

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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 NO 401		Room/suite	B Telephone number (see instructions) (502) 805-7203
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 82,190,681		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,364,011			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	662	662		
	4 Dividends and interest from securities . . .	840,516	840,516		
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,272,315			
	b Gross sales price for all assets on line 6a 12,586,315				
	7 Capital gain net income (from Part IV, line 2) . . .		3,184,589		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	6,024	5,196		
	12 Total. Add lines 1 through 11 . . . . .	6,483,528	4,030,963		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	38,215	19,108		19,107
	c Other professional fees (attach schedule) . . . . .	235,369	161,354		74,015
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	94,765	8,979		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	3,238	0		3,238
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	43,995	20,836		19,834
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	415,582	210,277		116,194
	25 Contributions, gifts, grants paid . . . . .	6,049,000			6,049,000
	26 Total expenses and disbursements. Add lines 24 and 25	6,464,582	210,277		6,165,194
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	18,946			
	b Net investment income (if negative, enter -0-)		3,820,686		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	<b>1</b> Cash—non-interest-bearing . . . . .	43,124	23,414	23,414
	<b>2</b> Savings and temporary cash investments . . . . .	80,582	99,309	99,309
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ 630,000 Less allowance for doubtful accounts ▶ _____ 0	630,000	630,000	630,000
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	35,049,452	34,834,168	79,384,446
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	1,545,197	1,780,410	2,053,512
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	37,348,355	37,367,301	82,190,681	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	13,142,147	13,142,147	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	24,206,208	24,225,154	
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	37,348,355	37,367,301		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	37,348,355	37,367,301		

Part III Analysis of Changes in Net Assets or Fund Balances		
<b>1</b> 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)	<b>1</b>	37,348,355
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	18,946
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	37,367,301
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	37,367,301

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	3,184,589
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	5,114,912	40,026,952	0 127787
2015	6,500,422	52,591,032	0 123603
2014	8,464,960	50,519,763	0 167557
2013	3,498,292	43,593,484	0 080248
2012	2,334,600	38,415,553	0 060772
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 559967
<b>3</b> 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			<b>3</b> 0 111993
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 67,780,438
<b>5</b> Multiply line 4 by line 3			<b>5</b> 7,590,935
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 38,207
<b>7</b> Add lines 5 and 6			<b>7</b> 7,629,142
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 6,165,194

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	76,414
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	76,414
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	76,414
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	77,103
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	77,103
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	62
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	627
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <b>Refunded</b> <b>627</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>\$</b> 0 <b>(2)</b> On foundation managers <b>\$</b> 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>► KY</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>►</b> CHRISTINA LEE BROWN Telephone no <b>►</b> (502) 805-7203			

Located at **►** C/O ZELKOVA STRATEGIC PARTNERS LLC 333 EAST MAIN STREET SUITE 400 LOUISVILLE KY ZIP+4 **►** 40202

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> <b>15</b>			
<b>16</b>	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>►</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <b>►</b> <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2017? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>►</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2017?	<b>4b</b>		<b>No</b>

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>5b</b>		
<b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>		

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHRISTINA LEE BROWN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	PRESIDENT/DIRECTOR 0 50	0	0	0
OWSLEY BROWN III C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0 50	0	0	0
BROOKE BROWN BARZUN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	SECRETARY/TREASURER/DIRECT 0 50	0	0	0
AUGUSTA BROWN HOLLAND C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0 50	0	0	0

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. . . . . ▶

0

3

Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3 . . . . . ▶

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	65,347,013
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,107,102
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	2,358,512
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	68,812,627
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	68,812,627
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,032,189
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	67,780,438
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	3,389,022

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	3,389,022
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	76,414
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	76,414
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	3,312,608
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	3,312,608
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,312,608

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	6,165,194
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	6,165,194
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	6,165,194

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



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				3,312,608
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . . 294,656				
<b>b</b> From 2013. . . . . 1,662,298				
<b>c</b> From 2014. . . . . 6,228,441				
<b>d</b> From 2015. . . . . 3,808,662				
<b>e</b> From 2016. . . . . 3,178,952				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	15,173,009			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 6,165,194				
<b>a</b> Applied to 2016, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				3,312,608
<b>e</b> Remaining amount distributed out of corpus	2,852,586			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,025,595			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . .	294,656			
<b>9</b> <b>Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .	17,730,939			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . . 1,662,298				
<b>b</b> Excess from 2014. . . . . 6,228,441				
<b>c</b> Excess from 2015. . . . . 3,808,662				
<b>d</b> Excess from 2016. . . . . 3,178,952				
<b>e</b> Excess from 2017. . . . . 2,852,586				

**b** Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**Part XV** **Supplementary Information** (Complete this part only if the organization 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) )

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

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

**a** The name, address, and telephone number or email 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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	6,049,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Enter gross amounts unless otherwise indicated				
<b>1</b> Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
<b>g</b> Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments. . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
		14	662	
<b>4</b> Dividends and interest from securities. . . .				
		14	840,516	
<b>5</b> Net rental income or (loss) from real estate				
a Debt-financed property. . . . .				
b Not debt-financed property. . . . .				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income. . . . .				
523000	828	14	5,196	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .				
		18	3,272,315	
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
<b>12</b> Subtotal Add columns (b), (d), and (e). . .				
	828		4,118,689	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . <b>13</b> 4,119,517				

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

[illegible]

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

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-05-14 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee			

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	WILLIAM EVERSOLE				P00197408
	Firm's name ▶ SUMMIT STRATEGIC ADVISORS LLC Firm's address ▶ 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
PUBLICLY TRADED SECURITIES-FIDELITY #4674-SHORT TERM			
PUBLICLY TRADED SECURITIES-FIDELITY #4674-LONG TERM			
PUBLICLY TRADED SECURITIES-FIDELITY #1230-SHORT TERM			
PUBLICLY TRADED SECURITIES-FIDELITY #1230-LONG TERM			
NEW MARKETS VENTURE PARTNERS II LP-SCHEDULE K-1	P		2017-12-31
NEW MARKETS VENTURE PARTNERS II LP-SCHEDULE K-1	P		2017-12-31
SOLIDUS COMPANY LP-SCHEDULE K-1	P		2017-12-31
SOLIDUS COMPANY LP-SCHEDULE K-1	P		2017-12-31
NMVP II LP-SCHEDULE K-1-IRC 1202 QUALIFIED SMALL BUSINESS STOCK EXCLUSION	P		2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,239,432		1,042,837	196,595
10,229,945		7,264,717	2,965,228
171,824		132,885	38,939
782,453		667,978	114,475
6,838			6,838
68,097			68,097
		19,889	-19,889
		185,694	-185,694
87,726		87,726	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			196,595
			2,965,228
			38,939
			114,475
			6,838
			68,097
			-19,889
			-185,694
			0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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	GENERAL OPERATING SUPPORT	50,000
ALUMNI FUND ASSOCIATION OF YALE UNIVERSITY PO BOX 1890 NEW HAVEN, CT 06510	NONE	PC	GENERAL OPERATING SUPPORT	5,000
AMERICAN FARMLAND TRUST 1150 CONNECTICUT AVE NW SUITE 600 WASHINGTON, DC 20036	NONE	PC	GENERAL OPERATING SUPPORT	1,000
AMERICAN SUPPORT FOR ISRAEL PO BOX 3263 WASHINGTON, DC 20010	NONE	PC	GENERAL OPERATING SUPPORT	2,500
<b>Total . . . . .</b> ► <b>3a</b>				6,049,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICANA COMMUNITY CENTER INC 4801 SOUTHSIDE DR LOUISVILLE, KY 40214	NONE	PC	GENERAL OPERATING SUPPORT	500
APPALACHIAN HERITAGE ALLIANCE INC PO BOX 1003 CAMPTON, KY 41301	NONE	PC	GENERAL OPERATING SUPPORT	5,000
ARCHDIOCESE OF LOUISVILLE PO BOX 1073 LOUISVILLE, KY 40201	NONE	PC	PROJECT SUPPORT	50,000
ARCHDIOCESE OF LOUISVILLE PO 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
<b>Total . . . . .</b> ► <b>3a</b>				6,049,000



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BERRY CENTER INC 19 NORTH MAIN STREET NEW CASTLE, KY 40050	NONE	PC	GENERAL OPERATING SUPPORT	59,038
BERRY CENTER INC 19 NORTH MAIN STREET NEW CASTLE, KY 40050	NONE	PC	GENERAL OPERATING SUPPORT	15,962
BOURBON BAROQUE INCPO BOX 4176 LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	5,000
CATHEDRAL OF THE ASSUMPTION 433 S FIFTH STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	EVENT SUPPORT	200,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD STE 101 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	200,000
CENTER FOR NEIGHBORHOODS 610 SOUTH 4TH STREET SUITE 609 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	15,000
CENTER FOR NEIGHBORHOODS 610 SOUTH 4TH STREET SUITE 609 LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	60,000
CHRIST CHURCH CATHEDRAL 421 SOUTH SECOND STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	8,000
COMMONWEALTH FUND FOR KET INC 560 COOPER DRIVE LEXINGTON, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	5,000
<b>Total</b> . . . . . 				6,049,000
<b>3a</b>				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W MAIN STREET 1110 LOUISVILLE, KY 40202	NONE	PC	GREATER LOUISVILLE PROJECT	6,250
COMMUNITY FOUNDATION OF LOUISVILLE INC 325 W MAIN STREET 1110 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	10,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUITE 300 WELLESLEY HILLS, MA 02481	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
FILSON HISTORICAL SOCIETY INC 1310 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	ENDOWMENT & CAPITAL CAMPAIGN	575,000
<b>Total . . . . .</b> <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FUND FOR THE ARTS INC 623 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	70,000
GREEN CASTLE BAPTIST CHURCH 4970 MURPHY LANE LOUISVILLE, KY 40241	NONE	PC	CAPITAL CAMPAIGN	80,000
HISTORIC LOCUST GROVE INC 561 BLANKENBAKER LN LOUISVILLE, KY 40207	NONE	PC	GENERAL OPERATING SUPPORT	500
HISTORIC LOCUST GROVE INC 561 BLANKENBAKER LN LOUISVILLE, KY 40207	NONE	PC	GENERAL OPERATING SUPPORT	5,000
INSTITUTE FOR RURAL JOURNALISM AND COMMUNITY ISSUES - UNIVERSITY OF KENTUCK 122 GREHAN JOURNALISM BUILDING LEXINGTON, KY 40506	NONE	PC	GENERAL OPERATING SUPPORT	10,000
<b>Total . . . . .</b> ► <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD STE 980 LOS ANGELES, CA 90010	NONE	PC	GENERAL OPERATING SUPPORT	10,000
JUNIOR ACHIEVEMENT OF KENTUCKIANA INC 1401 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	1,600
KENTUCKIANS FOR THE COMMONWEALTH KENTUCKY COALITION PO BOX 1450 LONDON, KY 40743	NONE	PC	GENERAL OPERATING SUPPORT	75,000
KENTUCKY AUTHOR FORUM INC 620 W MAIN STREET SUITE 602 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	65,000
KENTUCKY COLLEGE OF ART DESIGN AT SPALDING UNIVERSITY 845 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE	PC	CAPITAL CAMPAIGN	200,000
<b>Total . . . . .</b> <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KENTUCKY COLLEGE OF ART DESIGN AT SPALDING UNIVERSITY 845 SOUTH THIRD STREET LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	200,000
KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	20,000
KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	19,000
KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	1,000
KENTUCKY COUNCIL OF CHURCHES INC PO BOX 23171 LEXINGTON, KY 40523	NONE	PC	GENERAL OPERATING SUPPORT	250
<b>Total . . . . .</b> <b>3a</b>				6,049,000

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KENTUCKY ENVIRONMENTAL FOUNDATION PO BOX 467 BEREA, KY 40403	NONE	PC	GENERAL OPERATING SUPPORT	20,000
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN ST LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	50,000
KENTUCKY NATURAL LANDS TRUST INC 433 CHESTNUT ST BEREA, KY 40403	NONE	PC	PROJECT SUPPORT	112,432
KENTUCKY NATURAL LANDS TRUST INC 433 CHESTNUT ST BEREA, KY 40403	NONE	PC	PROJECT SUPPORT	137,568
KENTUCKY OPERA ASSOCIATION INC 323 WEST BROADWAY SUITE 601 LOUISVILLE, KY 40202	NONE	PC	ENDOWMENT	400,000
<b>Total . . . . .</b> 				6,049,000
<b>3a</b>				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KENTUCKY PUBLIC RADIO INC DBA LOUISVILLE PUBLIC MEDIA 619 S FOURTH STREET LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	12,000
KENTUCKY RESOURCES COUNCIL INC PO BOX 1070 FRANKFORT, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	50,000
KENTUCKY SHAKESPEARE FESTIVAL INC 323 WEST BROADWAY LOUISVILLE, KY 40202	NONE	PC	PROJECT SUPPORT	5,000
KENTUCKY TRUST FOR HISTORIC PRESERVATION INC PO BOX 1112 LOUISVILLE, KY 40602	NONE	PC	GENERAL OPERATING SUPPORT	2,500
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET SUITE 217 LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	10,000
<b>Total . . . . .</b> ► <b>3a</b>				6,049,000



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
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	40,000
LEGACIES UNLIMITED 956 SOUTH 6TH STREET LOUISVILLE, KY 40203	NONE	PC	EVENT SUPPORT	25,000
LINCOLN FOUNDATION 200 W BROADWAY SUITE 500 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	5,000
LOUISVILLE CLIMATE ACTION NETWORK 1711 EDGELAND AVE LOUISVILLE, KY 40204	NONE	PC	PROJECT SUPPORT	5,000
<b>Total</b> . . . . . 				6,049,000
<b>3a</b>				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	CAPITAL CAMPAIGN	100,000
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	ANNUAL FUND	1,200
LOUISVILLE FILM SOCIETYPO BOX 6088 LOUISVILLE, KY 40206	NONE	PC	PROJECT SUPPORT	20,000
LOUISVILLE OLMSTED PARKS CONSERVANCY INC 1299 TREVILIAN WAY LOUISVILLE, KY 40213	NONE	PC	GENERAL OPERATING SUPPORT	5,000
LOUISVILLE ORCHESTRA 323 WEST BROADWAY SUITE 700 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	250,000
<b>Total . . . . .</b> ► <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	GENERAL OPERATING SUPPORT	7,000
METRO UNITED WAY INCPO BOX 4488 LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING SUPPORT	40,000
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 PO BOX 2944 LOUISVILLE, KY 40201	NONE	PC	GENERAL OPERATING SUPPORT	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	GENERAL OPERATING SUPPORT	25,000
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES 2600 VIRGINIA AVENUE NW SUITE 1100 WASHINGTON, DC 20037	NONE	PC	PROJECT SUPPORT	100,000
NATURE CONSERVANCY OF KENTUCKY 114 WOODLAND AVENUE LEXINGTON, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	1,000
NEW PIONEERS FOR A SUSTAINABLE FUTURE INC 127 W MAIN STREET SPRINGFIELD, KY 40069	NONE	PC	GENERAL OPERATING SUPPORT	35,000
ORGANIC ASSOCIATION OF KENTUCKY PO BOX 22244 LEXINGTON, KY 40522	NONE	PC	GENERAL OPERATING SUPPORT	70,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,049,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PASSIONIST EARTH & SPIRIT CENTER INC 1924 NEWBURG RD LOUISVILLE, KY 40205	NONE	PC	GENERAL OPERATING SUPPORT	15,000
PINE MOUNTAIN SETTLEMENT SCHOOL INC 36 HIGHWAY 510 BLEDSOE, KY 40810	NONE	PC	GENERAL OPERATING SUPPORT	5,000
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD MONTROSS, VA 22520	NONE	PC	GENERAL OPERATING SUPPORT	1,000
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD MONTROSS, VA 22520	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
<b>Total . . . . . ▶</b> <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SISTERS OF CHARITY OF NAZARETH PO BOX 9 NAZARETH, KY 40048	NONE	PC	GENERAL OPERATING SUPPORT	10,000
SMOKETOWN FAMILY WELLNESS CENTER CORP 760 S HANCOCK STREET SUITE B100 LOUISVILLE, KY 40203	NONE	PC	CAPITAL CAMPAIGN	25,000
SOS INTERNATIONAL INC 1500 ARLINGTON AVENUE LOUISVILLE, KY 40206	NONE	PC	GENERAL OPERATING SUPPORT	10,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	CAPITAL CAMPAIGN	200,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	GENERAL OPERATING SUPPORT	25,000
<b>Total</b> . . . . . <b>3a</b>				6,049,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	CAPITAL CAMPAIGN	1,250,000
THE INSTITUTE FOR HEALTHY AIR WATER AND SOIL 325 W MAIN STREET 1110 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	187,500
THE INSTITUTE FOR HEALTHY AIR WATER AND SOIL 325 W MAIN STREET 1110 LOUISVILLE, KY 40202	NONE	PC	GENERAL OPERATING SUPPORT	187,500
UNIVERSITY OF LOUISVILLE FOUNDATION 2301 SOUTH THIRD STREET LOUISVILLE, KY 40208	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
<b>Total . . . . . ▶</b> <b>3a</b>				6,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YALE IN KENTUCKY INC408 DUFF LANE LOUISVILLE, KY 40207	NONE	PC	GENERAL OPERATING SUPPORT	10,000
<b>Total . . . . .</b> <div>▶</div> <b>3a</b>				6,049,000



**TY 2017 Accounting Fees Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC

**EIN:** 61-1189915

**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION FEES	38,215	19,108		19,107

**TY 2017 Investments Corporate Stock Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC  
**EIN:** 61-1189915

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES (ABT)	262,797	342,420
ALIBABA GROUP HLDG LTD (BABA)	529,427	517,290
ALPHABET INC CL A (GOOGL)	34,716	136,942
ALPHABET INC CL C (GOOG)	34,514	136,032
AMAZON.COM INC (AMZN)	843,638	1,023,286
ANHEUSER BUSCH INBEV ADR (BUD)	734,439	788,729
APPLE INC (AAPL)	199,830	483,152
BERKSHIRE HATHAWAY INC (BRKB)	657,363	991,100
BROWN FORMAN CORP CL B (BFB)	18,982,228	56,294,979
CARNIVAL CORP (CCL)	306,355	331,850
CAVIUM INC (CAVM)	534,314	670,640
CELGENE CORP (CELG)	524,570	453,966
CHARTER COMMUNICATIONS INC (CHTR)	29,305	43,675
CISCO SYS INC (CSCO)	2,632	60,016
CITIGROUP INC (C)	360,947	446,460
COMCAST CORP NEW CL A (CMCSK)	1,039,227	1,513,890
DXC TECHNOLOGY CO (DXC)	525,268	664,300
DANAHER CORP (DHR)	59,645	139,230
FACEBOOK INC (FB)	70,142	652,902
FEDEX CORP (FDX)	482,955	623,850
FISERV INC (FISV)	344,557	653,683
IAC INTERACTIVE CORP (IAC)	350,236	489,120
JOHNSON & JOHNSON (JNJ)	113,792	250,099
JPMORGAN CHASE & CO (JPM)	286,420	580,150
LOWES COS INC (LOW)	549,606	1,003,752
MCKESSON CORP (MCK)	521,304	467,850
MERCK & CO INC (MRK)	378,245	337,620
MICROSOFT CORP (MSFT)	116,028	411,020
MICRON TECHNOLOGY (MU)	256,146	308,400
MOODYS CORP (MCO)	306,317	442,830

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MORGAN STANLEY (MS)	528,024	629,640
MYLAN N V SHS EURO (MYL)	376,087	423,100
ORACLE CORP (ORCL)	467,038	567,360
PALO ALTO NETWORKS INC (PANW)	6,649	724,700
PEPSICO INC (PEP)	80,923	251,232
PFIZER INC (PFE)	161,558	181,100
PRICELINE GROUP INC (PCLN)	885,545	1,390,192
PROCTER AND GAMBLE CO (PG)	403,156	459,400
ROYAL CARIBBEAN CRUISES (RCL)	406,598	477,120
SCHWAB CHARLES CORP (SCHW)	555,390	924,660
UNILEVER PLC (UL)	272,562	268,399
VISA INC	537,258	681,269
WALGREENS BOOTS ALLIANCE INC (WBA)	360,975	493,816
WATERS CORP (WAT)	26,710	193,190
WELLS FARGO CO (WFC)	99,974	221,445
WESTERN DIGITAL CORP	228,758	238,590

**TY 2017 Investments - Other Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC

**EIN:** 61-1189915

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
FIDELITY GOVERNMENT CASH RESERVES (FDRXX)	AT COST	325,000	325,000
JI WIRE INC	AT COST	564,294	564,294
NEW MARKETS VENTURE PARTNERS II LP	AT COST	93,712	173,723
REVON SYSTEMS INC	AT COST	450,000	450,000
SOLIDUS COMPANY LP	AT COST	347,404	240,495
ADVANCED CANCER THERAPEUTICS LLC	AT COST	0	300,000

**TY 2017 Other Expenses Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC  
**EIN:** 61-1189915

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	60	0		0
KENTUCKY STATE TREASURER-FILING FEES	15	0		0
LICENSES - SOFTWARE	19,587	0		19,587
PORTFOLIO DEDUCTIONS-NEW MARKETS VENTURE K-1	6,879	6,879		0
POSTAGE	15	0		0
SUPPLIES	120	0		120
INVESTMENT INTEREST EXPENSE-SOLIDUS COMPANY LP K-1	2,689	2,689		0
PORTFOLIO DEDUCTIONS-SOLIDUS COMPANY LP K-1	11,268	11,268		0
OTHER DEDUCTIONS-SOLIDUS COMPANY LP K-1	3,235	0		0
PRINTING & COPYING	127	0		127

**TY 2017 Other Income Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC

**EIN:** 61-1189915

**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	1,222	1,222	1,222
NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	2,979	0	2,979
SOLIDUS COMPANY LP-SCHEDULE K-1	3,974	3,974	3,974
SOLIDUS COMPANY LP-SCHEDULE K-1	-1,172	0	-1,172
NEW MARKETS VENTURE PTRS II LP-SCHEDULE K-1	-979	0	-979

**TY 2017 Other Professional Fees Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC

**EIN:** 61-1189915

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT/ADVISORY FEES	235,369	161,354		74,015

**TY 2017 Taxes Schedule**

**Name:** OWSLEY BROWN II FAMILY FOUNDATION INC  
C/O ZELKOVA STRATEGIC PARTNERS LLC

**EIN:** 61-1189915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - FIDELITY #4674	8,647	8,647		0
2016 EXCISE TAXES	42,286	0		0
FOREIGN TAXES - FIDELITY #1230	332	332		0
2017 EXCISE TAXES	43,500	0		0



<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF)  Department of the Treasury Internal Revenue Service	<b>Schedule of Contributors</b>  ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>	OMB No 1545-0047  <b>2017</b>
	<b>Name of the organization</b> OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	<b>Employer identification number</b> 61-1189915

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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<sup>1</sup>/<sub>3</sub>% 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	<b>Employer identification number</b> 61-1189915
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<b>Part I</b> <b>Contributors</b> (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 SU LOUISVILLE, KY 40202	\$ 2,317,220	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	ESTATE OF MARTIN SHALLENBERGER C/O PNC WEALTH MANAGEMENT 101 S FIF LOUISVILLE, KY 40202	\$ 46,791	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

61-1189915

## Part II

(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
		\$	
(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
		\$	

<b>Name of organization</b> OWSLEY BROWN II FAMILY FOUNDATION INC C/O ZELKOVA STRATEGIC PARTNERS LLC	<b>Employer identification number</b> 61-1189915
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<b>Part III</b>	<b>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 information once. See instructions.) ▶ \$ _____</b> Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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