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.

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

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 Additional Data Table				
Total			3a	700,083
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]

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?

Yes	No
-----	----

No

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.

1a(1)

No

(2) Other assets.

1a(2)

No

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2) Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3) Rental of facilities, equipment, or other assets.

1b(3)

No

(4) Reimbursement arrangements.

1b(4)

No

(5) Loans or loan guarantees.

1b(5)

No

(6) Performance of services or membership or fundraising solicitations.

1b(6)

No

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

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

b If "Yes," complete the following schedule

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

Sign Here	*****	2016-07-11	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

**Sign
Here**

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

* * * * *

2016-07-11

* * * * *

Signature of officer or trustee

Date

Title


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

☒ Yes ☐ No


**Paid
Preparer
Use
Only**

Form **990-PF** (2014)


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACTORS THEATRE OF LOUISVILLE INC 316 W MAIN STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
ACTORS THEATRE OF LOUISVILLE INC 316 W MAIN STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDATION INC 315 GUTHRIE STREET SUITE 300 LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT + REPRODUCTIVE FREEDOM PROJECT	10,000
BLESSINGS IN A BACKPACK INC 4121 SHELBYVILLE ROAD LOUISVILLE,KY 40207	NONE	PC	GENERAL OPERATING SUPPORT	3,000
BOYS AND GIRLS CLUBS FOUNDATION 3900 CRITTENDEN DRIVE LOUISVILLE,KY 40209	NONE	PC	GENERAL OPERATING SUPPORT	5,000
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	10,000
CENTER FOR WOMEN AND FAMILIES INC 927 S SECOND STREET LOUISVILLE,KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	10,000
COLLEGE FOUNDATION OF THE UNIVERSITY OF VIRGINIA PO BOX 5527 CHARLOTTESVILLE,VA 22905	NONE	PC	GENERAL OPERATING SUPPORT	5,000
COLLEGE FOUNDATION OF THE UNIVERSITY OF VIRGINIA PO BOX 5527 CHARLOTTESVILLE,VA 22905	NONE	PC	COMPASSIONATE SCHOOLS PROJECT	166,667
COLUMBIA UNIVERSITY MC 4520 - 622 W 113TH ST NEW YORK,NY 10025	NONE	PC	GENERAL OPERATING SUPPORT	5,000
CREATIVE CAPITAL FOUNDATION 15TH MAIDEN LANE - 18TH FLOOR NEW YORK,NY 10038	NONE	PC	GENERAL OPERATING SUPPORT	10,000
DOWNTOWN DEVELOPMENT CORPORATION 556 SOUTH FOURTH STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	20,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE SOUTH 16TH FLOOR NEW YORK,NY 10010	NONE	PC	GENERAL OPERATING SUPPORT	10,000
EPISCOPAL HIGH SCHOOL IN VIRGINIA 1200 N QUAKER LN ALEXANDRIA,VA 22302	NONE	PC	GENERAL OPERATING SUPPORT	5,000
FAMILY SCHOLAR HOUSE 403 REG SMITH CIRCLE LOUISVILLE,KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	5,000
Total  3a				700,083


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FOOD LITERACY PROJECT AT OXMOOR FARM INC 9001 LIMEHOUSE LN LOUISVILLE,KY 40222	NONE	PC	GENERAL OPERATING SUPPORT	5,000
HABITAT FOR HUMANITY 1600 BANK STREET LOUISVILLE,KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	10,000
HISTORIC LOCUST GROVE INC 561 BLANKENBAKER LN LOUISVILLE,KY 40207	NONE	PC	GENERAL OPERATING SUPPORT	4,000
HOME OF THE INNOCENTS 1100 E MARKET ST LOUISVILLE,KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	5,000
INTELLIGENT CHANGE INITIATIVES INC 200 WEST VINE STREET SUITE 420 LEXINGTON,KY 40507	NONE	PC	GENERAL OPERATING SUPPORT	5,000
INTELLIGENT CHANGE INITIATIVES INC 200 WEST VINE STREET SUITE 420 LEXINGTON,KY 40507	NONE	PC	GENERAL OPERATING SUPPORT	20,000
INTERNATIONAL BLUEGRASS MUSIC MUSEUM INC 207 E 2ND ST OWENSBORO,KY 42303	NONE	PC	GENERAL OPERATING SUPPORT	5,000
KENTUCKIANS FOR THE COMMONWEALTH KENTUCKY COALITION PO BOX 1450 LONDON,KY 40743	NONE	PC	GENERAL OPERATING SUPPORT	5,000
KENTUCKY CENTER GOVERNOR'S SCHOOL FOR THE ARTS 501 W MAIN STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	1,000
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST LOUISVILLE,KY 40202	NONE	PC	CAPITAL CAMPAIGN	83,333
KENTUCKY NATURAL LANDS TRUST INC 433 CHESTNUT ST BEREA,KY 40403	NONE	PC	GENERAL OPERATING SUPPORT	5,000
KENTUCKY OPERA ASSOCIATION INC 323 WEST BROADWAY - SUITE 601 LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
KENTUCKY PUBLIC RADIO INC DBA LOUISVILLE PUBLIC MEDIA 619 S FOURTH STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
KENTUCKY RESOURCES COUNCIL INC PO BOX 1070 FRANKFORT,KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	10,000
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET SUITE 217 LOUISVILLE,KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	5,000
Total  3a				700,083

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAND INSTITUTE 2440 EAST WATER WELL ROAD SALINA,KS 67401	NONE	PC	GENERAL OPERATING SUPPORT	10,000
LOUISVILLE BALLET 315 W MAIN STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
LOUISVILLE CIVIC VENTURES INC 556 S 4TH ST LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	2,000
LOUISVILLE COLLEGIATE SCHOOL PO BOX 4369 LOUISVILLE,KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	10,000
LOUISVILLE FILM SOCIETY PO BOX 6088 LOUISVILLE,KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	4,000
LOUISVILLE LITERARY ARTS 1860 MELLWOOD AVENUE - STUDIO 123 LOUISVILLE,KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	500
LOUISVILLE OLMSTED PARKS CONSERVANCY INC 1299 TREVILIAN WAY LOUISVILLE,KY 40213	NONE	PC	GENERAL OPERATING SUPPORT	5,000
LOUISVILLE ORCHESTRA 323 WEST BROADWAY - SUITE 700 LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	25,000
LOUISVILLE SCIENCE CENTER 727 WEST MAIN STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
LOUISVILLE VISUAL ART ASSOCIATION 609 WEST MAIN STREET - SECOND FLOOR LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	13,000
LOUISVILLE WATERFRONT DEVELOPMENT CORP 129 EAST RIVER ROAD LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	10,000
METRO UNITED WAY INC PO BOX 4488 LOUISVILLE,KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	50,000
MUHAMMAD ALI CENTER 144 NORTH SIXTH STREET LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH STREET NEWYORK,NY 10011	NONE	PC	GENERAL OPERATING SUPPORT	10,000
NEIGHBORHOOD HOUSE 225 N 25TH STREET LOUISVILLE,KY 40212	NONE	PC	GENERAL OPERATING SUPPORT	5,000
Total  3a				700,083

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PLANNED PARENTHOOD OF INDIANA AND KENTUCKY PO BOX 397 INDIANAPOLIS,IN 46206	NONE	PC	GENERAL OPERATING SUPPORT	5,000
PRICHARD COMMITTEE FOR ACADEMIC EXCELLENCE 271 WEST SHORT STREET SUITE 202 LEXINGTON,KY 40507	NONE	PC	GENERAL OPERATING SUPPORT	10,000
SEED CAPITAL KENTUCKY INC 200 YORK STREET LOUISVILLE,KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	33,333
SOS INTERNATIONAL INC 1500 ARLINGTON AVENUE LOUISVILLE,KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	5,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE,KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	5,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE,KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	10,000
THE COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W MAIN STREET 1110 LOUISVILLE,KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	6,250
THE MOREHEAD-CAIN SCHOLARSHIP FUND PO BOX 690 CHAPEL HILL,NC 27514	NONE	PC	GENERAL OPERATING SUPPORT	2,000
UNC ACKLAND ART MUSEUM CAMPUS BOX NO 3400 CHAPEL HILL,NC 27599	NONE	PC	GENERAL OPERATING SUPPORT	1,000
UNC COLLEGE OF ARTS & SCIENCES CHAPEL HILL CAMPUS BOX 3100 205 SOUTH BUILDING CHAPEL HILL,NC 27599	NONE	PC	GENERAL OPERATING SUPPORT	2,000
UNC SCHOOL OF LAW OFFICE OF ADVANCEMENT CAMPUS BOX NO 3382 CHAPEL HILL,NC 27599	NONE	PC	GENERAL OPERATING SUPPORT	2,000
THE COMMUNITY FOUNDATION OF LOUISVILLE INC OFFICE OF THE DEAN GARDINER HALL LOUISVILLE,KY 40292	NONE	PC	GENERAL OPERATING SUPPORT	1,000
WEST END SCHOOL INC 3628 VIRGINIA AVENUE LOUISVILLE,KY 40211	NONE	PC	GENERAL OPERATING SUPPORT	10,000
Total  3a				700,083

TY 2014 Accounting Fees Schedule

Name: THE AUGUSTA BROWN HOLLAND
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION AND ACCOUNTING FEES	7,860	3,930		3,930

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE AUGUSTA BROWN HOLLAND
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	11,836	12,068
BROWN FORMAN CORP CL A (BFA)	6,229	295,064
BROWN FORMAN CORP CL B (BFB)	8,438,094	14,034,240
EXPRESS SCRIPTS HLDG CO COM (ESRX)	7,438	11,967
LOWES COS INC COM (LOW)	7,986	12,716
MONDELEZ INTL INC COM (MDLZ)	9,388	11,875
MOODYS CORP (MCO)	12,987	13,096
PRICELINE GROUP INC THE (PCLN)	11,744	11,240
TIME WARNER CABLE INC COM (TWC)	12,222	12,010

TY 2014 Other Decreases Schedule

Name: THE AUGUSTA BROWN HOLLAND
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432220

Description	Amount
CHANGE IN UNREALIZED GAIN / LOSS DRIFTWOOD HOLDINGS THREE, LLC	5,458,130
DRIFTWOOD HOLDING THREE LLC K-1 - CAPITAL ADJUSTMENT	217

TY 2014 Other Expenses Schedule

Name: THE AUGUSTA BROWN HOLLAND
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432220

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS- DRIFTWOOD HOLDING THREE, LLC K- 1 (2014)	9,155	9,155		0
LICENSES AND PERMITS	15	0		0
BANK FEES	140	0		0
PORTFOLIO DEDUCTIONS- DRIFTWOOD HOLDING THREE, LLC K- 1 (2015)	2,156	2,156		0

TY 2014 Other Income Schedule

Name: THE AUGUSTA BROWN HOLLAND
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432220

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
DRIFTWOOD HOLDING THREE, LLC K-1 (2014)	172,978	172,951	172,978
DRIFTWOOD HOLDING THREE, LLC K-1 (2015)	46,206	46,206	46,206

TY 2014 Other Professional Fees Schedule

Name: THE AUGUSTA BROWN HOLLAND
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	17,894	5,881		12,013

TY 2014 Taxes Schedule

Name: THE AUGUSTA BROWN HOLLAND
 PHILANTHROPIC FOUNDATION INC
EIN: 27-4432220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORM 990-PF ESTIMATED TAXES	300	0		0