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

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

OMB No 1545-0052

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.

2016

Open to Public Inspection

For calendar year 2016 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: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
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) \$ 61,246,785.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		45,312,953.		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		14.	14.		STATEMENT 1
4 Dividends and interest from securities		234,232.	234,232.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		777,414.			
b Gross sales price for all assets on line 6a		4,073,502.			
7 Capital gain net income (from Part IV, line 2)			777,414.		
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		2,585.	6,991.		STATEMENT 3
12 Total. Add lines 1 through 11		46,327,198.	1,018,651.		
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		11,542.	5,771.		5,771.
c Other professional fees STMT 5		140,611.	115,226.		25,385.
17 Interest					
18 Taxes STMT 6		9,768.	7,768.		0.
19 Depreciation and depletion		3,372.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		425.	0.		425.
22 Printing and publications					
23 Other expenses STMT 7		10,550.	9,896.		500.
24 Total operating and administrative expenses. Add lines 13 through 23		176,268.	138,661.		32,081.
25 Contributions, gifts, grants paid		5,091,631.			5,091,631.
26 Total expenses and disbursements. Add lines 24 and 25		5,267,899.	138,661.		5,123,712.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		41,059,299.			
b Net investment income (if negative, enter -0-)			879,990.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		68,838.	43,124.	43,124.
	2	Savings and temporary cash investments		279,687.	80,582.	80,582.
	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 ▶	630,000.			
		Less: allowance for doubtful accounts ▶	0.	673,677.	630,000.	630,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 9	16,940,244.	35,049,452.	58,760,084.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	1,330,995.	1,545,197.	1,732,995.	
14	Land, buildings, and equipment: basis ▶	17,345.				
	Less: accumulated depreciation	STMT 11 ▶	17,345.	3,372.	0.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		19,296,813.	37,348,355.	61,246,785.	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		13,142,147.	13,142,147.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		6,154,666.	24,206,208.	
	30	Total net assets or fund balances		19,296,813.	37,348,355.	
	31	Total liabilities and net assets/fund balances		19,296,813.	37,348,355.	

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	19,296,813.
2	Enter amount from Part I, line 27a	2	41,059,299.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	60,356,112.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	23,007,757.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,348,355.

Part IV Capital Gains and Losses for Tax on Investment Income

SEE ATTACHED STATEMENT

(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					
b					
c					
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					
b					
c					
d					
e	4,073,502.	3,296,088.	777,414.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			777,414.		
2 Capital gain net income or (net capital loss)	<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	777,414.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div>		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))
2015	6,500,422.	52,591,032.	.123603
2014	8,464,960.	50,519,763.	.167557
2013	3,498,292.	43,593,484.	.080248
2012	2,334,600.	38,415,553.	.060772
2011	1,103,013.	21,722,257.	.050778

2 Total of line 1, column (d)

2 .482958

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 .096592

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

See Attachment (Next Page)

4 55,670,083.

5 Multiply line 4 by line 3

5 5,377,285.

6 Enter 1% of net investment income (1% of Part I, line 27b)

See Attachment (Next Page)

6 11,492.

7 Add lines 5 and 6

7 5,388,777.

8 Enter qualifying distributions from Part XII, line 4

See Attachment (Next Page)

8 6,005,234.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. 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	8,800.
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	8,800.
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	8,800.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	7,403.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	35,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,403.	
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	33,603.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 33,603. 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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 ▶ 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 2016, 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 ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	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

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**

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/DIRECT			
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

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

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

Expenses

Amount**Total.** Add lines 1 through 3

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	37,836,995.
b	Average of monthly cash balances	1b	436,509.
c	Fair market value of all other assets	1c	2,362,995.
d	Total (add lines 1a, b, and c)	1d	40,636,499.
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	40,636,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	609,547.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,026,952.
6	Minimum investment return. Enter 5% of line 5	6	2,001,348.

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	2,001,348.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,800.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,800.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,992,548.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,992,548.
6	Deduction from distributable amount (see instructions)	6	47,788.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,944,760.

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	5,123,712.
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	5,123,712.
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	8,800.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,114,912.

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 (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,944,760.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	96,931.			
b From 2012	294,656.			
c From 2013	1,662,298.			
d From 2014	6,228,441.			
e From 2015	3,808,662.			
f Total of lines 3a through e	12,090,988.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 5,123,712.				
a Applied to 2015, 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 2016 distributable amount				1,944,760.
e Remaining amount distributed out of corpus	3,178,952.			
5 Excess distributions carryover applied to 2016 (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	15,269,940.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	96,931.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	15,173,009.			
10 Analysis of line 9:				
a Excess from 2012	294,656.			
b Excess from 2013	1,662,298.			
c Excess from 2014	6,228,441.			
d Excess from 2015	3,808,662.			
e Excess from 2016	3,178,952.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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.)

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

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.

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient 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				
21ST CENTURY PARKS, INC. 471 W. MAIN STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
ACTORS THEATRE OF LOUISVILLE, INC. 316 W. MAIN STREET LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	25,000.
ACTORS THEATRE OF LOUISVILLE, INC. 316 W. MAIN STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
ALUMNI FUND ASSOCIATION OF YALE UNIVERSITY P.O. BOX 1890 NEW HAVEN, CT 06510	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	5,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			5,091,631.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

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 #4674-SHORT TERM			
b PUBLICLY TRADED SECURITIES-FIDELITY #4674-LONG TERM			
c PUBLICLY TRADED SECURITIES-FIDELITY #1230-LONG TERM			
d JL MCGREGOR PACIFIC EPOCH	P	05/06/11	12/06/16
e CLASS ACTION SETTLEMENT PROCEEDS			
f NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	P		12/31/16
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 494,210.		474,638.	19,572.
b 3,109,566.		2,410,989.	698,577.
c 394,405.		366,784.	27,621.
d 30,882.		43,677.	-12,795.
e 3,597.			3,597.
f 40,842.			40,842.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,572.
b			698,577.
c			27,621.
d			-12,795.
e			3,597.
f			40,842.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	777,414.
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 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 FARMLAND TRUST 1150 CONNECTICUT AVE NW, SUITE 600 WASHINGTON, DC 20036	NONE	PC	CAPITAL CAMPAIGN	1,000.
AMERICAN LUNG ASSOCIATION OF THE MIDLAND STATES P.O. BOX 9067 LOUISVILLE, KY 40209	NONE	PC	GENERAL OPERATING SUPPORT	5,100.
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.
ASIA INSTITUTE CRANE HOUSE 1244 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	200.
BELLARMINI UNIVERSITY 2001 NEWBURG ROAD LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	1,500.
BERRY CENTER, INC. 19 NORTH MAIN STREET NEW CASTLE, KY 40050	NONE	PC	PROJECT SUPPORT	75,000.
BERRY CENTER, INC. 19 NORTH MAIN STREET NEW CASTLE, KY 40050	NONE	PC	GENERAL OPERATING SUPPORT	6,386.
BOURBON BAROQUE, INC. P.O. BOX 4176 LOUISVILLE, KY 40204	NONE	PC	PROJECT SUPPORT	5,000.
BRIGHTSIDE 527 W. JEFFERSON STREET, SUITE 606 LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	500.
Total from continuation sheets				5,005,631.

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	40,000.
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	29,258.
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	CAPITAL CAMPAIGN	6,717.
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	EVENT SUPPORT	170.
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	100,000.
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	125,000.
CENTER FOR NEIGHBORHOODS 610 SOUTH 4TH STREET, SUITE 609 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CITIZENS OF LOUISVILLE ORGANIZED AND UNITED TOGETHER 1113 S 4TH STREET, SUITE 350 LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
CLEVELAND MUSEUM OF ART 11150 EAST BLVD CLEVELAND, OH 44106	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
DAY SPRING INC 3430 DAY SPRING CT LOUISVILLE, KY 40213	NONE	PC	MEMORIAL GIFT	250.
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
DEMOCRACY COLLABORATIVE FOUNDATION INC 1422 EUCLID AVE, SUITE 616 CLEVELAND, OH 44115	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
ENGLISH SPEAKING UNION OF THE UNITED STATES 10505 TAYLORSVILLE RD LOUISVILLE, KY 40299	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
ERITREAN DEVELOPMENT FOUNDATION INC P.O. BOX 395 SPRINGFIELD, VA 22150	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
EVERY VOICE CENTER 1211 CONNECTICUT AVE NW, SUITE 600 WASHINGTON, DC 20036	NONE	PC	GENERAL OPERATING SUPPORT	33,500.
FAIRNESS EDUCATION FUND INC 2263 FRANKFORT AVE LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
FAMILY COMMUNITY CLINIC, INC. 1406 E. WASHINGTON STREET LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
FILSON HISTORICAL SOCIETY, INC. 1310 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
FILSON HISTORICAL SOCIETY, INC. 1310 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	ENDOWMENT	650,000.
FRIENDS OF SULGRAVE MANOR 3759 PORT WAY DRIVE HARBOR SPRINGS, MI 49740	NONE	PC	GENERAL OPERATING SUPPORT	500.
FUND FOR THE ARTS, INC. 623 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	62,400.
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
GILDA'S CLUB LOUISVILLE INC 633 BAXTER AVE LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	20,000.
GREEN CASTLE BAPTIST CHURCH 4970 MURPHY LANE LOUISVILLE, KY 40241	NONE	PC	CAPITAL CAMPAIGN	80,000.
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	1,423.
HISTORIC LOCUST GROVE INC 561 BLANKENBAKER LN LOUISVILLE, KY 40207	NONE	PC	GENERAL OPERATING SUPPORT	3,577.
HOSPARUS, INC. 3532 EPHRAIM MCDOWELL DRIVE LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
KENTUCKIANS FOR THE COMMONWEALTH KENTUCKY COALITION, P.O. BOX 1450 LONDON, KY 40743	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
KENTUCKY COLLEGE OF ART + DESIGN AT SPALDING UNIVERSITY 845 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	100,000.
KENTUCKY COLLEGE OF ART + DESIGN AT SPALDING UNIVERSITY 845 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	300,000.
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
KENTUCKY CONSERVATION FOUNDATION INC P.O. BOX 1152 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	40,000.
KENTUCKY COUNCIL OF CHURCHES INC P.O. BOX 23171 LEXINGTON, KY 40523	NONE	PC	GENERAL OPERATING SUPPORT	250.
KENTUCKY ENVIRONMENTAL FOUNDATION P.O. BOX 467 BEREA, KY 40403	NONE	PC	GENERAL OPERATING SUPPORT	24,000.
KENTUCKY HUMANITIES COUNCIL INC 206 E MAXWELL ST LEXINGTON, KY 40508	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
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	32,232.
KENTUCKY NATURAL LANDS TRUST INC 433 CHESTNUT ST BEREA, KY 40403	NONE	PC	GENERAL OPERATING SUPPORT	500.
KENTUCKY NATURAL LANDS TRUST INC 433 CHESTNUT ST BEREA, KY 40403	NONE	PC	GENERAL OPERATING SUPPORT	300,000.
KENTUCKY OPERA ASSOCIATION, INC. 323 WEST BROADWAY, SUITE 601 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	350,000.
KENTUCKY RESOURCES COUNCIL INC P.O. BOX 1070 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
Total from continuation sheets				

Part IV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
KENTUCKY SHAKESPEARE FESTIVAL INC 323 WEST BROADWAY LOUISVILLE, KY 40202	NONE	PC	EVENT SUPPORT	5,000.
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET, SUITE 217 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	20,000.
KENTUCKYONE HEALTH 323 WEST BROADWAY, SUITE 612 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	22,033.
KENTUCKYONE HEALTH 323 WEST BROADWAY, SUITE 612 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	2,967.
KNIGHTS OF COLUMBUS 4417 UPPER RIVER ROAD LOUISVILLE, KY 40222	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
LAND INSTITUTE 2440 E WATER WELL RD SALINA, KS 67401	NONE	PC	GENERAL OPERATING SUPPORT	35,000.
LEGACIES UNLIMITED 956 SOUTH 6TH STREET LOUISVILLE, KY 40203	NONE	PC	EVENT SUPPORT	25,000.
LOUISVILLE CLIMATE ACTION NETWORK 1711 EDGELAND AVE. LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
LOUISVILLE COLLEGIATE SCHOOL P.O. BOX 4369 LOUISVILLE, KY 40204	NONE	PC	CAPITAL CAMPAIGN	94,768.
LOUISVILLE COLLEGIATE SCHOOL P.O. BOX 4369 LOUISVILLE, KY 40204	NONE	PC	CAPITAL CAMPAIGN	1,200.
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 FILM SOCIETY P.O. BOX 6088 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION INC 301 YORK ST LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	500.
LOUISVILLE MASTER CHORALE P.O. BOX 8188 LOUISVILLE, KY 40257	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.
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	250,000.
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	1,200.
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	7,500.
MCLEAN COUNTY HISTORICAL & GENEALOGICAL MUSEUM P.O. BOX 291 CALHOUN, KY 42327	NONE	PC	GENERAL OPERATING SUPPORT	3,000.
Total from continuation sheets				

Part IV 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 PO BOX 4488 LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	60,000.
MUHAMMAD ALI CENTER 144 NORTH SIXTH STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
NANTUCKET COTTAGE HOSPITAL 57 SOUTH PROSPECT STREET NANTUCKET, MA 02554	NONE	PC	CAPITAL CAMPAIGN	250,000.
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD STREET NANTUCKET, MA 01554	NONE	PC	GENERAL OPERATING SUPPORT	2,500.
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.
NEW PIONEERS FOR A SUSTAINABLE FUTURE, INC. 127 W. MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	GENERAL OPERATING SUPPORT	45,000.
NEW PIONEERS FOR A SUSTAINABLE FUTURE, INC. 127 W. MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
OLDHAM COUNTY HISTORICAL SOCIETY 106 NORTH SECOND AVENUE LAGRANGE, KY 40031	NONE	PC	PROJECT SUPPORT	1,000.
ORBMEDIA INC 2609 KLINGLE ROAD, NW WASHINGTON, DC 20008	NONE	PC	GENERAL OPERATING SUPPORT	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
ORBMEDIA INC 2609 KLINGLE ROAD, NW WASHINGTON, DC 20008	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
P E F ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE NEW YORK, NY 10017	NONE	PC	GENERAL OPERATING SUPPORT	2,500.
PASSIONIST EARTH & SPIRIT CENTER INC 1924 NEWBURG RD LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON ST WATERTOWN, MA 02472	NONE	PC	GENERAL OPERATING SUPPORT	250.
PINE MOUNTAIN SETTLEMENT SCHOOL INC 36 HIGHWAY 510 BLEDSE, KY 40810	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
PLYMOUTH COMM RENEWAL CENTER 1626 W CHESTNUT ST LOUISVILLE, KY 40203	NONE	PC	PROJECT SUPPORT	5,000.
RAWTOOLS P.O. BOX 2352 COLORADO SPRINGS, CO 80901	NONE	PC	GENERAL OPERATING SUPPORT	1,000.
SCENIC KENTUCKY INCORPORATED P.O. BOX 23317 LOUISVILLE, KY 40223	NONE	PC	GENERAL OPERATING SUPPORT	3,000.
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	65,000.
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
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	25,000.
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	CAPITAL CAMPAIGN	250,000.
SUSTAINABLE FOOD ALLIANCE 7540 WINDSOR DRIVE, SUITE 205 ALLENTOWN, PA 18195	NONE	PC	GENERAL OPERATING SUPPORT	5,500.
SUSTAINABLE FOOD ALLIANCE 7540 WINDSOR DRIVE, SUITE 205 ALLENTOWN, PA 18195	NONE	PC	GENERAL OPERATING SUPPORT	150,000.
TEACH KENTUCKY INC 2000 STRATHMOOR BLVD. LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
THE COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W. MAIN STREET #1110 LOUISVILLE, KY 40202	NONE	PC	PROJECT 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 325 WEST MAIN STREET, SUITE 1100 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
THE INSTITUTE FOR HEALTHY AIR, WATER AND SOIL 325 WEST MAIN STREET, SUITE 1100 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	187,500.
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
THE NATURE CONSERVANCY OF KENTUCKY 114 WOODLAND AVENUE LEXINGTON, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	2,000.
THE WARWICK FOUNDATION, INC. P.O. BOX 1183 LEXINGTON, KY 40588	NONE	PC	GENERAL OPERATING SUPPORT	5,000.
THE WINNIPEG FOUNDATION USA 1350-ONE LOMBARD PLACE WINNIPEG, MANITOBA, CANADA	NONE	PC	GENERAL OPERATING SUPPORT	30,000.
UNIVERSITY OF LOUISVILLE LOUIS D. BRANDEIS SCHOOL OF LAW - WILSON W. WYATT HALL LOUISVILLE, KY 40292	NONE	PC	PROJECT SUPPORT	5,000.
UNIVERSITY OF LOUISVILLE FOUNDATION 2301 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	100,000.
VILLAGE CAPITAL 419 7TH ST NW, SUITE 300 WASHINGTON, DC 20004	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
WORLD CONFERENCE OF RELIGIONS FOR PEACE INC 777 UNITED NATIONS PLAZA, 9TH FLOOR NEW YORK, NY 10017	NONE	PC	GENERAL OPERATING SUPPORT	500.
WORLD CONFERENCE OF RELIGIONS FOR PEACE INC 777 UNITED NATIONS PLAZA, 9TH FLOOR NEW YORK, NY 10017	NONE	PC	GENERAL OPERATING SUPPORT	100,000.
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 SCHOOL OF FORESTRY & ENVIRONMENTAL STUDIES 408 DUFF LANE LOUISVILLE, KY 40507	NONE	PC	GENERAL OPERATING SUPPORT	75,000.
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

2016**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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

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 C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 2,228,096.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	AUGUSTA BROWN HOLLAND C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 705,550.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	BROOKE BROWN BARZUN C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 728,287.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	OWSLEY BROWN III C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 730,111.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
5	OWSLEY BROWN II COCKAYNE FUND, INC (\$166,446 CASH) C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 27,164,279.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6	OWSLEY BROWN II FAMILY FUND, INC (\$117,534 CASH) C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 13,756,630.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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
2	50 SHS AGIOS PHARMACEUTICALS INC (AGIO)	\$ 2,136.	04/05/16
2	783 SHS CISCO SYSTEMS INC (CSCO)	\$ 21,595.	04/05/16
2	579 SHS IMPERVA INC (IMPV)	\$ 28,701.	04/05/16
2	3,696 SHS PALO ALTO NETWORKS INC (PANW)	\$ 561,496.	04/05/16
2	6,904 SHS PANDORA MEDIA INC (P)	\$ 61,998.	04/05/16
2	400 SHS RED HAT INC (RHT)	\$ 29,624.	04/05/16

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
3	4,603 SHS PALO ALTO NETWORKS INC (PANW)	\$ 728,287.	04/06/16
4	50 SHS AGIOS PHARMACEUTICALS INC (AGIO)	\$ 2,416.	04/06/16
4	784 SHS CISCO SYSTEMS INC (CSCO)	\$ 21,952.	04/06/16
4	578 SHS IMPERVA INC (IMPV)	\$ 29,628.	04/06/16
4	770 SHS NETAPP INC (NTAP)	\$ 20,451.	04/06/16
4	4,144 SHS PALO ALTO NETWORKS INC (PANW)	\$ 655,664.	04/06/16

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
5	272 SHS ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR (BUD)	\$ 33,899.	08/02/16
5	129 SHS BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	\$ 18,487.	08/02/16
5	316 SHS CHARTER COMMUNICATIONS INC (CHTR)	\$ 74,510.	08/02/16
5	214 SHS COMCAST CORP NEW CL A (CMCSA)	\$ 14,317.	08/02/16
5	130 SHS DOVER CORP (DOV)	\$ 9,057.	08/02/16
5	346 SHS EXPRESS SCRIPTS HLDG CO COM (ESRX)	\$ 26,099.	08/02/16

Name of organization OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC	Employer identification number 61-1189915
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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
5	591 SHS LOWES COS INC COM (LOW)	\$ 48,444.	08/02/16
5	153 SHS MCKEESON CORP (MCK)	\$ 29,610.	08/02/16
5	148 SHS MOODYS CORP (MCO)	\$ 15,420.	08/02/16
5	230 SHS PRESTIGE GROUP INC (PBH)	\$ 12,132.	08/02/16
5	16 SHS PRICELINE GROUP INC COM (PCLN)	\$ 21,526.	08/02/16
5	80 SHS UNITED PARCEL SVC INC CL B (UPS)	\$ 8,597.	08/02/16

Name of organization OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC	Employer identification number 61-1189915
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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
5	544,718 SHS BROWN FORMAN CORP CL B (BFB)	\$ 26,685,735.	08/10/16
6	78 SHS BOEING CO (BA)	\$ 10,518.	07/26/16
6	1,766 SHS COMCAST CORP NEW CL A (CMCSA)	\$ 118,640.	07/26/16
6	670 SHS DOVER CORP (DOV)	\$ 48,474.	07/26/16
6	1,013 SHS EXPRESS SCRIPTS HLDG CO COM (ESRX)	\$ 79,510.	07/26/16
6	870 SHS LABORATORY CORP AMER HLDGS COM NEW (LH)	\$ 120,060.	07/26/16

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
6	361 SHS MCKEESON CORP (MCK)	\$ 70,857.	07/26/16
6	1,116 SHS MICROSOFT CORP (MSFT)	\$ 63,344.	07/26/16
6	759 SHS NIKE INC CL B (NKE)	\$ 42,785.	07/26/16
6	84 SHS PRICELINE GROUP INC COM (PCLN)	\$ 111,261.	07/26/16
6	3,003 SHS SCHWAB CHARLES CORP NEW (SCHW)	\$ 86,036.	07/26/16
6	997 SHS UNITED PARCEL SVC INC CL B (UPS)	\$ 110,039.	07/26/16

Employer identification number

61-1189915

C/O ZELKOVA STRATEGIC PARTNERS, LLC

Part II

[illegible]

Name of organization OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC	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.

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

FORM 990-PF 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	14.	14.	
TOTAL TO PART I, LINE 3	14.	14.	

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	7,268.	0.	7,268.	7,268.	
FIDELITY-NATIONAL FINANCIAL SVCS #1230	4,602.	0.	4,602.	4,602.	
FIDELITY-NATIONAL FINANCIAL SVCS #4674	222,362.	0.	222,362.	222,362.	
TO PART I, LINE 4	234,232.	0.	234,232.	234,232.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1	6.	6.	
NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	6,985.	6,985.	
ADVANCED CANCER THERAPEUTICS LLC-SCHEDULE K-1	-5.	0.	
NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	-4,401.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,585.	6,991.	

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	11,542.	5,771.		5,771.
TO FORM 990-PF, PG 1, LN 16B	11,542.	5,771.		5,771.

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	140,611.	115,226.		25,385.
TO FORM 990-PF, PG 1, LN 16C	140,611.	115,226.		25,385.

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	7,768.	7,768.		0.
2016 EXCISE TAXES	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,768.	7,768.		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	138.	0.		0.
KENTUCKY STATE				
TREASURER-FILING FEES	15.	0.		0.
LICENSES - SOFTWARE	500.	0.		500.
PORTFOLIO DEDUCTIONS-NEW				
MARKETS VENTURE K-1	9,896.	9,896.		0.
OTHER DEDUCTIONS-ADVANCED				
CANCER THERAPEUTICS K-1	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	10,550.	9,896.		500.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION

AMOUNT

FIDELITY COST BASIS ADJUSTMENT	95.
FMV-TAX BASIS DIFFERENCE FOR CONTRIBUTIONS RECEIVED	23,007,662.
TOTAL TO FORM 990-PF, PART III, LINE 5	23,007,757.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALPHABET INC CL A (GOOGL)	34,716.	103,019.
ALPHABET INC CL C (GOOG)	34,514.	100,337.
ANHEUSER BUSCH INBEV ADR (BUD)	762,672.	774,141.
APPLE INC (AAPL)	54,251.	214,846.
BERKSHIRE HATHAWAY INC (BRKB)	945,551.	1,172,152.
BROWN FORMAN CORP CL B (BFB)	18,982,228.	36,824,967.
CHARTER COMMUNICATIONS INC (CHTR)	1,007,991.	1,403,610.
CISCO SYS INC (CSCO)	2,632.	47,355.
COMCAST CORP NEW CL A (CMCSK)	1,222,879.	1,531,115.
DANAHER CORP (DHR)	86,883.	170,080.
DOVER CORP (DOV)	519,351.	497,835.
EXPRESS SCRIPTS HLDG CO (ESRX)	1,186,536.	1,120,865.
FACEBOOK INC (FB)	70,143.	425,685.
FISERV INC (FISV)	1,150,828.	1,769,562.
FORTIVE CORP (FTV)	26,248.	58,564.
JOHNSON & JOHNSON (JNJ)	113,792.	206,226.
JPMORGAN CHASE & CO (JPM)	113,575.	295,543.
LABORATORY CORP AMER HLDGS (LH)	63,966.	69,325.
LOWES COS INC (LOW)	763,623.	1,068,294.
MCKESSON CORP (MCK)	1,126,372.	860,959.
MICROSOFT CORP (MSFT)	168,092.	367,931.
MOODYS CORP (MCO)	961,374.	886,892.
ORACLE CORP (ORCL)	618,160.	610,048.
PALO ALTO NETWORKS INC (PANW)	19,399.	1,555,997.
PAYPAL HOLDINGS INC (PYPL)	675,630.	867,353.
PEPSICO INC (PEP)	80,923.	219,200.
PRICELINE GROUP INC (PCLN)	1,116,179.	1,470,458.
PROCTER AND GAMBLE CO (PG)	882,912.	920,676.
SCHLUMBERGER LIMITED (SLB)	70,648.	146,073.
SCHWAB CHARLES CORP (SCHW)	1,006,855.	1,275,157.
UNITED PARCEL SVC INC (UPS)	942,372.	1,041,275.
WALGREENS BOOTS ALLIANCE INC (WBA)	101,323.	297,935.
WATERS CORP (WAT)	36,860.	185,458.
WELLS FARGO & CO (WFC)	99,974.	201,151.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,049,452.	58,760,084.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADVANCED CANCER THERAPEUTICS LLC	COST	0.	85,949.
JI WIRE INC	COST	564,294.	564,294.
NEW MARKETS VENTURE PARTNERS II LP	COST	163,526.	485,401.
REVON SYSTEMS INC	COST	250,000.	250,000.
SOLIDUS COMPANY LP	COST	567,377.	347,351.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,545,197.	1,732,995.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GRANT SOFTWARE	17,345.	17,345.	0.
TOTAL TO FM 990-PF, PART II, LN 14	17,345.	17,345.	0.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 12

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

FORM 990-PF PAGE 1

990-066

828111 04-01-18

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GQ Zone

LINE 1 - BASE PERIOD AMOUNTS

(a) BASE PERIOD YEARS

(b) ADJUSTED QUALIFYING DISTRIBUTIONS

	OWSLEY BROWN II FAMILY FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED COLUMN (b) TOTALS
2015	5,033,702	1,466,720	6,500,422
2014	7,370,270	1,094,690	8,464,960
2013	2,637,293	860,999	3,498,292
2012	1,255,936	1,078,664	2,334,600
2011	1,103,013	-	1,103,013

(a) BASE PERIOD YEARS

(c) NET VALUE OF NONCHARITABLE -USE ASSETS

	OWSLEY BROWN II FAMILY FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED COLUMN (c) TOTALS
2015	24,711,187	27,879,845	52,591,032
2014	24,611,976	25,907,787	50,519,763
2013	22,040,385	21,553,099	43,593,484
2012	19,432,116	18,983,437	38,415,553
2011	20,170,884	1,551,373	21,722,257

LINE 4 - NET VALUE OF NON-CHARITABLE ASSETS FOR 2016

	OWSLEY BROWN II FAMILY FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 4 TOTAL
2016	40,026,952	15,643,131	55,670,083
	(PART X, LINE 5)		

LINE 6 - 1% OF NET INVESTMENT INCOME

	OWSLEY BROWN II FAMILY FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 6 TOTAL
2016	8,800	2,692	11,492
	(1% OF PART I, LINE 27b)		

LINE 8 - QUALIFYING DISTRIBUTIONS

	OWSLEY BROWN II FAMILY FOUNDATION	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 8 TOTAL
2016	5,123,712	881,522	6,005,234
	(PART XII, LINE 4)		

OWSLEY BROWN II FAMILY FOUNDATION, INC.
2016 TAX YEAR

61-1189915

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

PART XI, LINE 6 - DEDUCTION FROM DISTRIBUTABLE AMOUNT

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

47,788

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