

Form **990-PF**Department of the Treasury
Internal Revenue Service**EXTENDED TO MAY 15, 2019**
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.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **JUL 1, 2017**, and ending **JUN 30, 2018**

Name of foundation

AUERBACH FAMILY FOUNDATION, INC.

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

3006 REDSTONE LANE

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

BOULDER, CO 80305

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)► \$ **825,271.**J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

32-0017911

B Telephone number

443-831-7172C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		769,049.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		61.	61.		STATEMENT 1
4 Dividends and interest from securities		5,561.	5,561.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		36.			
b Gross sales price for all assets on line 6a		42.			
7 Capital gain net income (from Part IV, line 2)			36.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		774,707.	5,658.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,820.	0.		1,820.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		1,820.	0.		1,820.
25 Contributions, gifts, grants paid		91,000.			91,000.
26 Total expenses and disbursements. Add lines 24 and 25		92,820.	0.		92,820.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		681,887.			
b Net investment income (if negative, enter -0-)			5,658.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	43,021.	191,909.	191,909.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	512.	533,511.	633,362.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		43,533.	725,420.	825,271.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	43,533.	725,420.	
30 Total net assets or fund balances	43,533.	725,420.		
31 Total liabilities and net assets/fund balances	43,533.	725,420.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	43,533.
2 Enter amount from Part I, line 27a	2	681,887.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	725,420.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	725,420.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CHARLES SCHWAB #9420 - BROWN FORMAN CORP	D	11/12/01	03/01/18
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 42.		6.	36.
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			36.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	36.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	46,764.	35,863.	1.303962
2015	25,955.	18,854.	1.376631
2014	40,195.	25,604.	1.569872
2013	48,156.	19,430.	2.478435
2012	84,101.	23,279.	3.612741

2 Total of line 1, column (d)	2	10.341641
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	2.068328
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	257,816.
5 Multiply line 4 by line 3	5	533,248.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57.
7 Add lines 5 and 6	7	533,305.
8 Enter qualifying distributions from Part XII, line 4	8	92,820.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	113.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	113.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	113.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017		6a	332.
b Exempt foreign organizations - tax withheld at source		6b	0.
c Tax paid with application for extension of time to file (Form 8868)		6c	0.
d Backup withholding erroneously withheld		6d	0.
7 Total credits and payments. Add lines 6a through 6d		7	332.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	219.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 219. Refunded <input type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 5

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► THE FOUNDATION Telephone no. ► 443-831-7172 Located at ► 3006 REDSTONE LANE, BOULDER, CO ZIP+4 ► 80305		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

Form 990-PF (2017)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions
Organizations relying on a current notice regarding disaster assistance, check hereN/A
▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870.6b ☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b ☐ Yes ☐ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PENNY AUERBACH FRIEDBERG	PRESIDENT			
3006 REDSTONE LANE				
BOULDER, CO 80305	1.00	0.	0.	0.
ROBERT CLAY AUERBACH	TREASURER			
1113 W. HWY 42				
LAGRANGE, KY 40031	0.00	0.	0.	0.
JONATHAN KEITH AUERBACH	SECRETARY			
1416 WILLOW AVE #2A				
LOUISVILLE, KY 40204	0.00	0.	0.	0.

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

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

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

0

Form 990-PF (2017)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	195,774.
b	Average of monthly cash balances	1b	65,968.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	261,742.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	261,742.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,926.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	257,816.
6	Minimum investment return. Enter 5% of line 5	6	12,891.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	12,891.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	113.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	113.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,778.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,778.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,778.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	92,820.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	92,820.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,820.

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

Form 990-PF (2017)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				12,778.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	82,939.			
b From 2013	47,186.			
c From 2014	38,917.			
d From 2015	25,014.			
e From 2016	44,974.			
f Total of lines 3a through e	239,030.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 92,820.				
a Applied to 2016, 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 2017 distributable amount				12,778.
e Remaining amount distributed out of corpus	80,042.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	319,072.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	82,939.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	236,133.			
10 Analysis of line 9:				
a Excess from 2013	47,186.			
b Excess from 2014	38,917.			
c Excess from 2015	25,014.			
d Excess from 2016	44,974.			
e Excess from 2017	80,042.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACTORS THEATRE 316 W MAIN STREET LOUISVILLE, KY 40202	NONE		GENERAL FUND	3,000.
BIRTHRIGHT ISRAEL FOUNDATION PO BOX 21615 NEW YORK, NY 10087	NONE		GENERAL FUND	300.
BOULDER JEWISH COMMUNITY CENTER 6007 OREG AVE BOULDER, CO 80303	NONE		GENERAL FUND	4,000.
CORPORATE ACCOUNTABILITY INTERNATIONAL 10 MILK STREET, SUITE 610 BOSTON, MA 02108	NONE		GENERAL FUND	1,000.
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVE BOSTON, MA 02215	NONE		GENERAL FUND	1,000.
Total	SEE CONTINUATION SHEET(S)			91,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2017)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAVID HOROWITZ FREEDOM CENTER 14724 VENTURA BLVD, S-820 SHERMAN OAKS, CA 91403	NONE		GENERAL FUND	500.
ENVIRONMENTAL WORKING GROUP 1436 U ST. NW #100 WASHINGTON, DC 20009	NONE		GENERAL FUND	500.
FRIENDS OF THE ISRAEL DEFENSE FORCES PO BOX 4224 NEW YORK, NY 10163	NONE		GENERAL FUND	500.
FUND FOR THE ARTS 623 WEST MAIN STREET #200 LOUISVILLE, KY 40202	NONE		GENERAL FUND	500.
GUTHY-JACKSON CHARITABLE FOUNDATION PO BOX 15185 BEVERLY HILLS, CA 90210	NONE		GENERAL FUND	500.
HONEST REPORTING 165 EAST 56TH STREET NEW YORK, NY 10024	NONE		GENERAL FUND	300.
JEWISH COMMUNITY OF LOUISVILLE 3600 DUTCHMANS LN LOUISVILLE, KY 40205	NONE		GENERAL FUND	50,000.
JEWISH FEDERATION OF HOWARD CO. 10630 LITTLE PATUXENT PKWY S STE 400 COLUMBIA, MD 21044	NONE		GENERAL FUND	2,000.
JEWISH WOMEN'S ARCHIVES 1 HARVARD ST #200 BROOKLINE, MA 02445	NONE		GENERAL FUND	300.
KENTUCKY MUSEUM OF ARTS AND CRAFT 715 WEST MAIN STREET LOUISVILLE, KY 40202	NONE		GENERAL FUND	500.
Total from continuation sheets				81,700.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOUISVILLE PUBLIC MEDIA 619 S. FOURTH STREET LOUISVILLE, KY 40202	NONE		GENERAL FUND	1,000.
LOUISVILLE VISUAL ARTS ASSOCIATION 3005 RIVER ROAD LOUISVILLE, KY 40207	NONE		GENERAL FUND	1,000.
MIDDLE EAST FORUM 1920 CHESTNUT ST. PHILADELPHIA, PA 19103	NONE		GENERAL FUND	400.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET, NW, SUITE 700 WASHINGTON, DC 20001-3723	NONE		GENERAL FUND	400.
NATIONAL VACCINE INFORMATION CENTER 21525 RIDGETOP CIRCLE SUITE 100 STERLING, VA 20166	NONE		GENERAL FUND	1,000.
OLMSTED PARKS 1299 TREVILIAN WAY LOUISVILLE, KY 40213	NONE		GENERAL FUND	6,000.
ORGANIC CONSUMERS ASSOCIATION 6771 S SILVER HILL DRIVE FINLAND, MN 55603	NONE		GENERAL FUND	1,000.
PLANNED PARENTHOOD 123 WILLIAM ST. 10TH FLOOR NEW YORK, NY 10038	NONE		GENERAL FUND	500.
RIVER FIELDS 643 W MAIN ST LOUISVILLE, KY 40202	NONE		GENERAL FUND	1,000.
SIMON WIESENTHAL CENTER 1399 S ROXBURY DR LOS ANGELES, CA 90035	NONE		GENERAL FUND	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPEED ART MUSEUM 2035 SOUTH THRID STREET LOUISVILLE, KY 40208	NONE		GENERAL FUND	1,000.
THE HEALING PLACE 1020 W MARKET ST. LOUISVILLE, KY 40213	NONE		GENERAL FUND	1,000.
THE TEMPLE 5101 US-42 LOUISVILLE, KY 40241	NONE		GENERAL FUND	10,000.
UNITED SERVICE ORGANIZATIONS INC PO BOX 96860 WASHINGTON, DC 20077	NONE		GENERAL FUND	300.
UNITED WITH ISRAEL MEUCHADIM IM YISRAEL NACHAL MAOR 8/19 BET SHEMESH, ISRAEL 99623	NONE		GENERAL FUND	400.
UNIVERSITY OF LOUISVILLE FOUNDATION 2301 S 3RD STREET LOUISVILLE, KY 40208	NONE		GENERAL FUND	300.
WASHINGTON AND LEE UNIVERSITY 204 W WASHINGTON ST. LEXINGTON, VA 24450	NONE		GENERAL FUND	300.
Total from continuation sheets				

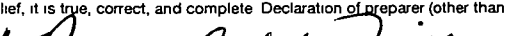
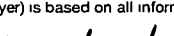
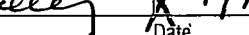
Part XVII	Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations
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		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below? See instr	
	 Signature of officer or trustee		 Date		PRESIDENT Title	
Paid Preparer Use Only	Print/Type preparer's name AMY S MILES		Preparer's signature 		Check <input type="checkbox"/> if self-employed	
	Date 1/10/19		Check <input type="checkbox"/> if self-employed		PTIN P01217935	
	Firm's name ▶ LOUIS T. ROTH & CO., PLLC				Firm's EIN ▶ 61-0480236	
	Firm's address ▶ 2100 GARDINER LANE LOUISVILLE, KY 40205				Phone no. (502)459-8100	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

Employer identification number

AUERBACH FAMILY FOUNDATION, INC.**32-0017911**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

AUERBACH FAMILY FOUNDATION, INC.**32-0017911****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>PENNY FRIEDBERG</u> <u>3006 REDSTONE LANE</u> <u>BOULDER, CO 80305</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	<u>JONATHAN KEITH AUERBACH</u> <u>1416 WILLOW AVE, #2A</u> <u>LOUISVILLE, KY 40204</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	<u>S. PEARSON AUERBACH, M.D.</u> <u>1400 WILLOW AVE., #405</u> <u>LOUISVILLE, KY 40204</u>	\$ <u>66,370.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>4</u>	<u>ROBERT C. AUERBACH</u> <u>1113 W HWY 42</u> <u>LAGRANGE, KY 40031</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	<u>S. PEARSON AUERBACH, M.D.</u> <u>1400 WILLOW AVE., #405</u> <u>LOUISVILLE, KY 40204</u>	\$ <u>150,599.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>6</u>	<u>ESTATE OF S P AUERBACH</u> <u>1400 WILLOW AVE., #405</u> <u>LOUISVILLE, KY 40204</u>	\$ <u>505,206.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
AUERBACH FAMILY FOUNDATION, INC.	32-0017911

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ESTATE OF S P AUERBACH 1400 WILLOW AVE., #405 LOUISVILLE, KY 40204	\$ 154,674.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

AUERBACH FAMILY FOUNDATION, INC.**32-0017911****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
5	1,887 SHARES OF BROWN FORMAN CORP	\$ 100,431.	09/01/17
5	860 SHARES OF BROWN FORMAN CORP	\$ 50,168.	11/17/17
6	140 SHARES OF BERKSHIRE HATHAWAY	\$ 30,207.	05/31/18
6	125 SHARES OF CHEVRON CORP	\$ 15,607.	05/31/18
6	700 SHARES OF COMCAST CORP	\$ 29,566.	05/31/18
6	225 SHARES OF EXXON MOBIL CORP	\$ 19,868.	05/31/18

Name of organization

Employer identification number

AUERBACH FAMILY FOUNDATION, INC.

32-0017911

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	925 SHARES OF GENERAL ELECTRIC CO	\$ 14,816.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	100 SHARES OF HOME DEPOT INC	\$ 20,033.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	150 SHARES OF JOHNSON & JOHNSON	\$ 20,823.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	334 SHARES OF JOHNSON CONTROLS INTER F	\$ 13,190.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	400 SHARES OF JPMORGAN CHASE & CO	\$ 46,496.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	125 SHARES OF KRAFT HEINZ CO	\$ 9,785.	05/31/18

Name of organization

Employer identification number

AUERBACH FAMILY FOUNDATION, INC.**32-0017911****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	575 SHARES OF MATTEL INC	\$ 8,904.	05/31/18
6	300 SHARES OF MICROSOFT CORP	\$ 28,450.	05/31/18
6	375 SHARES OF MONDELEZ INTL	\$ 17,043.	05/31/18
6	175 SHARES OF OMNICOM GROUP INC	\$ 13,373.	05/31/18
6	83 SHARES OF PENTAIR PLC	\$ 5,924.	05/31/18
6	600 SHARES OF PFIZER INC	\$ 22,410.	05/31/18

Name of organization	Employer identification number
AUERBACH FAMILY FOUNDATION, INC.	32-0017911

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	250 SHARES OF PROCTER & GAMBLE	\$ 21,506.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	200 SHARES OF TE CONNECTIVITY LTD	\$ 20,678.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	200 SHARES OF TJX COMPANIES INC	\$ 16,030.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	300 SHARES OF US BANCORP	\$ 17,126.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	725 SHARES OF VANGUARD FTSE DEVELOPED MARKETS	\$ 34,090.	05/31/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	225 SHARES OF VANGUARD FTSE EMERGING MARKETS	\$ 11,144.	05/31/18

Name of organization

Employer identification number

AUERBACH FAMILY FOUNDATION, INC.**32-0017911****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	225 SHARES OF WAL-MART STORES	\$ 23,827.	05/31/18
6	300 SHARES OF WALGREENS BOOTS ALLI	\$ 22,505.	05/31/18
6	200 SHARES OF WALT DISNEY CO	\$ 21,805.	05/31/18
		\$	
		\$	
		\$	

Name of organization	Employer identification number
AUERBACH FAMILY FOUNDATION, INC.	32-0017911

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - SCHWAB	61.	61.	
TOTAL TO PART I, LINE 3	61.	61.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - SCHWAB	5,561.	0.	5,561.	5,561.	
TO PART I, LINE 4	5,561.	0.	5,561.	5,561.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,820.	0.		1,820.
TO FORM 990-PF, PG 1, LN 16B	1,820.	0.		1,820.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
101 SHS BB&T CORPORATE STOCK	512.	5,094.
140 SHS BERSHIRE HATHAWAY	30,207.	26,131.
3433 SHS BROWN FORMAN CORP	27,794.	168,251.
125 SHS CHEVRON CORP	15,607.	15,804.
700 SHS COMCAST CORP	29,566.	22,967.
225 SHS EXXON MOBIL CORP	19,867.	18,614.
925 SHS GENERAL ELECTRIC CO	14,816.	12,589.

100 SHS HOME DEPOT INC	20,033.	19,510.
150 SHS JOHNSON & JOHNSON	20,823.	18,201.
334 SHS JOHNSON CONTROLS INTER F	13,190.	11,172.
400 SHS JPMORGAN CHASE & CO	46,496.	41,680.
125 SHS KRAFT HEINZ CO	9,785.	7,853.
575 SHS MATTEL INC	8,904.	9,442.
300 SHS MICROSOFT CORP	28,450.	29,583.
375 SHS MONDELEZ INTL	17,043.	15,375.
83 SHS NVENT ELECTRONIC PLC	2,014.	2,083.
175 SHS OMNICOM GROUP INC	13,373.	13,347.
83 SHS PENTAIR PLC	3,910.	3,493.
600 SHS PFIZER INC	22,410.	21,768.
250 SHS PROCTER & GAMBLE	21,506.	19,515.
200 SHS TE CONNECTIVITY LTD	20,678.	18,012.
200 SHS TJX COMPANIES INC	16,030.	19,036.
300 SHS US BANCORP	17,126.	15,006.
225 SHS WAL-MART STORES	23,828.	19,271.
300 SHS WALGREENS BOOTS ALLI	22,504.	18,005.
200 SHS WALT DISNEY CO	21,805.	20,962.
725 SHS VANGUARD FTSE DEVELOPED MARKETS	34,090.	31,103.
225 SHS VANGUARD FTSE EMERGING MARKETS	11,144.	9,495.
TOTAL TO FORM 990-PF, PART II, LINE 10B	533,511.	633,362.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS	STATEMENT	5
	PART VII-A, LINE 10		

NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF S P AUERBACH

1400 WILLOW AVENUE #405
LOUISVILLE, KY 40204