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EXTENDED TO OCTOBER 16, 2017

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

DEC 1, 2015

, and ending

NOV 30, 2016

Name of foundation

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

333 EAST MAIN STREET

Room/suite

401

City or town, state or province, country, and ZIP or foreign postal code

LOUISVILLE, KY 40202

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 17,078,826. (Part I, column (d) must be on cash basis)

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

A Employer identification number

27-4432411

B Telephone number

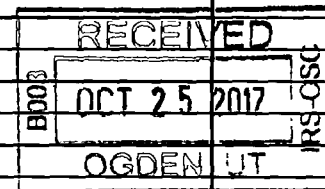
502-805-7203

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	4,582,371.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
4 Dividends and interest from securities	190,624.	190,624.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	50,264.			
b Gross sales price for all assets on line 6a	375,134.			
7 Capital gain net income (from Part IV, line 2)		50,264.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	4,823,260.	240,889.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	10,153.	5,077.		5,076.
c Other professional fees STMT 4	14,223.	3,453.		10,770.
17 Interest				
18 Taxes STMT 5	900.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	4,495.	0.		3,661.
24 Total operating and administrative expenses. Add lines 13 through 23	29,771.	8,530.		19,507.
25 Contributions, gifts, grants paid	695,229.			695,229.
26 Total expenses and disbursements. Add lines 24 and 25	725,000.	8,530.		714,736.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,098,260.			
b Net investment income (if negative, enter -0-)		232,359.		
c Adjusted net income (if negative, enter -0-)			N/A	

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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**THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			358,439.	234,753.	234,753.
	2 Savings and temporary cash investments			2,418.	2,109.	2,109.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 8		8,495,367.	9,982,746.	16,841,964.
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			8,856,224.	10,219,608.	17,078,826.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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			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			8,856,224.	10,219,608.		
30 Total net assets or fund balances			8,856,224.	10,219,608.		
31 Total liabilities and net assets/fund balances			8,856,224.	10,219,608.		

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	8,856,224.
2 Enter amount from Part I, line 27a	2	4,098,260.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,954,484.
5 Decreases not included in line 2 (itemize) ▶	5	2,734,876.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,219,608.

SEE STATEMENT 7

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 (SHORT-TERM)				
b PUBLICLY TRADED SECURITIES (LONG-TERM)				
c SCHERING-PLOUGH LITIGATION SETTLEMENT		P		02/16/16
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 80,584.		76,844.	3,740.
b 294,499.		248,026.	46,473.
c 51.			51.
d			
e			

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			3,740.
b			46,473.
c			51.
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	50,264.
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 **See Attachment (Next Page)**

(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	744,604.	18,860,318.	.039480
2013	942,845.	18,562,613.	.050793
2012	548,736.	15,142,439.	.036238
2011	733,614.	13,848,797.	.052973
2010	0.	1,968,352.	.000000

2 Total of line 1, column (d)	2	.179484
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	.035897
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	17,566,477.
5 Multiply line 4 by line 3	5	630,584.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,778.
7 Add lines 5 and 6	7	633,362.
8 Enter qualifying distributions from Part XII, line 4	8	863,441.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1	2,324.
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	2,324.
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	2,324.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,412.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,412.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	1,088.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 1,088. 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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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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 ► 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 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?	☐ 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 ► ☐		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?		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? If "Yes," list the years ► _____, _____, _____ ☐ 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.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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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

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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

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

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,897,708.
b	Average of monthly cash balances	1b	257,237.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	15,154,945.
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	15,154,945.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	227,324.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,927,621.
6	Minimum investment return. Enter 5% of line 5	6	746,381.

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	746,381.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,324.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,324.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	744,057.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	744,057.
6	Deduction from distributable amount (see instructions)	6	8,061.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	735,996.

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	714,736.
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	714,736.
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	2,324.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	712,412.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				735,996.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			224,613.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 714,736.				
a Applied to 2014, but not more than line 2a			224,613.	
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				490,123.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				245,873.
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	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

**THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.**

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	10,000.
ALS ASSOCIATION MASSACHUSETTS CHAPTER 315 NORWOOD PARK SOUTH, 1ST FLOOR NORWOOD, MA 02062	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	330.
AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDATION, INC. 315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
AMERICAN RED CROSS 510 E. CHESTNUT STREET LOUISVILLE, KY 40201	NONE	PC	GENERAL OPERATING SUPPORT - DISASTER RELIEF	10,000.
Total	SEE CONTINUATION SHEET(S)			695,229.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1.	
4	Dividends and interest from securities			14	190,624.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	50,264.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		240,889.	0.
13	Total. Add line 12, columns (b), (d), and (e)				240,889.	0.

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

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
1a(1)			X
1a(2)			X
1b(1)			X
1b(2)			X
1b(3)			X
1b(4)			X
1b(5)			X
1b(6)			X
1c			X

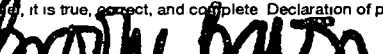
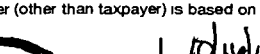
[illegible]

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.

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

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		10/15/17 Date		DIRECTOR Title	
Paid Preparer Use Only	Print/Type preparer's name WILLIAM EVERSOLE		Preparer's signature 		Check ☐ if self-employed	
	Firm's name ▶ SUMMIT STRATEGIC ADVISORS, LLC		Date 10/15/17		PTIN P00197408	
	Firm's address ▶ 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202				Firm's EIN ▶ 46-4686980 Phone no. 502-805-7202	

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

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

Employer identification number

27-4432411

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

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

Employer identification number

27-4432411

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	OWSLEY BROWN II COCKAYNE FUND, INC. (\$35,246 CASH) C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 4,582,371.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

Employer identification number

27-4432411

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
<u>1</u>	474 SHS ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR (BUD)	\$ <u>59,073.</u>	<u>08/02/16</u>
<u>1</u>	255 SHS BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	\$ <u>36,544.</u>	<u>08/02/16</u>
<u>1</u>	87 SHS CHARTER COMMUNICATIONS INC (CHTR)	\$ <u>20,514.</u>	<u>08/02/16</u>
<u>1</u>	441 SHS COMCAST CORP NEW CL A (CMCSA)	\$ <u>29,503.</u>	<u>08/02/16</u>
<u>1</u>	313 SHS DOVER CORP (DOV)	\$ <u>21,807.</u>	<u>08/02/16</u>
<u>1</u>	633 SHS EXPRESS SCRIPTS HLDG CO COM (ESRX)	\$ <u>47,747.</u>	<u>08/02/16</u>

Name of organization

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

Employer identification number

27-4432411

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
<u>1</u>	1,003 SHS LOWES COS INC COM (LOW)	\$ <u>82,216.</u>	<u>08/02/16</u>
<u>1</u>	275 SHS MCKEESON CORP (MCK)	\$ <u>53,221.</u>	<u>08/02/16</u>
<u>1</u>	307 SHS MOODYS CORP (MCO)	\$ <u>31,986.</u>	<u>08/02/16</u>
<u>1</u>	212 SHS PRESTIGE BRANDS HLDGS INC (PBH)	\$ <u>11,183.</u>	<u>08/02/16</u>
<u>1</u>	24 SHS PRICELINE GROUP INC COM (PCLN)	\$ <u>32,289.</u>	<u>08/02/16</u>
<u>1</u>	269 SHS UNITED PARCEL SVC INC CL B (UPS)	\$ <u>28,907.</u>	<u>08/02/16</u>

Employer identification number

27-4432411

Part II

[illegible]

Name of organization

Employer identification number

**THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.**

27-4432411

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.

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

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

27-4432411

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
AMERICAN RED CROSS 510 E. CHESTNUT STREET LOUISVILLE, KY 40201	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
AMERICAN RED CROSS 510 E. CHESTNUT STREET LOUISVILLE, KY 40201	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
BIG BROTHERS BIG SISTERS OF KENTUCKIANA, INC. 1519 GARDINER LANE LOUISVILLE, KY 40218	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
CATHEDRAL OF THE ASSUMPTION 433 S. FIFTH STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
CAVE HILL HERITAGE FOUNDATION INCORPORATED 701 BAXTER AVE LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
CENTER FOR WOMEN AND FAMILIES INC 927 S SECOND STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
CHURCH OF THE ADVENT 901 BAXTER AVE. LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
CREATIVE CAPITAL FOUNDATION 15TH MAIDEN LANE - 18TH FLOOR NEW YORK, NY 10038	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
DARE TO CARE FOOD BANK P.O. BOX 35458 LOUISVILLE, KY 40232	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
Total from continuation sheets				668,899.

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

27-4432411

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
DISCOVERY LAND COMPANY FOUNDATION 301 N CANON DR STE 328 BEVERLY HILLS, CA 90210	NONE	PC	GENERAL OPERATING SUPPORT - DISASTER RELIEF	10,000.
FUND FOR THE ARTS, INC. 623 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
GILDA'S CLUB LOUISVILLE INC 633 BAXTER AVE LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	SCHOLARSHIP FUND	10,000.
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	GENERAL OPERATING SUPPORT	16,667.
KENTUCKIANS FOR THE COMMONWEALTH P.O. BOX 1450 LONDON, KY 40743	NONE	PC	GENERAL OPERATING SUPPORT	20,335.
KENTUCKIANS FOR THE COMMONWEALTH P.O. BOX 1450 LONDON, KY 40743	NONE	PC	GENERAL OPERATING SUPPORT	20,000.
KENTUCKY COLLEGE OF ART + DESIGN AT SPALDING UNIVERSITY 845 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST LOUISVILLE, KY 40202	NONE	PC	CAPITAL CAMPAIGN	20,000.
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	9,138.
Total from continuation sheets				

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

27-4432411

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 PUBLIC RADIO, INC. DBA LOUISVILLE PUBLIC MEDIA 619 S. FOURTH STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
KENTUCKY PUBLIC RADIO, INC. DBA LOUISVILLE PUBLIC MEDIA 619 S. FOURTH STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	17,301.
KENTUCKY REFUGEE MINISTRIES INC 969B CHEROKEE RD LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET, SUITE 217 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET, SUITE 217 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
KOSAIR CHILDREN'S HOSPITAL FOUNDATION P.O. BOX 32353 LOUISVILLE, KY 40232	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
KOSAIR CHILDREN'S HOSPITAL FOUNDATION P.O. BOX 32353 LOUISVILLE, KY 40232	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	30,000.
LOUISVILLE ORCHESTRA 323 WEST BROADWAY, SUITE 700 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	7,500.
Total from continuation sheets				

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

27-4432411

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
METRO UNITED WAY INC P.O. 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.
OWSLEY BROWN FRAZIER HISTORICAL ARMS MUSEUM FOUNDATION, INC 829 W. MAIN STREET LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	12,500.
PLANNED PARENTHOOD OF INDIANA AND KENTUCKY 200 S. MERIDIAN STREET, SUITE 400 INDIANAPOLIS, IN 46206	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
ROYAL ACADEMY OF ARTS BURLINGTON HOUSE - PICCADILLY MAYFAIR, LONDON, UNITED KINGDOM	NONE	PC	PROJECT SUPPORT	11,614.
ROYAL ACADEMY OF ARTS BURLINGTON HOUSE - PICCADILLY MAYFAIR, LONDON, UNITED KINGDOM	NONE	PC	PROJECT SUPPORT	22,590.
ROYAL ACADEMY OF ARTS BURLINGTON HOUSE - PICCADILLY MAYFAIR, LONDON, UNITED KINGDOM	NONE	PC	PROJECT SUPPORT	50,000.
SARABANDE BOOKS INC 2234 DUNDEE ROAD SUITE 200 LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	500.
SEED CAPITAL KENTUCKY, INC. 200 YORK STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
ST. PAUL'S CATHEDRAL IN LONDON ST. PAUL'S CHURCHYARD MAYFAIR, LONDON, UNITED KINGDOM	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION, INC.

27-4432411

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
TEACH KENTUCKY INC 2000 STRATHMOOR BLVD. LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
UNIVERSITY OF LOUISVILLE FOUNDATION 2301 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	25,421.
UNIVERSITY OF LOUISVILLE FOUNDATION 2301 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	33,333.
WESTOVER SCHOOL P.O. BOX 847 MIDDLEBURY, CT 06762	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
WOODS HOLE RESEARCH CENTER INC 149 WOODS HOLE RD FALMOUTH, MA 02540	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
WOODS HOLE RESEARCH CENTER INC 149 WOODS HOLE RD FALMOUTH, MA 02540	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION, INC
TAX YEAR ENDING NOVEMBER 30, 2016

27-4432411

ATTACHMENT TO FORM 990-PF, PART XI, LINE 6

PART XI, LINE 6 - DEDUCTION FROM DISTRIBUTABLE AMOUNT

THE OWSLEY BROWN II COCKAYNE FUND, INC (EIN: 45-2961442) HAD EXCESS QUALIFYING DISTRIBUTIONS UNDER IRC SEC. 4942(i) REMAINING AT THE TIME OF THE SUBSTANTIAL CONTRACTION/LIQUIDATION. ACCORDINGLY, PURSUANT TO TREAS REG 1.507-3(a)(9)(i), TRANSFERREE FOUNDATIONS REDUCE THEIR OWN DISTRIBUTABLE AMOUNTS FOR PURPOSES OF IRC SEC. 4942 BY THEIR PROPORTIONATE SHARE OF THE TRANSFEROR FOUNDATION'S EXCESS QUALIFYING DISTRIBUTIONS UNDER IRC SEC 4942(i)

THE FOUNDATION'S PROPORTIONATE SHARE OF EXCESS QUALIFYING DISTRIBUTIONS TRANSFERRED FROM THE OWSLEY BROWN II COCKAYNE FUND, INC IS:

8,061

THIS AMOUNT HAS BEEN DEDUCTED ON PART XI, LINE 6 FROM THE FOUNDATION'S DISTRIBUTABLE AMOUNT.

ATTACHMENT TO FORM 990-PF, PART V

DURING THE TAX YEAR ENDING IN 2016, THE FOUNDATION RECEIVED ASSETS FROM ANOTHER PRIVATE FOUNDATION (OWSLEY BROWN II COCKAYNE FUND, INC (EIN 45-2961442) IN A TRANSFER DESCRIBED IN IRC 507(b)(2). AS OF AUGUST 31, 2016, THE OWSLEY BROWN II COCKAYNE FUND, INC TRANSFERRED ALL OF ITS ASSETS IN A SUBSTANTIAL CONTRACTION/LIQUIDATION TO MULTIPLE PRIVATE FOUNDATIONS, INCLUDING THIS FOUNDATION. THE FOUNDATION AND THE OWSLEY BROWN II COCKAYNE FUND, INC ARE EFFECTIVELY CONTROLLED BY THE SAME PERSONS

PART V - QUALIFICATION UNDER SECTION 4940(e) FOR REDUCED TAX ON NET INVESTMENT INCOME

PER THE TRANSFER DESCRIBED ABOVE, THE FOUNDATION BECAME A SUCCESSOR TO THE OWSLEY BROWN II COCKAYNE FUND, INC (EIN: 45-2961442) PURSUANT TO IRC SEC 4940(e)(6)(A), A SUCCESSOR (TRANSFeree) FOUNDATION SHALL TAKE INTO ACCOUNT THE EXPERIENCE OF THE PREDECESSOR (TRANSFEROR) FOUNDATION IN DETERMINING QUALIFICATION FOR REDUCED TAX ON NET INVESTMENT INCOME UNDER IRC SEC 4940(e) ACCORDINGLY, THE FOUNDATION IS MAKING THE FOLLOWING ADJUSTMENTS TO FORM 990-PF, PART V TO INCLUDE ITS PROPORTIONATE EXPERIENCE OF THE OWSLEY BROWN II COCKAYNE FUND, INC (EIN 45-2961442).

LINE 1 - BASE PERIOD AMOUNTS

(a) BASE PERIOD YEARS

(b) ADJUSTED QUALIFYING DISTRIBUTIONS

	THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED COLUMN (b) TOTALS
2014	497,181	247,423	744,604
2013	758,181	184,664	942,845
2012	403,493	145,243	548,736
2011	551,653	181,961	733,614
2010	-	-	-

(a) BASE PERIOD YEARS

(c) NET VALUE OF NONCHARITABLE -USE ASSETS

	THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED COLUMN (c) TOTALS
2014	14,157,237	4,703,081	18,860,318
2013	14,192,201	4,370,412	18,562,613
2012	11,506,624	3,635,815	15,142,439
2011	10,646,461	3,202,336	13,848,797
2010	1,706,649	261,703	1,968,352

LINE 4 - NET VALUE OF NON-CHARITABLE ASSETS FOR 2015

	THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 4 TOTAL
2015	14,927,621	2,638,856	17,566,477
	(PART X, LINE 5)		

LINE 6 - 1% OF NET INVESTMENT INCOME

	THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 6 TOTAL
2015	2,324	454	2,778
	(1% OF PART I, LINE 27b)		

LINE 8 - QUALIFYING DISTRIBUTIONS

	THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 8 TOTAL
2015	714,736	148,705	863,441
	(PART XII, LINE 4)		

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 SERVICES	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

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	189,657.	0.	189,657.	189,657.	
FIDELITY-NATIONAL FINANCIAL SERVICES	967.	0.	967.	967.	
TO PART I, LINE 4	190,624.	0.	190,624.	190,624.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND ACCOUNTING FEES	10,153.	5,077.		5,076.
TO FORM 990-PF, PG 1, LN 16B	10,153.	5,077.		5,076.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	14,223.	3,453.		10,770.
TO FORM 990-PF, PG 1, LN 16C	14,223.	3,453.		10,770.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT YEAR ESTIMATED EXCISE TAX PAYMENTS	900.	0.		0.
TO FORM 990-PF, PG 1, LN 18	900.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEE	834.	0.		0.
SOFTWARE LICENSE	3,661.	0.		3,661.
TO FORM 990-PF, PG 1, LN 23	4,495.	0.		3,661.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
FMV-TAX BASIS DIFFERENCE FOR CONTRIBUTIONS RECEIVED	2,734,876.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,734,876.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	13,148.	15,744.
EXPRESS SCRIPTS HLDG CO COM (ESRX)	14,898.	15,404.
LOWES COS INC COM (LOW)	10,308.	14,674.
BROWN FORMAN CORP CL A (BFA)	6,230.	249,504.
BROWN FORMAN CORP CL B (BFB)	9,857,074.	16,458,047.
CHARTER COMMUNICATIONS (CHTR)	10,527.	15,417.
COMCAST CORP (CMCSA)	13,544.	15,501.
MCKESSON CORP (MCK)	15,860.	13,087.
MOODYS CORP (MCO)	13,903.	13,668.
PRICELINE GROUP (PCLN)	13,045.	15,037.
UNITED PARCEL SERVICE (UPS)	14,209.	15,881.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,982,746.	16,841,964.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR	ADDRESS
OWSLEY BROWN II COCKAYNE FUND, INC	C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202
ESTATE OF MARTIN SHALLENBERGER	C/O PNC WEALTH MANAGEMENT, 101 S FIFTH STREET LOUISVILLE, KY 40202