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Form **990-PF**

Return of Private Foundation

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

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

2016

Department of the Treasury

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

For calendar year 2016 or tax year beginning , and ending A Employer identification number Name of foundation OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC 61-1189915 Number and street (or P O box number if mail is not delivered to street address) Room/suite **B** Telephone number 333 EAST MAIN STREET 502-805-7203 401 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here LOUISVILLE, KY 40202 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Cash If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col. (c), line 16) 61,246,785. (Part I, column (d) must be on cash basis.) ▶\$ Part I | Analysis of Revenue and Expenses (d) Disbursements for charitable purpose (cash basis only) (c) Adjusted net (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income income 45,312,953 N/A Contributions, gifts, grants, etc., received 2 Check If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments STATEMENT 1 14. STATEMENT 2 234,232. 234,232 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 777,414. 6a Net gain or (loss) from sale of assets not on line 10 RECEIVED b Gross sales price for all assets on line 6a 4,073,502. 777,414 Ö 7 Capital gain net income (from Part IV, line 2) 3 MUY UB 8 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances OGDEN b Less Cost of goods sold c Gross profit or (loss) 2.585 6,991 STATEMENT 3 11 Other income 46,327,198. 1,018,651. 12 Total, Add lines 1 through 11 0. ٥. 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 5,771. STMT 4 11,542. 5,771 b Accounting fees STMT 5 140,611 115,226 25,385. c Other professional fees 17 Interest 9,768. STMT 6 7,768 0. 18 Taxes 19 Depreciation and depletion 3,372. 0. 20 Occupancy 425. 425 0. 21 Travel, conferences, and meetings 22 Printing and publications 500. STMT 7 10,550. 9,896. 23 Other expenses 24 Total operating and administrative 176,268. 138,661 32,081. expenses. Add lines 13 through 23 5,091,631. 5,091,631 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 5,123,712. 5,267,899 138,661 Add lines 24 and 25 27 Subtract line 26 from line 12; 41,059,299 a Excess of revenue over expenses and disbursements 879,990 b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

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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			
column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
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 T17,345.	3,372.	0.	0.		
15 Other assets (describe ►	1				
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.		
17 Accounts payable and accrued expenses			7		
18 Grants payable					
10 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe)					
20 Loais followings, directors, diseas, and other disqualified persons					
22 Other habilities (describe >			}		
ZE Othor habilities (1900) is a					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here	 				
and complete lines 24 through 26 and lines 30 and 31.					
1 *					
25 Temporarily restricted					
26 Permanently restricted			1		
Foundations that do not follow SFAS 117, check here					
51 · · · · · · · · · · · · · · · · · · ·	1	ļ	Ì		
and complete lines 27 through 31. Capital stock, trust principal, or current funds	13,142,147.	13,142,147.			
	0.	0.			
28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds	6,154,666.	24,206,208.	j		
₩	19,296,813.	37,348,355.	ł		
30 Total net assets or fund balances	17,270,013.	37,320,333.	j		
21 Total liabilities and not appare // heleness	19,296,813.	37,348,355.	1		
31 Total liabilities and net assets/fund balances		51,520,555.			
Part III Analysis of Changes in Net Assets or Fund B	alances				
Total net assets or fund balances at beginning of year - Part II, column (a), line	30				
		1.1	19,296,813.		
(must agree with end-of-year figure reported on prior year's return)		1	41,059,299.		
Enter amount from Part I, line 27a		2	41,039,299.		
Other increases not included in line 2 (itemize)		3	60,356,112.		
Add lines 1, 2, and 3	SEE STATEM	ENT 8			
Decreases not included in line 2 (itemize)			23,007,757. 37,348,355.		
Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, o	coluititi (b), iine 30	6	Form 990-PF (2016)		

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Part IV Capital Gains and	d Losses for Tax on Inves	stment	Income		ATTACHED	STAT	EMENT	
(a) List and describe 2-story brick wareh	the kınd(s) of property sold (e.g., recouse; or common stock, 200 shs. Ml	al estate, LC Co.)		(b)	How acquired - Purchase - Donation	(C)	Date acquired mo., day, yr.)	(d) Date sold (mo., day, yr.)
a						\mathbf{I}		
b`				<u> </u>		↓		
C				├-		-		
<u>d</u>				ـــ		⊹ —		
e	70.5			Щ			41.0	
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			((h) Gain or (lo e) plus (f) minu	
8								
<u> </u>					<u> </u>			
<u>c</u>								
d 4,073,502.			3,296,0	8.8	L			777,414
	ain in column (h) and owned by the i	foundation	 			//\ G	ains (Col. (h) ga	
Complete only for about only ing g	(j) Adjusted basis		cess of col. (1)			col. (k), but not less t	han -0-) or
(i) F.M.V. as of 12/31/69	as of 12/31/69		col. (j), if any			Ĺ	osses (from co	l. (h))
a								
b								
c								
d								
e								777,414
	If gain, also enter in	Part I line	7	7				
Capital gain net income or (net capita				•	2			777,414
Net short-term capital gain or (loss)	•						· <u>-</u>	
If gain, also enter in Part I, line 8, col		٥).		Ĵ				
If (loss), enter -0- in Part I, line 8	•			<u>J</u>	3		N/A	<u> </u>
Part V Qualification Und	ler Section 4940(e) for Re	duced	Tax on Net	Inve	estment Ir	ncom	e	
f section 4940(d)(2) applies, leave this Vas the foundation liable for the section f "Yes," the foundation does not qualify Enter the appropriate amount in each	1 4942 tax on the distributable amour	lata thic na	-					Yes X No
1 Enter the appropriate amount in each	in delatini for each year, of		(;	· <u> </u>			- (4)
Base period years Calendar year (or tax year beginning t			Net value of no	c oncha	iritable-use ass		Dis (col. (b)	(d) tribution ratio divided by col. (c))
2015		00,422.			52,591,			.12360
2014		64,960.			50,519,	_		.16755
2013		98,292.			43,593,			.08024
2012		34,600.			38,415, 21,722,			.05077
2011	1,10	03,013.	L		21,122,	457.	- 	.03077
D. Takel of land and and and (d)						1		.48295
2 Total of line 1, column (d)	ear base seried. duude the total on l	una O hu E	or by the number	. of		- 1	2	
3 Average distribution ratio for the 5-y the foundation has been in existence	•	iiie z by 5,	or by the number	UI ye	sai S			.09659
the toundation has been in existence	in less than 5 years					l	3	
Enter the net value of noncharitable-	use assets for 2016 from Part V. line	_s s	ee Attachme	ent (Next Page	;)	4	55,670,083
Litter the net value of noncharitable-	use assets for 2010 from Fart A, fille	J						
Multiply line 4 by line 3							5	5,377,285
Wordpry line 4 by line 6		_				<u> </u>		
6 Enter 1% of net investment income (1% of Part I, line 27b)	S	ee Attachme	ent (Next Page)]]	6	11,492
		Jerry			•••••••	·····		
7 Add lines 5 and 6							7	5,388,777
		ız	44- 1	-7 1	NI 4 D	.,		
B Enter qualifying distributions from P	art XII, line 4	ြ	ee Attachme	ent (next Page	2	8	6,005,234
If line 8 is equal to or greater than lin		and comr	olete that part usu	ng a 1	1% tax rate.	'		
See the Part VI instructions.								
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OWSLEY BROWN II FAMILY FOUNDATION, INC. C/O ZELKOVA STRATEGIC PARTNERS, LLC 61-1189915 Form 990-PF (2016) 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) 8,800. b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► X and enter 1% 1 of Part I, line 27b 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-) 8,800. 3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. 5 8,800. Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-6 Credits/Payments: 7,403. a 2016 estimated tax payments and 2015 overpayment credited to 2016 6a b Exempt foreign organizations - tax withheld at source 6b c Tax paid with application for extension of time to file (Form 8868) 6с 35,000 d Backup withholding erroneously withheld 6d 42,403. 7 Total credits and payments. Add lines 6a through 6d 7 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 33,603. 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 33,603. Refunded 0. Enter the amount of line 10 to be: Credited to 2017 estimated tax 11 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 Х any political campaign?

Đ	bid it spend more than \$ 100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	10		
	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.			L
C	Did the foundation file Form 1120-POL for this year?	1 <u>c</u>		Х
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.			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	1	ĺ '	[
	managers. > \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or		<u> </u>	
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		Х
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		Х
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or		1	ĺ
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law			
	remain in the governing instrument?	6	Х	
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	7	Х	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)	_	l	Į.
	KY	_	1	
b	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)	<u> </u>		
	of each state as required by General Instruction G? If "No," attach explanation	8b	Х	
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	L		
	year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		Х
10	Did any persons become substantial contributors during the tax year? If "Yes." attach a schedule listing their names and addresses STMT 12	10_	Х	(

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had not been removed from jeopardy before the first day of the tax year beginning in 2016?

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Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be Re	equired (continu	ied)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	☐ Ye	s X No	1 1
(2) Influence the outcome of any specific public election (see section 4955); of	· · · ·	ctly.		
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		s X No	1 1
(4) Provide a grant to an organization other than a charitable, etc., organization			•	
4945(d)(4)(A)? (see instructions)	ii addonibba iii doddon		s 🗓 No	1 1
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or adjugational nurnages or fo		• "	
• •	or educational purposes, or it	"	s X No	
the prevention of cruelty to children or animals?	der the eventions described in	 ·-	8 <u></u> NU	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un		i negulations	N/A	5b
section 53.4945 or in a current notice regarding disaster assistance (see instru	·			+ +
Organizations relying on a current notice regarding disaster assistance check h				1 1
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	•	. —	l	1 1
expenditure responsibility for the grant?		/A Ye	s L No	
If "Yes," attach the statement required by Regulations section 53.4945	• •		1	1
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
a personal benefit contract?		Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?		<u></u>	6b X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax		Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu			N/A	7b
Part VIII Information About Officers, Directors, Trust	ees, Foundation Man	agers, Highly		
Paid Employees, and Contractors			<u></u>	
1 List all officers, directors, trustees, foundation managers and their	, 		(4)	
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	to position_	enter -0-)	compensation	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.	ο.
AUGUSTA BROWN HOLLAND	DIRECTOR			
C/O ZELKOVA STRATEGIC PARTNERS, LLC 3	1			
LOUISVILLE KY 40202	0.50	0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc	<u> </u>	-		
<u></u>	(b) Title, and average		(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	employee benefit plans and deferred	account, other
NONE	devoted to position		compensation	allowances
NONE	┨			
	 	-		
	4			
	 	 		
	4			
	1	1		
	<u> </u>			
· · · · · · · · · · · · · · · · · · ·	_			
	1			
Total number of other employees paid over \$50,000				
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Total. Add lines 1 through 3

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

C/O ZELKOVA STRATEGIC PARTNERS, LLC 61-1189915 Form 990-PF (2016) Page 8 Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 37,836,995. a Average monthly fair market value of securities 436,509. b Average of monthly cash balances 1b 2,362,995. c Fair market value of all other assets 1c 40,636,499. d Total (add lines 1a, b, and c) 1d e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets 40,636,499. Subtract line 2 from line 1d 3 609.547. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 40,026,952. Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 2,001,348. Minimum investment return. Enter 5% of line 5 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.) 2,001,348. Minimum investment return from Part X, line 6 8,800 2a Tax on investment income for 2016 from Part VI, line 5 b Income tax for 2016. (This does not include the tax from Part VI.) 8,800. c Add lines 2a and 2b 1,992,548. Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 1,992,548. Add lines 3 and 4 5 See Attachment (Next Page) 47,788. Deduction from distributable amount (see instructions) 6 1,944,760. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 5,123,712. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B 1b 2 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3a 3h **b** Cash distribution test (attach the required schedule) 5,123,712. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

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8,800.

5,114,912.

income. Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

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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,				1 044 760
line 7				1,944,760.
2 Undistributed income, if any, as of the end of 2016		ł		
a Enter amount for 2015 only				
b Total for prior years:	}	0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 96,931.				
b From 2012 294,656.			İ	
c From 2013 1,662,298.				
d From 2014 6, 228, 441.		j		
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	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
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			0.	
4a from line 2a. Taxable amount - see instr.				
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.				

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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

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

Check here [X] 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:

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ACTORS THEATRE OF LOUISVILLE, INC. ACTORS THEATRE OF LOUISVILLE,	Supplementary information	_ '			
Show any idealouship to show a			Payment I		
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UNIVERSITY P.O. BOX 1890 NEW HAVEN, CT 06510 AMERICAN CIVIL LIBERTIES UNION OF NONE PC SENERAL OPERATING SUPPORT SUPPORT SUPPORT 15 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 Total SEE CONTINUATION SHEET(S) Approved for luture payment NONE	LOUISVILLE, RY 40202			+	50,000.
UNIVERSITY P.O. BOX 1890 NEW HAVEN, CT 06510 AMERICAN CIVIL LIBERTIES UNION OF NONE PC SENERAL OPERATING SUPPORT SUPPORT SUPPORT 15 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 Total SEE CONTINUATION SHEET(S) Approved for luture payment NONE					
P.O. BOX 1890 NEW HAVEN, CT 06510 AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDATION, INC. 315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 Total SEE CONTINUATION SHEET(S) Approved for future payment NONE NONE		NONE	PC		
AMERICAN CIVIL LIBERTIES UNION OF NONE PC SENERAL OPERATING SUPPORT 315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 5,000 Total SEE CONTINUATION SHEET(S) > 3a 5,091,631 b Approved for future payment NONE					
KENTUCKY FOUNDATION, INC. 315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 Total SEE CONTINUATION SHEET(S) b Approved for future payment NONE SUPPORT 5,000 5,000 NONE	NEW HAVEN, CT 06510		 		5,000.
KENTUCKY FOUNDATION, INC. 315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 Total SEE CONTINUATION SHEET(S) b Approved for future payment NONE SUPPORT 5,000 5,000 NONE					
315 GUTHRIE STREET, SUITE 300 LOUISVILLE, KY 40202 Total SEE CONTINUATION SHEET(S) Approved for future payment NONE SEE CONTINUATION SHEET(S) NONE		NONE	PC	1	
Total SEE CONTINUATION SHEET(S) Approved for future payment NONE 5,000 Approved for future payment	•]	SUPPORT	
b Approved for future payment NONE	LOUISVILLE, KY 40202		<u>l</u>		5,000.
NONE		NUATION SHEET(S)		<u>▶ 3a</u>	5,091,631.
	Approved for future payment				
Total > 3b 0	NONE				
Total > 3b 0					
Total Data 1			 		
Total > 3b 0					
Total > 3h 0					
Total > 3h 0					
Total > 3h 0			<u> </u>		
Total Data 3h 0					
Total Data 3b 0					
Total Data 3b 0					
Total ▶ 3b					
Form 990-PF (201	Total				0 . orm 990-PF (2016

Form 990-PF (2016) C/O ZELKOVA STRATEGI	•			61-11	189915 _ Page 12
Part XVI-A Analysis of Income-Prod	ucing Activities	S			
Enter gross amounts unless otherwise indicated.	Unrelated b	usiness income		oy section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
b c d					
f					
 g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on savings and temporary cash 					
investments			14	14.	
4 Dividends and interest from securities			14	234,232.	
 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	523000	-4,406.	14	6,991.	
8 Gain or (loss) from sales of assets other than inventory			18	777,414.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
b		<u></u>			
d	1				
e	_ 	-4,406.		1,018,651.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,014,245.
(See worksheet in line 13 instructions to verify calculations.	.)				

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	Part XVI-	Relationship of Activities to the Accomplishment of Exempt Purposes
		·
		
		"
	-	
		
		
		

Form **990-PF** (2016)

623621 11-23-16

Form 990-PF (20)16) C/O ZELI	OVA STRATEGIC	PARTNERS	, LLC		61-:	189915	Page 13
Part XVII	Information Re Exempt Organ		fers To a	nd Transactions a	nd Relations	hips With Non	charitable	
1 Did the ord	anization directly or indi	ectly engage in any o	of the following	g with any other organization	on described in sec	tion 501(c) of		Yes No
				7, relating to political organ				
•	rom the reporting founda							
(1) Cash							1a(1)	х
(2) Other	assets						1a(2)	х
b Other trans							1.51.27	
	of assets to a noncharital	hle evemnt organizati	on				1b(1)	х
• •	ases of assets from a no						1b(2)	х
• •	l of facilities, equipment,	· ·	yanızanon				1b(3)	x
` .	oursement arrangements	Of Other assets					1b(4)	x
` ,	<u> </u>						 	x
	or loan guarantees	mbarahia ar fijadraja	ina aaliaitatia				1b(5)	- x
	mance of services or me						1 <u>b(6)</u>	x x
-	facilities, equipment, ma	-		· ·			1 <u>c</u>	
				dule. Column (b) should al				ets,
				ed less than fair market valu	ie in any transactio	n or snaring arranger	nent, snow in	
) the value of the goods,				1 (4) -			
(a) Line no	(b) Amount involved	(c) Name of		exempt organization	(0) Description	on of transfers, transaction	ns, and sharing arr	angements
			N/A					
								
	_							
							<u> </u>	
					<u></u>			
		"						
								_
			 					
in section	501(c) of the Code (othe emplete the following sch	r than section 501(c) edule.			izations described		Yes	X No
	(a) Name of org	ganization		(b) Type of organization	 	(c) Description of re	elationship	
	N/A							
				<u></u>	↓			
								
								
					<u></u>			
Sign Here	elief, it is true correct, and con	nplete Deciration of pre	return, including parer (other than	- 1 19709(1	DIRECTO	has any knowledge	May the IRS return with the shown below X Yes	e preparer (see instr)?
	Print/Type preparer's pe		Droporosis -	Date	Title	Check I if	PTIN	
	Print/Type preparer's na	11116	Preparer's s	ignature /	Date		FIIN	
Paid		_	מ חד	n h	10/1/2	self- employed	-0010-:-	
	WILLIAM EVERSOI		10 10		1/0/13/17	ــــــــــــــــــــــــــــــــــــــ	P00197408	
Preparer	Firm's name ► SUMM	IT STRATEGIC A	DVISORS,	LLC	• 1	Firm's EIN	46-4686980	
Use Only	<u> </u>							
	Firm's address > 333		-	TE 401				
	LOU	ISVILLE, KY 4	0202			Phone no. 502	-805-7202	
							Form 99	0-PF (201

C/O ZELKOVA STRATEGIC PAR	RTNERS, LLC	61_11899	915 P	AGE 1	OF :
Pantily Capital Gains and Los	ses for Tax on Investment Income				
(a) List and	describe the kind(s) of property solick warehouse; or common stock, 2	d, e.g., real estate, 00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
PUBLICLY TRADED SECUR	ITIES-FIDELITY #4674-SHO	ORT TERM			
	ITIES-FIDELITY #4674-LO				
	ITIES-FIDELITY #1230-LO	NG TERM			
JL MCGREGOR PACIFIC E			P	05/06/11	12/06/16
CLASS ACTION SETTLEMEN					
NEW MARKETS VENTURE P	TRS II LP-SCHEDULE K-1		P		12/31/16
					
1				 	-
<u> </u>					
<u> </u>					
<u>{ </u>					
1			 		
·					
0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) t (µ) Gain or (loss) blus (f) minus (g)	
494,210.		474,638.			19,572
3,109,566.		2,410,989.			698,577
394,405.	 	366,784.	· · · · · · · · · · · · · · · · · · ·		27,621
30,882.		43,677.			-12,795
3,597.					3,597
40,842.		 			40,842
		 			
				-	
	 	 			
		 			
Complete only for assets showing	ig gain in column (h) and owned by		(I) Los	sses (from col. (h))	1 (1)
(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	Gains (excess but r	of col. (h) gain ove not less than "-0-")	r col. (k),
					19,572
					698,577
					27,621
		 			-12,795
		 			3,597 40,842
		 			40,84
		 			
		 			
		 			
		 			
1					
)					
	. If non-alcoant	or in Part I line 7			
Capital gain net income or (net ca	apital loss) { if (loss), enter "-	er in Part I, line 7 O-" in Part I, line 7	2		777,414
Net short-term capital gain or (los	ss) as defined in sections 1222(5) a				
If gain, also enter in Part I, line 8,	column (c).	} [**	
If (loss), enter "-0-" in Part I, line	8 <u> </u>	<u> </u>	3	N/A	

Part XV Supplementary Information				
3 Grants and Contributions Paid During the N	If recipient is an individual,	 		
	show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
MERICAN FARMLAND TRUST	NONE	PC	CAPITAL CAMPAIGN	1
150 CONNECTICUT AVE NW, SUITE 600				
ASHINGTON, DC 20036				1,00
MERICAN LUNG ASSOCIATION OF THE	NONE	PC	GENERAL OPERATING	
IIDLAND STATES	}		SUPPORT	
P.O. BOX 9067				
OUISVILLE, KY 40209				5,10
AMERICANA COMMUNITY CENTER INC	NONE	PC	GENERAL OPERATING	
4801 SOUTHSIDE DR			SUPPORT	
LOUISVILLE, KY 40214		 		500
ARCHDIOCESE OF LOUISVILLE	NONE	PC	GENERAL OPERATING	
P.O. BOX 1073 LOUISVILLE, KY 40201			SUPPORT	9,00
20018VIIIIE, RI 40201				3,00
ASIA INSTITUTE CRANE HOUSE	NONE	PC	GENERAL OPERATING	
1244 SOUTH THIRD STREET	HOME	1	SUPPORT	
LOUISVILLE, KY 40203				20
BELLARMINE UNIVERSITY	NONE	PC	GENERAL OPERATING	
2001 NEWBURG ROAD			SUPPORT	
LOUISVILLE, KY 40205		 		1,50
BERRY CENTER, INC.	NONE	PC	PROJECT SUPPORT	
19 NORTH MAIN STREET]		75.00
WEW CASTLE, KY 40050		 		75,00
BERRY CENTER, INC. 19 NORTH MAIN STREET	NONE	PC	GENERAL OPERATING SUPPORT	
NEW CASTLE, KY 40050			DOLLOWI	6,38
				1
BOURBON BAROQUE, INC.	NONE	PC	PROJECT SUPPORT	
P.O. BOX 4176	[.3.2			
LOUISVILLE, KY 40204		ļ		5,00
BRIGHTSIDE	NONE	PC	PROJECT SUPPORT	
527 W. JEFFERSON STREET, SUITE 606				
LOUISVILLE, KY 40202		<u> </u>		50
Total from continuation sheets				5,005,63

Supplementary Information 3 Grants and Contributions Paid During the You				
Recipient	If recipient is an individual,	Γ		
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	Or Substantial Contributor	roopicite		
CENTER FOR INTERFAITH RELATIONS INC	NONE	PC	GENERAL OPERATING	
415 W MUHAMMAD ALI BLVD STE 101			SUPPORT	
LOUISVILLE, KY 40202	-	ļ	 	40,000
CENTER FOR INTERFAITH RELATIONS INC	NONE	PC	PROJECT SUPPORT	
415 W MUHAMMAD ALI BLVD STE 101			THE SELECT SELECTION OF	
LOUISVILLE, KY 40202	ļ	 		29,258.
CENTER FOR INTERFAITH RELATIONS INC	NONE	PC	CAPITAL CAMPAIGN	
415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202				6,717
CENTER FOR INTERFAITH RELATIONS INC	NONE	PC	EVENT SUPPORT	
415 W MUHAMMAD ALI BLVD STE 101				
LOUISVILLE, KY 40202	 	 	 	170
CENTER FOR INTERFAITH RELATIONS INC	NONE	PC	GENERAL OPERATING	
415 W MUHAMMAD ALI BLVD STE 101	NONE.	**	SUPPORT	
LOUISVILLE, KY 40202		ļ		100,000
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101	NONE	PC	GENERAL OPERATING SUPPORT	
LOUISVILLE, KY 40202			SUPPORT	125,000
CENTER FOR NEIGHBORHOODS	NONE	PC	GENERAL OPERATING	
610 SOUTH 4TH STREET, SUITE 609			SUPPORT	
LOUISVILLE, KY 40202	 	 	 	15,000
CITIZENS OF LOUISVILLE ORGANIZED AND UNITED TOGETHER	NONE	PC	GENERAL OPERATING SUPPORT	
1113 S 4TH STREET, SUITE 350				
LOUISVILLE, KY 40203		ļ		25,000
CLEVELAND MUSEUM OF ART	NONE	PC	GENERAL OPERATING	
11150 EAST BLVD CLEVELAND, OH 44106			SUPPORT	10,000
DAY SPRING INC	NONE	PC	MEMORIAL GIFT	
3430 DAY SPRING CT				350
LOUISVILLE, KY 40213 Total from continuation sheets		1		250

A22 EUCLID AVE, SUITE 616 LEVELAND, OH 44115 NOLISH SPEAKING UNION OF THE UNITED NONE PC SEMERAL OPERATING SUPPORT 1,000 RETTREAM DEVELOPMENT FOUNDATION INC 10.0 80 395 SPRINGFIELD, VA 22150 POURSYLLE, KY 40299 NONE PC SEMERAL OPERATING SUPPORT 1,000 PVERTY VOICE CENTER 2211 CONNECTICUT AVE NW, SUITE 600 ASHINGTON, DC 20036 PARKINGTON, DC 20036 PARKINGTON, DC 20036 PARKINGS EDUCATION FUND INC 2263 FRANKFORM AVE COULSVILLE, KY 40206 PARKING COMMUNITY CLINIC, INC. MONE PC SEMERAL OPERATING SUPPORT 10,000 PARKING COMMUNITY CLINIC, INC. MONE PC SEMERAL OPERATING SUPPORT 25,000 PRILSON HISTORICAL SOCIETY, INC. MONE PLISON HISTORICAL SOCIETY, INC. MONE PLISON HISTORICAL SOCIETY, INC. MONE PLISON HISTORICAL SOCIETY, INC. MONE PRILSON HISTORICAL MANOR MONE PRILSON HISTORICAL MANOR MONE PC SEMERAL OPERATING SUPPORT 500 SUPPORT 500 SUPPORT 1,000 DEMERAL OPERATING SUPPORT 500 SUPPORT DEMERAL OPERATING SUPPORT DEMERAL OPERATING SUPPORT DEMERAL OPERATING SUPPORT 10,000 DEMERAL OPERATING SUPPORT 10,000 DEMERAL OPERATING	PartXX Supplementary Information				
Show any relatorship to any featureship to substantial controlutor of substantial controlutor	3 Grants and Contributions Paid During the Y	ear (Continuation)			
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OUTSVILLE KY 40202	623 W MAIN STREET			SUPPORT	
Total from continuation sheets	LOUISVILLE, KY 40202		1		62,400

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y				
Recipient	ear (Continuation) If recipient is an individual,	T	 	
Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient	 	
GILDA'S CLUB LOUISVILLE INC	NONE	PC	GENERAL OPERATING	
533 BAXTER AVE			SUPPORT	
LOUISVILLE, KY 40204		 	ļ	20,000.
GREEN CASTLE BAPTIST CHURCH	NONE	PC	CAPITAL CAMPAIGN	
4970 MURPHY LANE				20.000
COUISVILLE, KY 40241	 	<u> </u>	 	80,000.
HISTORIC HOMES FOUNDATION INC	NONE	PC	GENERAL OPERATING	
3110 LEXINGTON RD	NONE	PC	SUPPORT	
LOUISVILLE, KY 40206			5011 0.11	6,000
HISTORIC LOCUST GROVE INC	NONE	PC	GENERAL OPERATING	
561 BLANKENBAKER LN			SUPPORT	
LOUISVILLE, KY 40207	+		 	1,423
HISTORIC LOCUST GROVE INC	NONE	PC	GENERAL OPERATING	
561 BLANKENBAKER LN LOUISVILLE, KY 40207		i	SUPPORT	3,577
HOOLSVILLE, RI 40207		<u> </u>		3,377
HOSPARUS, INC.	NONE	PC	GENERAL OPERATING	
3532 EPHRAIM MCDOWELL DRIVE			SUPPORT	}
LOUISVILLE, KY 40205	<u> </u>	 		10,000
KATHERINE DELMAR BURKE SCHOOL	NONE	PC	GENERAL OPERATING	
7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121			SUPPORT	1,000
SAN FRANCISCO, CA 94121				1,000
KENTUCKIANS FOR THE COMMONWEALTH	NONE	PC	GENERAL OPERATING	
KENTUCKY COALITION, P.O. BOX 1450			SUPPORT	
LONDON, KY 40743	<u> </u>	ļ		25,000
KENTUCKY COLLEGE OF ART + DESIGN AT	NONE	PC	GENERAL OPERATING	
SPALDING UNIVERSITY			SUPPORT	
845 SOUTH THIRD STREET				
LOUISVILLE, KY 40203		 		100,000
KENTUCKY COLLEGE OF ART + DESIGN AT	NONE	PC	GENERAL OPERATING	
SPALDING UNIVERSITY			SUPPORT	
845 SOUTH THIRD STREET LOUISVILLE, KY 40203				300,000
Total from continuation sheets	_ -			

PartXV Supplementary Information				
3 Grants and Contributions Paid During the Y				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Nume and address (nome or business)	or substantial contributor	recipient		
KENTUCKY CONSERVATION FOUNDATION INC	NONE	PC	GENERAL OPERATING	
P.O. BOX 1152			SUPPORT	
FRANKFORT, KY 40602	 		 	40,000.
		i H		
KENTUCKY COUNCIL OF CHURCHES INC	NONE	PC	GENERAL OPERATING	
P.O. BOX 23171		ł	SUPPORT	250
EXINGTON, KY 40523	 	<u> </u>	 	250
KENTUCKY ENVIRONMENTAL FOUNDATION	NONE	PC	GENERAL OPERATING	
2.0. BOX 467			SUPPORT	}
BEREA, KY 40403				24,000
KENTUCKY HUMANITIES COUNCIL INC	NONE	PC	GENERAL OPERATING	İ
06 E MAXWELL ST			SUPPORT	
EXINGTON, KY 40508				15,000
ENTUCKY INTERFAITH POWER AND LIGHT,	NONE	PC	GENERAL OPERATING	
INC.			SUPPORT	
P.O. BOX 5084		j		
LOUISVILLE, KY 40255				10,000
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST	NONE	PC	GENERAL OPERATING SUPPORT	
LOUISVILLE, KY 40202			DOFFORT	32,232
SENTILORY NATIONAL LANDS TRUST THE	NONE	PC	GENERAL OPERATING	1
ENTUCKY NATURAL LANDS TRUST INC	NONE	PC	GENERAL OPERATING SUPPORT	
BEREA, KY 40403		<u> </u>		500
KENTUCKY NATURAL LANDS TRUST INC	NONE	PC	GENERAL OPERATING	
433 CHESTNUT ST	Ì	l	SUPPORT	
BEREA, KY 40403	 	 	 	300,000
KENTUCKY OPERA ASSOCIATION, INC.	NONE	PC	GENERAL OPERATING	
323 WEST BROADWAY, SUITE 601		1.0	SUPPORT	1
LOUISVILLE, KY 40202				350,000
KENTUCKY RESOURCES COUNCIL INC	NONE	PC	GENERAL OPERATING	[
P.O. BOX 1070]	SUPPORT	
FRANKFORT, KY 40602		<u> </u>		50,000
Total from continuation sheets				

Part Supplementary Informatio				,
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
KENTUCKY SHAKESPEARE FESTIVAL INC	NONE	PC	EVENT SUPPORT	
323 WEST BROADWAY	NONE	1.0	BVERT BOFFORT	
LOUISVILLE, KY 40202				5,000.
KENTUCKY WATERWAYS ALLIANCE INC	NONE	PC	GENERAL OPERATING	
120 WEBSTER STREET, SUITE 217			SUPPORT	
LOUISVILLE, KY 40206				20,000.
KENTUCKYONE HEALTH	NONE	PC	GENERAL OPERATING	1
323 WEST BROADWAY, SUITE 612			SUPPORT	
LOUISVILLE, KY 40202	-	ļ		22,033.
KENTUCKYONE HEALTH	NONE	PC	GENERAL OPERATING	
323 WEST BROADWAY, SUITE 612		}	SUPPORT	2 067
LOUISVILLE, KY 40202				2,967.
				ĺ
KNIGHTS OF COLUMBUS 4417 UPPER RIVER ROAD	NONE	PC	GENERAL OPERATING SUPPORT	}
LOUISVILLE, KY 40222			SUPPORT	5,000.
				1
LAND INSTITUTE	NONE	PC	GENERAL OPERATING	
2440 E WATER WELL RD	NONE	1.0	SUPPORT	
SALINA, KS 67401				35,000
LEGACIES UNLIMITED	NONE	PC	EVENT SUPPORT	ď
956 SOUTH 6TH STREET				25 200
LOUISVILLE, KY 40203				25,000
				}
LOUISVILLE CLIMATE ACTION NETWORK 1711 EDGELAND AVE.	NONE	PC	GENERAL OPERATING SUPPORT	
LOUISVILLE, KY 40204		ł	SUPPORT	5,000
,				3,131
LOUISVILLE COLLEGIATE SCHOOL	NONE	PC	CAPITAL CAMPAIGN	
P.O. BOX 4369	HOME	1	MILITAL CANTAIGN)
LOUISVILLE, KY 40204				94,768
LOUISVILLE COLLEGIATE SCHOOL	NONE	PC	CAPITAL CAMPAIGN	
P.O. BOX 4369				1 200
LOUISVILLE, KY 40204 Total from continuation sheets		1		1,200

3 Grants and Contributions Paid During the Yo	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
LOUISVILLE FILM SOCIETY P.O. BOX 6088 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	25,000
COUISVILLE FREE PUBLIC LIBRARY COUNDATION INC 301 YORK ST COUISVILLE, 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	NONE	PC	GENERAL OPERATING SUPPORT	
CALHOUN, KY 42327 Total from continuation sheets		<u> </u>		3,000

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual,			
	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
METRO UNITED WAY INC	NONE	PC	GENERAL OPERATING	
PO BOX 4488 LOUISVILLE, KY 40204			SUPPORT	60,000
doordy in the state of the stat		 		00,000
MUHAMMAD ALI CENTER	NONE	PC	GENERAL OPERATING	
144 NORTH SIXTH STREET			SUPPORT	
LOUISVILLE, KY 40202	 			10,000
NANTUCKET COTTAGE HOSPITAL	NONE	PC	CAPITAL CAMPAIGN	
57 SOUTH PROSPECT STREET				250 000
NANTUCKET, MA 02554	 	<u> </u>		250,000
NANTUCKET HISTORICAL ASSOCIATION	NONE	PC	CENTERAL OPERATING	
15 BROAD STREET	NONE	PC	GENERAL OPERATING SUPPORT	i
NANTUCKET, MA 01554			Por rows	2,500
NATIONAL JUG BAND JUBILEE, INC.	NONE	PC	GENERAL OPERATING	
P.O. BOX 2944			SUPPORT	
LOUISVILLE, KY 40201				5,000
NATIONAL TRUST FOR HISTORIC	NONE	PC	GENERAL OPERATING	i
PRESERVATION IN THE UNITED STATES			SUPPORT	
2600 VIRGINIA AVENUE NW, SUITE 1100				
WASHINGTON, DC 20037		 	 	175,000
NEW PIONEERS FOR A SUSTAINABLE	NONE	PC	GENERAL OPERATING	ii.
FUTURE, INC.			SUPPORT	1
127 W. MAIN STREET				
SPRINGFIELD, KY 40069		-	 	45,000
NEW PIONEERS FOR A SUSTAINABLE	NONE	PC	GENERAL OPERATING	l
FUTURE, INC.			SUPPORT	
127 W. MAIN STREET	Í	Í		
SPRINGFIELD, KY 40069		 	 	5,000
]
OLDHAM COUNTY HISTORICAL SOCIETY	NONE	PC	PROJECT SUPPORT	!
106 NORTH SECOND AVENUE LAGRANGE, KY 40031		1	1	1,000
MANUAL AL TOUST	 -	 	 	1,000
ORBMEDIA INC	NONE	PC	GENERAL OPERATING	
2609 KLINGLE ROAD, NW			SUPPORT	
WASHINGTON, DC 20008				500
Total from continuation sheets				

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	CONTINUUTION	
DRBMEDIA INC	NONE	PC	GENERAL OPERATING	
2609 KLINGLE ROAD, NW			SUPPORT	
WASHINGTON, DC 20008	-	 	 	15,000
P E F ISRAEL ENDOWMENT FUNDS INC	NONE	PC	GENERAL OPERATING	
317 MADISON AVE			SUPPORT	2 500
NEW YORK, NY 10017	 	<u> </u>	 	2,500
PASSIONIST EARTH & SPIRIT CENTER INC	NONE	PC	GENERAL OPERATING SUPPORT	
LOUISVILLE, KY 40205			DOTT ORT	15,000
PERKINS SCHOOL FOR THE BLIND	NONE	PC	GENERAL OPERATING	
175 NORTH BEACON ST			SUPPORT]
WATERTOWN, MA 02472			<u> </u>	250
PINE MOUNTAIN SETTLEMENT SCHOOL INC	NONE	PC	GENERAL OPERATING	
36 HIGHWAY 510		}	SUPPORT	}
BLEDSOE, KY 40810	 	 	 	5,000
	Ì			{
PLYMOUTH COMM RENEWAL CENTER	NONE	PC	PROJECT SUPPORT	
1626 w CHESTNUT ST LOUISVILLE, KY 40203				5,00
20015V1202, X1 10200	 	 		, ,,,,,,,
PANTOOT C	MONTE	PC	CENTERAL OPERATING	
RAWTOOLS P.O. BOX 2352	NONE	PC	GENERAL OPERATING SUPPORT	1
COLORADO SPRINGS, CO 80901				1,00
		1		
SCENIC KENTUCKY INCORPORATED	NONE	PC	GENERAL OPERATING	
P.O. BOX 23317		ĺ	SUPPORT	1
LOUISVILLE, KY 40223			 	3,00
SIMMONS COLLEGE OF KENTUCKY INC	NONE	PC	GENERAL OPERATING	!
1000 SOUTH 4TH STREET LOUISVILLE, KY 40203			SUPPORT	10,00
DOOLD TIME, KI TODOS	-	 	+	10,00
GIMMONG COLLEGE OF VINITUATY INC	NONE	, pc	DENIEDAL ODERATIVO	[
SIMMONS COLLEGE OF KENTUCKY INC 1000 SOUTH 4TH STREET	NONE	PC	GENERAL OPERATING SUPPORT	1
LOUISVILLE, KY 40203				65,00
Total from continuation sheets				ļ —

C/O ZELKOVA STRATEGIC PARTNERS, LLC 61-1189915 Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, show any relationship to Foundation Purpose of grant or Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient SISTERS OF CHARITY OF NAZARETH NONE PC GENERAL OPERATING SUPPORT PO BOX 9 NAZARETH, KY 40048 10,000. SPEED ART MUSEUM NONE PC GENERAL OPERATING SUPPORT 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208 25,000. SPEED ART MUSEUM PC CAPITAL CAMPAIGN NONE 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208 250,000. SUSTAINABLE FOOD ALLIANCE NONE PC GENERAL OPERATING 7540 WINDSOR DRIVE, SUITE 205 SUPPORT ALLENTOWN, PA 18195 5,500. SUSTAINABLE FOOD ALLIANCE NONE PC GENERAL OPERATING SUPPORT 7540 WINDSOR DRIVE, SUITE 205 150,000. ALLENTOWN, PA 18195 GENERAL OPERATING PC TEACH KENTUCKY INC NONE 2000 STRATHMOOR BLVD. SUPPORT LOUISVILLE, KY 40205 10,000. PC NONE THE COMMUNITY FOUNDATION OF PROJECT SUPPORT LOUISVILLE INC 325 W. MAIN STREET #1110 6,250. LOUISVILLE, KY 40202 THE COMMUNITY FOUNDATION OF GENERAL OPERATING NONE PC SUPPORT LOUISVILLE INC 325 W. MAIN STREET #1110 LOUISVILLE, KY 40202 10,000. THE INSTITUTE FOR HEALTHY AIR, WATER NONE PC GENERAL OPERATING SUPPORT AND SOIL 325 WEST MAIN STREET, SUITE 1100 50,000. LOUISVILLE, KY 40202 NONE PC GENERAL OPERATING THE INSTITUTE FOR HEALTHY AIR, WATER SUPPORT AND SOIL

LOUISVILLE, KY 40202

325 WEST MAIN STREET, SUITE 1100

Total from continuation sheets

187,500.

3 Grants and Contributions Paid During the Y	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	
THE NATURE CONSERVANCY OF KENTUCKY	NONE	PC	GENERAL OPERATING	
114 WOODLAND AVENUE LEXINGTON, KY 40205			SUPPORT	2,000
	1		·	
THE WARWICK FOUNDATION, INC.	NONE	PC	GENERAL OPERATING	
P.O. BOX 1183 LEXINGTON, KY 40588			SUPPORT	5,000
		}		
THE WINNIPEG FOUNDATION USA 1350-ONE LOMBARD PLACE	NONE	PC	GENERAL OPERATING SUPPORT	
WINNIPEG , MANITOBA , CANADA	 		 	30,000
UNIVERSITY OF LOUISVILLE LOUIS D. BRANDEIS SCHOOL OF LAW -	NONE	PC	PROJECT SUPPORT	
WILSON W. WYATT HALL LOUISVILLE, KY 40292				5,000
100,00				3,000
UNIVERSITY OF LOUISVILLE FOUNDATION	NONE	PC	GENERAL OPERATING	
2301 SOUTH THIRD STREET LOUISVILLE, KY 40208			SUPPORT	100,000
VILLAGE CAPITAL 419 7TH ST NW, SUITE 300	NONE	PC	GENERAL OPERATING SUPPORT	
WASHINGTON, DC 20004	 	 		15,000
WORLD CONFERENCE OF RELIGIONS FOR PEACE INC	NONE	PC	GENERAL OPERATING SUPPORT	
777 UNITED NATIONS PLAZA, 9TH FLOOR NEW YORK, NY 10017				500
WORLD CONFERENCE OF RELIGIONS FOR	NONE	PC	GENERAL OPERATING	
PEACE INC	NONE		SUPPORT	
777 UNITED NATIONS PLAZA, 9TH FLOOR NEW YORK, NY 10017				100,000
WORLD CONFERENCE OF RELIGIONS FOR	NONE	PC	GENERAL OPERATING	
PEACE INC 777 UNITED NATIONS PLAZA, 9TH FLOOR			SUPPORT	
NEW YORK, NY 10017	 	-		100,000
YALE SCHOOL OF FORESTRY & ENVIRONMENTAL STUDIES	NONE	PC	GENERAL OPERATING SUPPORT	}
408 DUFF LANE			DOLLOW	
Total from continuation sheets	-		_ L	75,000

Schedule B

Department of the Treasury Internal Revenue Service

or 990-PF)

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	X 501(c)(3) exempt private foundation				
	4947(a)(1) nonexempt charitable trust treated as a private foundation				
	501(c)(3) taxable private foundation				
	s covered by the General Rule or a Special Rule . (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions				
General Rule					
	n filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions				
Special Rules					
sections 509(a)(1) any one contributo	n described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under 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 or, 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, line 1. Complete Parts I and II				
year, total contribu	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the itions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for cruelty to children or animals. Complete Parts I, II, and III.				
year, contributions is checked, enter f purpose. Don't coi	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the sexclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box nere the total contributions that were received during the year for an exclusively religious, charitable, etc., mplete any of the parts unless the General Rule applies to this organization because it received nonexclusively e, etc., contributions totaling \$5,000 or more during the year.				
but it must answer "No" on	nat isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), Part IV, line 2, of its Form 990-PF, Part I, line 2, to 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

Part I	Contributors (See instructions). Use duplicate copies of Part I if additional	al space is needed.	
(a) <u>N</u> o.	(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 X Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	AUGUSTA BROWN HOLLAND C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$705,550.	Person Payroll Noncash X (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	BROOKE BROWN BARZUN C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$728,287.	Person Payroll Noncash X (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No4	Name, address, and ZIP + 4 OWSLEY BROWN III C/O ZSP LLC, 333 EAST MAIN STREET, SUITE 401 LOUISVILLE, KY 40202	\$ 730,111.	Person Payroll Complete Part II for noncash contributions.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
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 X Payroll Noncash X (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
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 X Payroll

Employer identification number

art II	Noncash Property (See instructions). Use duplicate copies of P	art 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
	50 SHS AGIOS PHARMACEUTICALS INC (AGIO)		
_		[
		\$\$	04/05/16
(a) No.	(b)	(c) FMV (or estimate)	(d)
rom art I	Description of noncash property given	(See instructions)	Date received
	783 SHS CISCO SYSTEMS INC (CSCO)		
_2			
		\$\$	04/05/16
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
- 1	579 SHS IMPERVA INC (IMPV)		
		\$ 28,701.	04/05/16
(a)		(c)	
No. rom Part I	(b) Description of noncash property given	FMV (or estimate) (See instructions)	(d) Date received
	3,696 SHS PALO ALTO NETWORKS INC (PANW)		
		[
		\$\$	04/05/16
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
art I	6,904 SHS PANDORA MEDIA INC (P)		
_2	-,		
		\$	04/05/16
(a)		(c)	
No. rom	(b) Description of noncash property given	FMV (or estimate) (See instructions)	(d) Date received
art I	400 SHS RED HAT INC (RHT)		
		\$ 29,624.	04/05/16
53 10-18			0. 990-EZ, or 990-PF) (2

Employer identification number

art II	Noncash Property (See instructions). Use duplicate copies of P	Part II if additional space is needed.	
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
+	4,603 SHS PALO ALTO NETWORKS INC (PANW)		
3			
		\$\$	04/06/16
(a) No.	(b) Description of noncash property given	(c) FMV (or estimate)	(d) Date received
Part I	becompain of honousin property given	(See instructions)	Date received
	50 SHS AGIOS PHARMACEUTICALS INC (AGIO)		
			
ł			04/06/16
(a) No.	(b)	(c)	(d)
from	Description of noncash property given	FMV (or estimate)	Date received
Part I		(See instructions)	
_	784 SHS CISCO SYSTEMS INC (CSCO)		
			
		\ \\$ 21,952.	04/06/16
(a)		(c)	
No. from	(b) Description of noncash property given	FMV (or estimate)	(d) Date received
Part I	Description of noncasti property given	(See instructions)	Date received
	578 SHS IMPERVA INC (IMPV)		
4			
		\ \$ 29,628.	04/06/16
		\$29,628.	04700710
(a)		(3)	
No.	(b)	(c) FMV (or estimate)	(d)
from Part I	Description of noncash property given	(See instructions)	Date received
-	770 SHS NETAPP INC (NTAP)		
4			
		\$ 20,451.	04/06/16
(a)			
No.	(b)	(c)	(d)
from	Description of noncash property given	FMV (or estimate) (See instructions)	Date received
Part I		(See Institutions)	
4	4,144 SHS PALO ALTO NETWORKS INC (PANW)	(
 }			
1			04/06/16

Employer identification number

Partill	Noncash Property (See instructions) Use duplicate copies of Part II if	additional space is needed.	
	Total additional topolity (one instructions) ose duplicate copies of Part II II	The 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
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	129 SHS BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)		
		\$18,487.	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	316 SHS CHARTER COMMUNICATIONS INC (CHTR)		
5		\$74,510.	08/02/16
(a) No. from Part ((b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	214 SHS COMCAST CORP NEW CL A (CMCSA)		
5		\$14,317.	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	130 SHS DOVER CORP (DOV)		
		\$\$	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	346 SHS EXPRESS SCRIPTS HLDG CO COM (ESRX)		
5		.	08/02/16
			00 000-E7 or 000-PE\/2016\

Employer identification number

PartW	Noncash Property (See instructions). Use duplicate copies of Pa	rt 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)	_	
		\$\$	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	153 SHS MCKEESON CORP (MCK)		
		\$ 29,610.	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	148 SHS MOODYS CORP (MCO)		
5		\$_\\$\	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	230 SHS PRESTIGE GROUP INC (PBH)		
5		\$\\\$\	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	16 SHS PRICELINE GROUP INC COM (PCLN)		
		\$\$	08/02/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	80 SHS UNITED PARCEL SVC INC CL B (UPS)		
		\$ 8,597.	08/02/16

Employer identification number

	OVA STRATEGIC PARTNERS, LLC		-1189915
PartII	Noncash Property (See instructions) Use duplicate copies of Part I	I 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)	_	
		\$\$	08/10/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
6	78 SHS BOEING CO (BA)	_	
		\$\$	07/26/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	1,766 SHS COMCAST CORP NEW CL A (CMCSA)	_	<u> </u>
6		\$\$	07/26/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	670 SHS DOVER CORP (DOV)	_	
6		\$\$	07/26/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	1,013 SHS EXPRESS SCRIPTS HLDG CO COM (ESRX)	_	
6			07/26/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
6	870 SHS LABORATORY CORP AMER HLDGS COM NEW (LH)		
		\$120,060.	07/26/16

Employer identification number

art II	Noncash Property (See instructions). Use duplicate copies of P	art 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
1	361 SHS MCKEESON CORP (MCK)		
6		<u></u>	
		\$\$	07/26/16
(a) No.	(b) Description of noncash property given	(c) FMV (or estimate)	(d) Date received
art I		(See instructions)	
	1,116 SHS MICROSOFT CORP (MSFT)		
<u>-6</u>)	
		\$63,344.	07/26/16
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
Part I	759 SHS NIKE INC CL B (NKE)		
6	755 BID TIKE THE CE D (TIKE)		
			05/25/45
		\$\$	07/26/16
(a)		(c)	
No. from Part I	(b) Description of noncash property given	FMV (or estimate) (See instructions)	(d) Date received
	84 SHS PRICELINE GROUP INC COM (PCLN)		
6			
		\$	07/26/16
(a)		(c)	
No. from	(b) Description of noncash property given	FMV (or estimate)	(d) Date received
Part I		(See instructions)	
6	3,003 SHS SCHWAB CHARLES CORP NEW (SCHW)		
		\$86,036.	07/26/16
(a)		(c)	
No. from	(b) Description of noncash property given	FMV (or estimate)	(d) Date received
Part I	Description of noncash property given	(See instructions)	Date received
	997 SHS UNITED PARCEL SVC INC CL B (UPS)		
6			
			07/26/16

Employer identification number

Partu	Noncash Property (See instructions). Use duplicate copies of Part II if a	dditional space is needed	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
6	260,820 SHS BROWN FORMAN CORP CL B (BFB)	\$12,777,572.	08/31/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

	(Form 990, 990-EZ, or 990-PF) (2016)				Page 4			
Name of orga	anization				Employer identification number			
	NOWN II FAMILY FOUNDATION, INC.							
	OVA STRATEGIC PARTNERS, LLC Exclusively religious, charitable, etc., contr	ibutions to occanizations d	positived in positive	EN3/2\/7\ 70\ 0	61-1189915			
िखाराणि	the year from any one contributor. Complete of	columns (a) through (e) and	I the following line	entry. For organizati	ons			
	completing Part III, enter the total of exclusively religious, Use duplicate copies of Part III if additiona	charitable, etc., contributions o	f \$1,000 or less for the	year (Enter this info o	nce) > \$			
(a) No.	Ose duplicate copies of Fart in it additional	ir space is needed.	 -					
from Part I	(b) Purpose of gift	(c) Use of g	jift	(d) Des	scription of how gift is held			
								
_								
<u> </u>								
		(e) Transf	er of gift					
	Transferonia nomo estatuare es			alationahin of t	ansferor to transferee			
<u> </u>	Transferee's name, address, ar	IQ ZIF + 4		elationship of u	ansieror to dansieree			
								
(a) No. from	(b) Purpose of gift · (c) Use of gift				scription of how gift is held			
Part I				<u> </u>				
Ī								
	• (e) Transfer of gift							
	Transferrale reason address as		-1-4:					
	Transferee's name, address, ar	nd ZIP + 4	<u>н</u>	elationsnip of t	ansferor to transferee			
								
(a) No. from	(b) Purpose of gift	(c) Use of	gift	(d) De	scription of how gift is held			
_Part I								
_								
		(e) Trans	fer of gift					
	Transferee's name, address, at	od 7 ID + 4	р	alationahia of t	ransferor to transferee			
-	Transieree's hame, address, an	IQ ZIF + 4		elationship of a	ansieror to dansieree			
ľ								
(a) No.								
from	(b) Purpose of gift	(c) Use of	gift	(d) De	scription of how gift is held			
Part I								
L				<u> </u>				
}		(e) Trans	fer of gift					
	Transferacio nomo edduces es	ad 7 ID + 4	_	alationabif +	rangfarar to transferos			
⊢	Transferee's name, address, a	10 ZIP + 4		elationship of t	ransferor to transferee			
								
{								

623454 10-18-16

FORM 990-PF INTERE	ST ON SAVING	S AND	rempor <i>i</i>	ARY (CASH	IN	VESTMENTS	នា	PATEMENT 1
SOURCE			(A) EVENUE R BOOK!	S	NET	IN	(B) VESTMENT COME		(C) ADJUSTED IET INCOME
 FIDELITY-NATIONAL F SVCS #4674	'INANCIAL			14.			14.		
TOTAL TO PART I, LI	NE 3			14.			14.		
						_			
FORM 990-PF	DIVIDENDS	AND IN	TEREST	FROI	M SEC	UR:	ITIES	Sī	PATEMENT 2
SOURCE	GROSS AMOUNT	CAPI' GAII DIVID	NS	RE'	(A) VENUE BOOK		(B) NET INVES' MENT INCO		(C) ADJUSTED NET INCOME
COMPUTERSHAREBROWN FORMAN CORP FIDELITY-NATIONAL FINANCIAL SVCS	7,268.		0.		7,2	268.	7,2	68.	
#1230 FIDELITY-NATIONAL FINANCIAL SVCS	4,602.		0.		4,6	02.	4,6	02.	
#4674	222,362.		0.		222,3	362.	222,3	62.	
TO PART I, LINE 4	234,232.		0.		234,2 ——	32.	234,2	32.	
FORM 990-PF		ОТНЕ	R INCO	ME	-			S'	гатемент 3
DESCRIPTION			RE'	(A) VENU: BOO!			(B) ET INVEST- ENT INCOME		(C) ADJUSTED NET INCOME
ADVANCED CANCER THE LLC-SCHEDULE K-1 NEW MARKETS VENTURE				-	6			- -	
LP-SCHEDULE K-1 ADVANCED CANCER THE					6,985	•	6,985	5.	
LLC-SCHEDULE K-1 NEW MARKETS VENTURE LP-SCHEDULE K-1	FTRS II				-5 -4,401).).	
					•				

707				
FORM 990-PF	ACCOUNTII	NG FEES		TATEMENT 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 O	THER PROFES	SIONAL FEES	S	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT 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	TAX	ES	S	TATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES 2016 EXCISE TAXES	7,768. 2,000.			0
TO FORM 990-PF, PG 1, LN 18	9,768.	7,768.		0

FORM 990-PF	OTHER E	XPENSES	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
	BASIS ADJUSTMENT DIFFERENCE FOR CONTRIBUTIONS RECEIVED	95. 23,007,662.
TOTAL TO FORM	990-PF, PART III, LINE 5	23,007,757.

FORM 990-PF

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
JNITED 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

CORPORATE STOCK

FORM 990-PF OTH	ER 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		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, LIN	E 13	1,545,197.	1,732,995
FORM 990-PF DEPRECIATION OF ASSE	TS NOT HELD FOR	INVESTMENT	STATEMENT 11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GRANT SOFTWARE	17,345.	17,345.	0
			

	ANTIAL CONTRIBUTORS I-A, LINE 10	STATEMENT 12
NAME OF CONTRIBUTOR	ADDRESS	
AUGUSTA BROWN HOLLAND	C/O ZSP LLC, 333 EAST MAIN 401 LOUISVILLE, KY 40202	STREET, SUITE
BROOKE BROWN BARZUN	C/O ZSP LLC, 333 EAST MAIN 401 LOUISVILLE, KY 40202	STREET, SUITE
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 401 LOUISVILLE, KY 40202	STREET, SUITE
CHRISTINA LEE BROWN	C/O ZSP LLC, 333 EAST MAIN 401 LOUISVILLE, KY 40202	STREET, SUITE
ESTATE OF OWSLEY BROWN II	C/O ZSP LLC, 333 EAST MAIN 401 LOUISVILLE, KY 40202	STREET, SUITE
SARA BROWN, DECEASED 2011	PNC BANK, EXOR 101 S FIFTH LOUISVILLE, KY 40202	STREET
OWSLEY BROWN II COCKAYNE FUND, INC	C/O ZSP LLC, 333 EAST MAIN 401 LOUISVILLE, KY 40202	STREET, SUITE
OWSLEY BROWN II FAMILY FUND, INC	C/O ZSP LLC, 333 EAST MAIN 401 LOUISVILLE, KY 40202	STREET, SUITE
ESTATE OF MARTIN SHALLENBERGER	C/O PNC WEALTH MANAGEMENT, STREET LOUISVILLE, KY 40202	101 S FIFTH

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FORM :	FORM 990-PF PAGE 1						5	990-PF							•
Asset	Description	Date Acquired	Method	Life	006>	Line Co	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	GRANT SOFTWARE	07/31/13	TS	3,00		16	17,345.				17,345.	13,973.		3,372.	17,345.
	* TOTAL 990-PF PG 1 DEPR						17,345.				17,345.	13,973.		3,372.	17,345.
		j													
				1		├-									
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			_												
628111	628111 04-01-18					<u>©</u>	(D) - Asset disposed	pasc		*	ITC, Salvage,	* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone	nercial Revita	lization Deduct	ion, GO Zone

(a) BASE PERIOD YEARS	(b) ADJU	STED QUALIFYING DISTRIBUTION	vs
		EXPERIENCE FROM	ADJUSTED
	OWSLEY BROWN II	OWSLEY BROWN II	COLUMN (b)
	FAMILY FOUNDATION	COCKAYNE FUND INC	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 VAL	UE OF NONCHARITABLE -USE AS	SETS
		EXPERIENCE FROM	ADJUSTED
	OWSLEY BROWN II	OWSLEY BROWN II	COLUMN (c)
	FAMILY FOUNDATION	COCKAYNE FUND INC	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
NE 4 - NET VALUE OF NON-C	HARITABLE ASSETS FOR 2016	EVDEDIENCE EDOM	ADMISTED
NE 4 - NET VALUE OF NON-C	OWSLEY BROWN II	EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 4 TOTAL
NE 4 - NET VALUE OF NON-C	OWSLEY BROWN II FAMILY FOUNDATION		LINE 4 TOTAL
	OWSLEY BROWN II	OWSLEY BROWN II COCKAYNE FUND INC	LINE 4 TOTAL
	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5)	OWSLEY BROWN II COCKAYNE FUND INC	LINE 4 TOTAL
2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5)	OWSLEY BROWN II COCKAYNE FUND INC	LINE 4 TOTAL
2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5)	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131	LINE 4 TOTAL 55,670,083
2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5)	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM	LINE 4 TOTAL 55,670,083 ADJUSTED
2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II	ADJUSTED LINE 6
2016 NE 6 - 1% OF NET INVESTME	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II FAMILY FOUNDATION	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 6
2016 NE 6 - 1% OF NET INVESTME 2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II FAMILY FOUNDATION 8,800 (1% OF PART I, LINE 27b)	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 6
2016 NE 6 - 1% OF NET INVESTME	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II FAMILY FOUNDATION 8,800 (1% OF PART I, LINE 27b)	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC	ADJUSTED LINE 6
2016 NE 6 - 1% OF NET INVESTME 2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II FAMILY FOUNDATION 8,800 (1% OF PART I, LINE 27b)	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC 2,692	ADJUSTED LINE 6 TOTAL 11,492
2016 NE 6 - 1% OF NET INVESTME 2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II FAMILY FOUNDATION 8,800 (1% OF PART I, LINE 27b)	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC 2,692 EXPERIENCE FROM	ADJUSTED LINE 6 TOTAL ADJUSTED LINE 6 TOTAL ADJUSTED
2016 NE 6 - 1% OF NET INVESTME 2016	OWSLEY BROWN II FAMILY FOUNDATION 40,026,952 (PART X, LINE 5) ENT INCOME OWSLEY BROWN II FAMILY FOUNDATION 8,800 (1% OF PART I, LINE 27b) UTIONS OWSLEY BROWN II	OWSLEY BROWN II COCKAYNE FUND INC 15,643,131 EXPERIENCE FROM OWSLEY BROWN II COCKAYNE FUND INC 2,692 EXPERIENCE FROM OWSLEY BROWN II	ADJUSTED LINE 6 TOTAL 11,492 ADJUSTED LINE 8

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

61-1189915

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

OWSLEY BROWN II FAMILY FOUNDATION, INC.