



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO AUGUST 15, 2016

OMB No 1545-0052

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

| | | |
|---|---|--|
| Name of foundation OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC | | A Employer identification number 61-1189915 |
| Number and street (or P O box number if mail is not delivered to street address) 333 EAST MAIN STREET | Room/suite 401 | B Telephone number 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) ▶ \$ 23,962,455. | 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) | |
| 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) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | 2,142,400. | | 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 | | 39. | 39. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 273,764. | 273,698. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 432,966. | | | |
| b Gross sales price for all assets on line 6a 6,320,111. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 432,966. | | |
| 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 | | -7,137. | 4,276. | | STATEMENT 3 |
| 12 Total. Add lines 1 through 11 | | 2,842,032. | 710,979. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees STMT 4 | | 7,853. | 3,927. | | 3,926. |
| c Other professional fees STMT 5 | | 133,714. | 112,109. | | 21,600. |
| 17 Interest | | | | | |
| 18 Taxes STMT 6 | | 16,135. | 7,135. | | 0. |
| 19 Depreciation and depletion | | 5,782. | 0. | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | 2,693. | 0. | | 2,693. |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 7 | | 45,255. | 25,256. | | 18,621. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 211,432. | 148,427. | | 46,840. |
| 25 Contributions, gifts, grants paid | | 4,992,488. | | | 4,992,488. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 5,203,920. | 148,427. | | 5,039,328. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | -2,361,888. | | | |
| b Net investment income (if negative, enter -0-) | | | 562,552. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

1

Form **990-PF** (2015)

13490812 147701 5296.20

2015.04010 OWSLEY BROWN II FAMILY FO 5296.201

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | | |
|--|---|---|--|-----------------------|-------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| Assets | 1 | Cash - non-interest-bearing | | 24,374. | 68,838. | 68,838. | |
| | 2 | Savings and temporary cash investments | | 1,129,281. | 279,687. | 279,687. | |
| | 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 8 | | 18,324,490. | 16,940,244. | 20,950,507. | |
| | c | Investments - corporate bonds | | | | | |
| | Liabilities | 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | | Less: accumulated depreciation ▶ | | | | | |
| 12 | | Investments - mortgage loans | | | | | |
| 13 | | Investments - other STMT 9 | | 1,501,602. | 1,330,995. | 1,986,374. | |
| 14 | | Land, buildings, and equipment basis ▶ 17,345. | | | | | |
| | | Less: accumulated depreciation STMT 10 ▶ 13,973. | | 9,154. | 3,372. | 3,372. | |
| 15 | | Other assets (describe ▶) | | | | | |
| 16 | | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 21,662,578. | 19,296,813. | 23,962,455. | |
| 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. | | | |
| Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31. | 27 | Capital stock, trust principal, or current funds | | 13,142,147. | 13,142,147. | |
| | | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. | |
| | | 29 | Retained earnings, accumulated income, endowment, or other funds | | 8,520,431. | 6,154,666. | |
| | | 30 | Total net assets or fund balances | | 21,662,578. | 19,296,813. | |
| | 31 | Total liabilities and net assets/fund balances | | 21,662,578. | 19,296,813. | | |

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 | 21,662,578. |
| 2 | Enter amount from Part I, line 27a | 2 | -2,361,888. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 19,300,690. |
| 5 | Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT - SOLIDUS COMPANY LP | 5 | 3,877. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 19,296,813. |

Form 990-PF (2015)

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 PUBLICLY TRADED SECURITIES-FIDELITY | | | |
| b NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1 | P | VARIOUS | VARIOUS |
| c SOLIDUS COMPANY LP-SCHEDULE K-1 | P | VARIOUS | VARIOUS |
| d SOLIDUS COMPANY LP-SCHEDULE K-1 | P | VARIOUS | VARIOUS |
| e ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1-1231 LOSS | P | VARIOUS | VARIOUS |

| (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 6,210,181. | | 5,880,071. | 330,110. |
| b 109,930. | | | 109,930. |
| c | | 486. | -486. |
| d | | 6,532. | -6,532. |
| e | | 56. | -56. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | 330,110. |
| b | | | 109,930. |
| c | | | -486. |
| d | | | -6,532. |
| e | | | -56. |

| | | | |
|--|---|----------|----------|
| 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 | 432,966. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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)) |
|---|---------------------------------------|---|--|
| 2014 | 7,370,270. | 24,611,976. | .299459 |
| 2013 | 2,637,293. | 22,040,385. | .119657 |
| 2012 | 1,255,936. | 19,432,116. | .064632 |
| 2011 | 1,103,013. | 20,170,884. | .054683 |
| 2010 | 769,977. | 18,256,775. | .042175 |

| | | |
|---|----------|-------------|
| 2 Total of line 1, column (d) | 2 | .580606 |
| 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 | .116121 |
| 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 | 4 | 24,711,187. |
| 5 Multiply line 4 by line 3 | 5 | 2,869,488. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,626. |
| 7 Add lines 5 and 6 | 7 | 2,875,114. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 5,039,328. |

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.

Form 990-PF (2015)

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

| | | | |
|----|---|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 5,626. |
| 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 | 5,626. |
| 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 | 5,626. |
| 6 | Credits/Payments: | | |
| a | 2015 estimated tax payments and 2014 overpayment credited to 2015 | 6a | 11,029. |
| b | Exempt foreign organizations - tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 11,029. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 5,403. |
| 11 | Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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> | | 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 type="checkbox"/> \$ 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> | | 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? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| 4b 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? <i>If "Yes," attach the statement required by General Instruction T</i> | | 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? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>KY</u> | | |
| 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> | 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|--|-----|----|
| 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) | | 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) | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A | X | |
| 14 The books are in care of CHRISTINA LEE BROWN Telephone no. 502.805.7203 Located at C/O ZELKOVA STRATEGIC PARTNERS, LLC 333 EAST MAIN STREET SUI ZIP+4 40202 | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A | | |
| 16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country | | 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 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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2b | | |
| 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 2015 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 2015) N/A 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015? | | X |
| 4b | | X |

Form 990-PF (2015)

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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------|---|---|---|---------------------------------------|
| CHRISTINA LEE BROWN | PRESIDENT/DIRECTOR | | | |
| C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 | | | | |
| LOUISVILLE, KY 40202 | 0.50 | 0. | 0. | 0. |
| OWSLEY BROWN III | DIRECTOR | | | |
| C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 | | | | |
| LOUISVILLE, KY 40202 | 0.50 | 0. | 0. | 0. |
| BROOKE BROWN BARZUN | SECRETARY/TREASURER/DIRECTOR | | | |
| C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 | | | | |
| LOUISVILLE, KY 40202 | 0.50 | 0. | 0. | 0. |
| AUGUSTA BROWN HOLLAND | DIRECTOR | | | |
| C/O ZELKOVA STRATEGIC PARTNERS, LLC 3 | | | | |
| LOUISVILLE, KY 40202 | 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

Form 990-PF (2015)

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

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

[illegible]

Total number of others receiving over \$50,000 for professional services

D

Part IX-A Summary of Direct Charitable Activities

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

Expenses

| | | |
|---|-----|--|
| 1 | N/A | |
| | | |
| | | |
| 2 | | |
| | | |
| | | |
| 3 | | |
| | | |
| | | |
| 4 | | |
| | | |
| | | |

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

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

Total. Add lines 1 through 3

•

Form **990-PF** (2015)

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 | 21,693,454. |
| b Average of monthly cash balances | 1b | 733,994. |
| c Fair market value of all other assets | 1c | 2,660,051. |
| d Total (add lines 1a, b, and c) | 1d | 25,087,499. |
| 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 | 25,087,499. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 376,312. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 24,711,187. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,235,559. |

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 | 1,235,559. |
| 2a Tax on investment income for 2015 from Part VI, line 5 | 2a | 5,626. |
| b Income tax for 2015. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 5,626. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,229,933. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 733. |
| 5 Add lines 3 and 4 | 5 | 1,230,666. |
| 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 | 1,230,666. |

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 | 5,039,328. |
| 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 | 5,039,328. |
| 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 | 5,626. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 5,033,702. |

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** (2015)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2014 | (c) 2014 | (d) 2015 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 | | | | 1,230,666. |
| 2 Undistributed income, if any, as of the end of 2015 | | | | |
| a Enter amount for 2014 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2015: | | | | |
| a From 2010 | | | | |
| b From 2011 | 96,931. | | | |
| c From 2012 | 294,656. | | | |
| d From 2013 | 1,662,298. | | | |
| e From 2014 | 6,228,441. | | | |
| f Total of lines 3a through e | 8,282,326. | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 5,039,328. | | | | |
| a Applied to 2014, 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 2015 distributable amount | | | | 1,230,666. |
| e Remaining amount distributed out of corpus | 3,808,662. | | | |
| 5 Excess distributions carryover applied to 2015 (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 | 12,090,988. | | | |
| 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 2014. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 | | | | 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 2010 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a | 12,090,988. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2011 | 96,931. | | | |
| b Excess from 2012 | 294,656. | | | |
| c Excess from 2013 | 1,662,298. | | | |
| d Excess from 2014 | 6,228,441. | | | |
| e Excess from 2015 | 3,808,662. | | | |

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------------------|
| a Paid during the year | | | | |
| ACTORS THEATRE OF LOUISVILLE, INC. 316 W. MAIN STREET LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 50,000. |
| AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDATION, INC. 315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 2,500. |
| AMERICAN FARMLAND TRUST 1150 CONNECTICUT AVE NW , SUITE 600 WASHINGTON, DC 20036 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| AMERICANA COMMUNITY CENTER INC 4801 SOUTHSIDE DR LOUISVILLE, KY 40214 | NONE | PC | GENERAL OPERATING SUPPORT | 500. |
| ARCHDIOCESE OF LOUISVILLE P.O. BOX 1073 LOUISVILLE, KY 40201 | NONE | PC | GENERAL OPERATING SUPPORT | 9,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 3a 4,992,488. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 3b 0. |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|--|--|--------------------------------------|-------------------------------------|-------------------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| ARTISTS ASSOCIATION OF NANTUCKET PO BOX 1104 NANTUCKET, MA 02554 | NONE | PC | CAPITAL CAMPAIGN | 50,000. |
| ASIA INSTITUTE/CRANE HOUSE 1244 SOUTH THIRD STREET LOUISVILLE, KY 40203 | NONE | PC | GENERAL OPERATING SUPPORT | 200. |
| BERRY CENTER, INC. 19 NORTH MAIN STREET NEW CASTLE, KY 40050 | NONE | PC | GENERAL OPERATING SUPPORT | 75,000. |
| BOTANICA, INC. P.O. BOX 5056 LOUISVILLE, KY 40255 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| BOURBON BAROQUE, INC. P.O. BOX 4176 LOUISVILLE, KY 40204 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| CATHEDRAL OF THE ASSUMPTION 433 S. FIFTH STREET LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202 | NONE | PC | PROJECT SUPPORT | 3,855. |
| CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 400,000. |
| CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202 | NONE | PC | PROJECT SUPPORT | 560. |
| CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202 | NONE | PC | PROJECT SUPPORT | 6,424. |
| Total from continuation sheets | | | | 4,929,488. |

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|---------|
| CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 7,000. |
| CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202 | NONE | PC | PROJECT SUPPORT | 1,020. |
| CENTER FOR NEIGHBORHOODS 610 SOUTH 4TH STREET, SUITE 609 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| CENTER FOR NEIGHBORHOODS 610 SOUTH 4TH STREET, SUITE 609 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000. |
| CHRIST CHURCH CATHEDRAL 421 SOUTH SECOND STREET LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 8,000. |
| COMMONWEALTH FUND FOR KET INC. 560 COOPER DRIVE LEXINGTON, KY 40502 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| COMMONWEALTH FUND FOR KET INC. 560 COOPER DRIVE LEXINGTON, KY 40502 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| CURE ALZHEIMER'S FUND 34 WASHINGTON STREET, SUITE 300 WELLESLEY HILLS, MA 02481 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| EARTH DAY NETWORK 1616 P. STREET NW, SUITE 340 WASHINGTON, DC 20036 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| ENGLISH SPEAKING UNION OF THE UNITED STATES 10505 TAYLORSVILLE RD LOUISVILLE, KY 40299 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|-------------------------------------|---------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| EVERY VOICE CENTER 1211 CONNECTICUT AVE NW, SUITE 600 WASHINGTON, DC 20036 | NONE | PC | GENERAL OPERATING SUPPORT | 20,000. |
| FAMILY COMMUNITY CLINIC, INC. 1406 E. WASHINGTON STREET LOUISVILLE, KY 40206 | NONE | PC | GENERAL OPERATING SUPPORT | 25,000. |
| GILDA'S CLUB LOUISVILLE INC 633 BAXTER AVE LOUISVILLE, KY 40204 | NONE | PC | GENERAL OPERATING SUPPORT | 8,000. |
| GREEN HILL THERAPY 1268 GOSS AVENUE LOUISVILLE, KY 40217 | NONE | PC | GENERAL OPERATING SUPPORT | 500. |
| HISTORIC HOMES FOUNDATION INC 3110 LEXINGTON RD LOUISVILLE, KY 40206 | NONE | PC | GENERAL OPERATING SUPPORT | 6,000. |
| HISTORIC LOCUST GROVE INC 561 BLANKENBAKER LN LOUISVILLE, KY 40207 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| HOSPARUS, INC. 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| INSTITUTE FOR RURAL JOURNALISM AND COMMUNITY ISSUES - UNIVERSITY OF KENTUCKY 122 GREHAN JOURNALISM BUILDING LEXINGTON, KY 40506 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| ISAAC W BERNHEIM FOUNDATION INC P.O. BOX 130 CLERMONT, KY 40110 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| ISAAC W BERNHEIM FOUNDATION INC P.O. BOX 130 CLERMONT, KY 40110 | NONE | PC | GENERAL OPERATING SUPPORT | 35,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|--|--|--------------------------------------|-------------------------------------|---------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| KARUNA-SHECHEN USA 237 WEST 35TH STREET, SUITE 1101 NEW YORK, NY 10001 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000. |
| KENTUCKIANS FOR THE COMMONWEALTH KENTUCKY COALITION, P.O. BOX 1450 LONDON, KY 40743 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| KENTUCKY CENTER FOR THE ARTS 501 W MAIN ST LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| KENTUCKY CONSERVATION FOUNDATION INC P.O. BOX 1152 FRANKFORT, KY 40602 | NONE | PC | GENERAL OPERATING SUPPORT | 30,000. |
| KENTUCKY INTERFAITH POWER AND LIGHT, INC. P.O. BOX 5084 LOUISVILLE, KY 40255 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 32,231. |
| KENTUCKY PUBLIC RADIO, INC. DBA LOUISVILLE PUBLIC MEDIA 619 S. FOURTH STREET LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 12,000. |
| KENTUCKY RESOURCES COUNCIL INC P.O. BOX 1070 FRANKFORT, KY 40602 | NONE | PC | GENERAL OPERATING SUPPORT | 50,000. |
| KENTUCKY SHAKESPEARE FESTIVAL INC 323 WEST BROADWAY LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 8,000. |
| KENTUCKY TRUST FOR HISTORIC PRESERVATION INC P.O. BOX 35000 LOUISVILLE, KY 40232 | NONE | PC | GENERAL OPERATING SUPPORT | 2,500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|-------------------------------------|---------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET, SUITE 217 LOUISVILLE, KY 40206 | NONE | PC | GENERAL OPERATING SUPPORT | 8,000. |
| KNIGHTS OF COLUMBUS 4417 UPPER RIVER ROAD LOUISVILLE, KY 40222 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| LAND INSTITUTE 2440 E WATER WELL RD SALINA, KS 67401 | NONE | PC | GENERAL OPERATING SUPPORT | 25,000. |
| LEGACIES UNLIMITED 956 SOUTH 6TH STREET LOUISVILLE, KY 40203 | NONE | PC | GENERAL OPERATING SUPPORT | 20,000. |
| LIBERTY HALL HISTORIC SITE 202 WILKINSON STREET FRANKFORT, KY 40601 | NONE | PC | GENERAL OPERATING SUPPORT | 150. |
| LOUISVILLE COLLEGIATE SCHOOL P.O. BOX 4369 LOUISVILLE, KY 40204 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| LOUISVILLE COLLEGIATE SCHOOL P.O. BOX 4369 LOUISVILLE, KY 40204 | NONE | PC | GENERAL OPERATING SUPPORT | 11,106. |
| LOUISVILLE FILM SOCIETY P.O. BOX 6088 LOUISVILLE, KY 40206 | NONE | PC | GENERAL OPERATING SUPPORT | 20,000. |
| LOUISVILLE GROWS INC 1708 FERNWOOD AVE LOUISVILLE, KY 40205 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| LOUISVILLE METRO GOVERNMENT 444 S. FIFTH STREET, DEPARTMENT OF ECONOMIC GROWTH AND INNOVATION LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|-------------------------------------|---------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| LOUISVILLE OLMSTED PARKS CONSERVANCY INC 1299 TREVILIAN WAY LOUISVILLE, KY 40213 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| LOUISVILLE OLMSTED PARKS CONSERVANCY INC 1299 TREVILIAN WAY LOUISVILLE, KY 40213 | NONE | PC | GENERAL OPERATING SUPPORT | 50,000. |
| LOUISVILLE ORCHESTRA 323 WEST BROADWAY, SUITE 700 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 18,897. |
| LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203 | NONE | PC | GENERAL OPERATING SUPPORT | 6,000. |
| METRO UNITED WAY INC PO BOX 4488 LOUISVILLE, KY 40204 | NONE | PC | GENERAL OPERATING SUPPORT | 52,745. |
| MOUNTAIN ASSOCIATION FOR COMMUNITY 433 CHESTNUT ST BEREA, KY 40403 | NONE | PC | GENERAL OPERATING SUPPORT | 20,000. |
| MUHAMMAD ALI CENTER 144 NORTH SIXTH STREET LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| NANTUCKET ATHENEUM 1 INDIA STREET, P.O. BOX 808 NANTUCKET, MA 02554 | NONE | PC | GENERAL OPERATING SUPPORT | 500. |
| NANTUCKET CONSERVATION FOUNDATION INC P.O. BOX 13 NANTUCKET, MA 02554 | NONE | PC | GENERAL OPERATING SUPPORT | 2,500. |
| NANTUCKET HISTORICAL ASSOCIATION 15 BROAD STREET NANTUCKET, MA 01554 | NONE | PC | GENERAL OPERATING SUPPORT | 2,500. |
| Total from continuation sheets | | | | |

Part XV: Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|-------------------------------------|----------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| NANTUCKET PRESERVATION TRUST INC P.O. BOX 158, 55 MAIN STREET NANTUCKET, MA 02554 | NONE | PC | GENERAL OPERATING SUPPORT | 300. |
| NATIONAL JUG BAND JUBILEE, INC. P.O. BOX 2944 LOUISVILLE, KY 40201 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW, SUITE 1100 WASHINGTON, DC 20037 | NONE | PC | GENERAL OPERATING SUPPORT | 175,000. |
| NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW, SUITE 1100 WASHINGTON, DC 20037 | NONE | PC | GENERAL OPERATING SUPPORT | 15,000. |
| NEW PIONEERS FOR A SUSTAINABLE FUTURE, INC 127 W. MAIN STREET SPRINGFIELD, KY 40069 | NONE | PC | GENERAL OPERATING SUPPORT | 30,000. |
| OLDHAM COUNTY HISTORICAL SOCIETY 106 NORTH SECOND AVENUE LAGRANGE, KY 40031 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| OLDHAM COUNTY HISTORICAL SOCIETY 106 NORTH SECOND AVENUE LAGRANGE, KY 40031 | NONE | PC | GENERAL OPERATING SUPPORT | 50,000. |
| ORGANIC ASSOCIATION OF KENTUCKY P.O. BOX 22244 LEXINGTON, KY 40522 | NONE | PC | GENERAL OPERATING SUPPORT | 100,000. |
| PASSIONIST EARTH & SPIRIT CENTER INC 1924 NEWBURG RD LOUISVILLE, KY 40205 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| PLANNED PARENTHOOD OF INDIANA AND KENTUCKY PO BOX 397 INDIANAPOLIS, IN 46206 | NONE | PC | GENERAL OPERATING SUPPORT | 25,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|-------------------------------------|------------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| PRESERVATION KENTUCKY INC 230 ST. CLAIR STREET FRANKFORT, KY 40601 | NONE | PC | GENERAL OPERATING SUPPORT | 20,000. |
| RAPTOR REHABILITATION OF KENTUCKY INC PO BOX 206186 LOUISVILLE, KY 40250 | NONE | PC | GENERAL OPERATING SUPPORT | 2,500. |
| RIVER FIELDS INC 455 SOUTH 4TH STREET, SUITE 990 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| RIVER FIELDS INC 455 SOUTH 4TH STREET, SUITE 990 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 110,000. |
| ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD MONTROSS, VA 22520 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| SISTERS OF CHARITY OF NAZARETH PO BOX 9 NAZARETH, KY 40048 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208 | NONE | PC | GENERAL OPERATING SUPPORT | 220,145. |
| SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208 | NONE | PC | GENERAL OPERATING SUPPORT | 1,100,000. |
| SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208 | NONE | PC | GENERAL OPERATING SUPPORT | 929,855. |
| SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208 | NONE | PC | GENERAL OPERATING SUPPORT | 26,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|-----------|
| ST. FRANCIS SCHOOL 11000 U.S. HIGHWAY 42 GOSHEN, KY 40026 | NONE | PC | GENERAL OPERATING SUPPORT | 1,500. |
| SUSTAINABLE FOOD ALLIANCE 7540 WINDSOR DRIVE, SUITE 205 ALLENTOWN, PA 18195 | NONE | PC | GENERAL OPERATING SUPPORT | 150,000. |
| SUSTAINABLE FOOD ALLIANCE 7540 WINDSOR DRIVE, SUITE 205 ALLENTOWN, PA 18195 | NONE | PC | GENERAL OPERATING SUPPORT | -150,000. |
| SUSTAINABLE FOOD ALLIANCE 7540 WINDSOR DRIVE, SUITE 205 ALLENTOWN, PA 18195 | NONE | PC | GENERAL OPERATING SUPPORT | 150,000. |
| THE COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W. MAIN STREET #1110 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 6,250. |
| THE COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W. MAIN STREET #1110 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| THE INSTITUTE FOR HEALTHY AIR, WATER AND SOIL COMMUNITY FOUNDATION OF LOU. 325 WEST MAIN STREET, SUITE 1100 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 250,000. |
| THE INSTITUTE FOR HEALTHY AIR, WATER AND SOIL COMMUNITY FOUNDATION OF LOU. 325 WEST MAIN STREET, SUITE 1100 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 187,500. |
| THE INSTITUTE FOR HEALTHY AIR, WATER AND SOIL COMMUNITY FOUNDATION OF LOU. 325 WEST MAIN STREET, SUITE 1100 LOUISVILLE, KY 40202 | NONE | PC | GENERAL OPERATING SUPPORT | 85,000. |
| THE NATURE CONSERVANCY OF KENTUCKY 114 WOODLAND AVENUE LEXINGTON, KY 40205 | NONE | PC | GENERAL OPERATING SUPPORT | 1,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|-------------------------------------|----------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| THE WARWICK FOUNDATION, INC. P.O. BOX 1183 LEXINGTON, KY 40588 | NONE | PC | GENERAL OPERATING SUPPORT | 5,000. |
| THE WINNIPEG FOUNDATION USA C/O THE WINNIPEG FOUNDATION WINNIPEG, MANITOBA, CANADA | NONE | PC | GENERAL OPERATING SUPPORT | 30,000. |
| VISUALLY IMPAIRED PRESCHOOLERS SERVICES OF GREATER LOUISVILLE INC 1906 GOLDSMITH LN LOUISVILLE, KY 40218 | NONE | PC | GENERAL OPERATING SUPPORT | 250. |
| VOCES NOVAE INC 1009 BURNING SPRINGS DR LOUISVILLE, KY 20223 | NONE | PC | GENERAL OPERATING SUPPORT | 2,000. |
| WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVENUE NORTHWEST WASHINGTON, DC 20016 | NONE | PC | GENERAL OPERATING SUPPORT | 2,500. |
| WESTERN KENTUCKY UNIVERSITY 1906 COLLEGE HEIGHTS BLVD. #11005 BOWLING GREEN, KY 42101 | NONE | PC | GENERAL OPERATING SUPPORT | 50,000. |
| WORLD CONFERENCE OF RELIGIONS FOR PEACE INC 777 UNITED NATIONS PLAZA, 9TH FLOOR NEW YORK, NY 10017 | NONE | PC | GENERAL OPERATING SUPPORT | 100,000. |
| YALE IN KENTUCKY, INC. 408 DUFF LANE LOUISVILLE, KY 40507 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| YEW DELL GARDENS P.O. BOX 1334, 6220 OLD LAGRANGE ROAD CRESTWOOD, KY 40014 | NONE | PC | GENERAL OPERATING SUPPORT | 10,000. |
| | | | | |
| Total from continuation sheets | | | | |

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.

OMB No 1545-0047

2015**Name of the organization**OWSLEY BROWN II FAMILY FOUNDATION, INC.
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 foundation

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

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules☐

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2015)

| | |
|---|---|
| Name of organization OWSLEY BROWN II FAMILY FOUNDATION, INC. 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 | CHRISTINA LEE BROWN 2012 CHARITABLE LEAD ANNUITY TRUST 333 EAST MAIN STREET STE 401 LOUISVILLE, KY 40202 | \$ 2,142,400. | 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) |
| | | \$ | 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) |
| | | \$ | 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) |

| | |
|--|--|
| Name of organization OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC | Employer identification number 61-1189915 |
|--|--|

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Employer identification number

61-1189915

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. once) ▶ \$ _____

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

523454 10-26-15

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

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|---------------------------------|-------------------------------|
| FIDELITY-NATIONAL FINANCIAL SVCS #4674 | 39. | 39. | |
| TOTAL TO PART I, LINE 3 | 39. | 39. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| COMPUTERSHARE- -BROWN FORMAN CORP | 6,912. | 0. | 6,912. | 6,912. | |
| FIDELITY-NATIONAL FINANCIAL SVCS #1230 | 2,245. | 0. | 2,245. | 2,245. | |
| FIDELITY-NATIONAL FINANCIAL SVCS #4674 | 264,607. | 0. | 264,607. | 264,541. | |
| TO PART I, LINE 4 | 273,764. | 0. | 273,764. | 273,698. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| SOLIDUS COMPANY LP-SCHEDULE K-1 | 1,454. | 1,454. | |
| ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1 | 18. | 18. | |
| NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1 | 2,804. | 2,804. | |
| ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1 | -9,143. | 0. | |
| SOLIDUS COMPANY LP-SCHEDULE K-1 | -984. | 0. | |
| NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1 | -2,019. | 0. | |
| RECOVERY OF AMOUNTS TREATED AS QUALIFYING DISTRIBUTIONS IN PRIOR YEAR | 733. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -7,137. | 4,276. | |

| FORM 990-PF | ACCOUNTING FEES | | STATEMENT 4 | |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| TAX PREPARATION FEES | 7,853. | 3,927. | | 3,926. |
| TO FORM 990-PF, PG 1, LN 16B | 7,853. | 3,927. | | 3,926. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | STATEMENT 5 | |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INVESTMENT MANAGEMENT/ADVISORY FEES | 133,714. | 112,109. | | 21,600. |
| TO FORM 990-PF, PG 1, LN 16C | 133,714. | 112,109. | | 21,600. |

| FORM 990-PF | TAXES | | STATEMENT 6 | |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FOREIGN TAXES | 7,135. | 7,135. | | 0. |
| 2014 FORM 990-PF EXTENSION | 9,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 16,135. | 7,135. | | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK FEES | 51. | 0. | | 0. |
| CHARITABLE CONTRIBUTIONS-ADVANCED CANCER K-1 | 182. | 0. | | 182. |
| INVESTMENT INTEREST EXPENSE-SOLIDUS K-1 | 3,980. | 3,980. | | 0. |
| KENTUCKY STATE TREASURER-FILING FEES | 35. | 0. | | 0. |
| LICENSES - SOFTWARE | 18,439. | 0. | | 18,439. |
| OTHER DEDUCTIONS-SOLIDUS K-1 | 438. | 0. | | 0. |
| PORTFOLIO DEDUCTIONS-NEW MARKETS VENTURE K-1 | 10,087. | 10,087. | | 0. |
| PORTFOLIO DEDUCTIONS-SOLIDUS K-1 | 11,189. | 11,189. | | 0. |
| POSTAGE | 21. | 0. | | 0. |
| OTHER DEDUCTIONS-NEW MARKETS VENTURE K-1 | 21. | 0. | | 0. |
| OTHER DEDUCTIONS-ADVANCED CANCER THERAPEUTICS K-1 | 812. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 45,255. | 25,256. | | 18,621. |

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------|-------------------|
| BROWN FORMAN CORP CL B (BFB) | 319,955. | 707,469. |
| ANHEUSER BUSCH INBEV ADR (BUD) | 734,439. | 883,750. |
| APPLE INC (AAPL) | 54,251. | 195,257. |
| CELGENE CORP (CELG) | 66,918. | 280,238. |
| COMCAST CORP NEW CL A (CMCSK) | 1,156,897. | 1,187,287. |
| DANAHER CORP (DHR) | 113,143. | 202,943. |
| DAVITA INC (DVA) | 968,922. | 952,378. |
| DOVER CORP (DOV) | 1,032,611. | 930,931. |
| EBAY INC (EBAY) | 476,964. | 603,873. |
| EXPRESS SCRIPTS HLDG CO (ESRX) | 1,097,442. | 1,330,817. |
| FACEBOOK INC (FB) | 70,143. | 387,242. |
| FISERV INC (FISV) | 1,150,828. | 1,522,809. |
| ALPHABET INC CL A (GOOGL) | 34,716. | 101,141. |
| ALPHABET INC CL C (GOOG) | 34,609. | 98,654. |
| JPMORGAN CHASE & CO (JPM) | 113,575. | 226,153. |
| JOHNSON & JOHNSON (JNJ) | 113,792. | 183,869. |
| LOWES COS INC (LOW) | 734,335. | 1,097,257. |
| MCKESSON CORP (MCK) | 1,029,014. | 1,118,886. |
| MICROSOFT CORP (MSFT) | 116,028. | 266,581. |
| ORACLE CORP (ORCL) | 618,160. | 579,585. |
| PEPSICO INC (PEP) | 80,923. | 209,333. |
| PRESTIGE BRANDS HLDGS INC (PBH) | 361,673. | 661,776. |
| PRICELINE GROUP INC (PCLN) | 1,054,905. | 1,215,027. |
| SCHLUMBERGER LIMITED (SLB) | 70,649. | 121,365. |
| WALGREENS BOOTS ALLIANCE INC (WBA) | 101,323. | 306,558. |
| WATERS CORP (WAT) | 36,860. | 185,721. |
| WELLS FARGO & CO (WFC) | 99,974. | 198,414. |
| BERKSHIRE HATHAWAY INC (BRKB) | 928,590. | 932,599. |
| MOODYS CORP (MCO) | 936,379. | 919,114. |
| PAYPAL HOLDINGS INC (PYPL) | 675,630. | 795,495. |
| SCHWAB CHARLES CORP (SCHW) | 939,473. | 992,313. |
| TIME WARNER CABLE (TWC) | 928,974. | 917,186. |
| UNITED PARCEL SVC INC (UPS) | 688,149. | 638,486. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 16,940,244. | 20,950,507. |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| NEW MARKETS VENTURE PARTNERS II LP | COST | 199,324. | 394,121. |
| SOLIDUS COMPANY LP | COST | 567,377. | 607,959. |
| JI WIRE INC | COST | 564,294. | 564,294. |
| ADVANCED CANCER THERAPEUTICS LLC | COST | 0. | 420,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1,330,995. | 1,986,374. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| GRANT SOFTWARE | 17,345. | 13,973. | 3,372. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 17,345. | 13,973. | 3,372. |

FORM 990-PF PAGE 1

FORM 990-PF PAGE 1

528111
04-01-15

• ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone