

For calendar year 2018, or tax year beginning 12-01-2018, and ending 11-30-2019

Name of foundation THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION INC		A Employer identification number 27-4432014	
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 ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ 65,865,603	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		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) (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)	24,374,965			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	294	294		
	4 Dividends and interest from securities	650,605	650,605		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	32,964			
	b Gross sales price for all assets on line 6a _____ 149,040				
	7 Capital gain net income (from Part IV, line 2)		32,964		
	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)				
	12 Total. Add lines 1 through 11	25,058,828	683,863		
	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)	5,713	2,857		2,856
	c Other professional fees (attach schedule)	57,493	14,729		42,764
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,689	89		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,098	0		3,065
	24 Total operating and administrative expenses. Add lines 13 through 23	71,993	17,675		48,685
	25 Contributions, gifts, grants paid	1,054,637			1,054,637
	26 Total expenses and disbursements. Add lines 24 and 25	1,126,630	17,675		1,103,322
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	23,932,198			
	b Net investment income (if negative, enter -0-)		666,188		
	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	1 Cash—non-interest-bearing	891,558	23,472	23,472
	2 Savings and temporary cash investments	10,720	51,944	51,944
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b Investments—corporate stock (attach schedule)	9,949,643	11,844,706	65,760,595
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	85,000	28,055	29,592
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,936,921	11,948,177	65,865,603	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	10,936,921	11,948,177	
30 Total net assets or fund balances (see instructions)	10,936,921	11,948,177		
31 Total liabilities and net assets/fund balances (see instructions) .	10,936,921	11,948,177		

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	10,936,921
2 Enter amount from Part I, line 27a	2	23,932,198
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	34,869,119
5 Decreases not included in line 2 (itemize) ▶ _____	5	22,920,942
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	11,948,177

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.)
1 a PUBLICLY TRADED SECURITIES (SHORT-TERM)	P		
b PUBLICLY TRADED SECURITIES (LONG-TERM)	P		
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 34,904		25,360	9,544
b 114,136		90,716	23,420
c			
d			
e			

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	
a			9,544
b			23,420
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	32,964
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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))
2017	1,045,309	23,244,087	0.044971
2016	483,693	19,050,162	0.025390
2015	631,920	15,074,866	0.041919
2014	1,028,335	19,658,952	0.052309
2013	722,872	19,280,278	0.037493

2 Total of line 1, column (d)	2	0.202082
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	0.040416
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	53,465,498
5 Multiply line 4 by line 3	5	2,160,862
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,662
7 Add lines 5 and 6	7	2,167,524
8 Enter qualifying distributions from Part XII, line 4	8	1,103,322

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,324
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	13,324
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,324
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	13,282
b	Exempt foreign organizations—tax withheld at source	6b	
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	13,282
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	42
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 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>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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?	6	Yes
7 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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes

Part VII-A Statements Regarding Activities (continued)

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

Located at ▶ 333 EAST MAIN STREET SUITE 401 LOUISVILLE KYZIP+4 ▶ 40202

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2018, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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.**

1a	During the year did the foundation (either directly or indirectly):		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2018?	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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:			Yes	No
(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		5b	
	Organizations relying on a current notice regarding disaster assistance check here. 	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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	(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
OWSLEY BROWN III C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR/PRESIDENT/SECRETARY 0.50	0	0	0
BROOKE BROWN BARZUN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 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
CHRISTINA LEE BROWN 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	(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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
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.)

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	53,885,578
b	Average of monthly cash balances.	1b	394,115
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	54,279,693
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	54,279,693
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	814,195
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,465,498
6	Minimum investment return. Enter 5% of line 5.	6	2,673,275

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

1	Minimum investment return from Part X, line 6.	1	2,673,275
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	13,324
b	Income tax for 2018. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	13,324
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,659,951
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,659,951
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	2,659,951

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	1,103,322
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	1,103,322
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. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,103,322

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,659,951
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only.			681,154	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018:				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ <u>1,103,322</u>				
a Applied to 2017, but not more than line 2a			681,154	
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 2018 distributable amount.				422,168
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018. (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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2017. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019.				2,237,783
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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.

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

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

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)				
a <i>Paid during the year</i>				
See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i>				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated.

[illegible]

Part XVII

- | | | | | |
|---|--|----|--|----|
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
| 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 |
| | | |
| | | |
| | | |
| | | |

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.

Sign Here Signature of officer or trustee	Date	Title
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Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00197408
	WILLIAM EVERSOLE				
	Firm's name ▶ SUMMIT CPA				Firm's EIN ▶ 46-4686980
	Firm's address ▶ 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202				Phone no. (502) 805-7213

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)				
a <i>Paid during the year</i>				
BERRY CENTER INC111 S MAIN STREET NEW CASTLE, KY 40050	NONE	PC	WENDELL BERRY FARM PROGRAM	25,000
BERRY CENTER INC111 S MAIN STREET NEW CASTLE, KY 40050	NONE	PC	ANNUAL FUND	10,000
BUDDHAYANA FOUNDATION 204 SPRING STREET MARION, MA 02738	NONE	PC	ANNUAL FUND	10,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
CALIFORNIA COLLEGE OF THE ARTS 5212 BROADWAY OAKLAND, CA 94618	NONE	PC	WAYNE THIEBAUD ENDOWED SCHOLARSHIP	5,000
CANYON CINEMA FOUNDATION 1777 YOSEMITE AVE SUITE 210 SAN FRANCISCO, CA 94124	NONE	PC	ANNUAL FUND	1,200
CENTER FOR INTERFAITH RELATIONS INC 415 W MUHAMMAD ALI BLVD LOUISVILLE, KY 40202	NONE	PC	FESTIVAL OF FAITHS	5,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
CINEFEMME 1507 7TH STREET SUITE 477 SANTA MONICA, CA 90401	NONE	PC	BRING ME AN AVOCADO FILM	2,500
COMMITTEE ON POETRYPO BOX 582 NEW YORK, NY 10009	NONE	PC	MICHAEL BROWNSTEIN POETRY	2,500
COMMITTEE ON POETRYPO BOX 582 NEW YORK, NY 10009	NONE	PC	MICHAEL BROWNSTEIN POETRY	2,500
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
COMMUNITY CONNECTIONS GROUP INC 6606 FERNBUSH DRIVE LOUISVILLE, KY 40228	NONE	PC	UNITY BREAKFAST EVENT SUPPORT	5,000
COMMUNITY CONNECTIONS GROUP INC 6606 FERNBUSH DRIVE LOUISVILLE, KY 40228	NONE	PC	UNITY BREAKFAST EVENT SUPPORT	1,250
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	ANNUAL FUND	35,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
CURRY SCHOOL FOUNDATION PO BOX 400276 CHARLOTTESVILLE, VA 22904	NONE	PC	CURRY SCHOOL RUN FOR TEACHERS	260
DHARMA FOUNDATION 1230 PLEASANT ST BARRE, MA 01005	NONE	PC	SHARON SALZBERT PROJECT	5,000
DHARMATA FOUNDATION 235 WASHINGTON AVE RICHMOND, CA 94801	NONE	PC	ANNUAL FUND	5,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
DILGO KHYENTSE FELLOWSHIPSHECHEN 237 WEST 35TH STREET SUITE 1101 NEW YORK, NY 10001	NONE	PC	RESTORE SHECHEN FRESCO	1,950
DILGO KHYENTSE FELLOWSHIPSHECHEN 237 WEST 35TH STREET SUITE 1101 NEW YORK, NY 10001	NONE	PC	STAFF TRAVEL EXPENSES	1,003
DILGO KHYENTSE FELLOWSHIPSHECHEN 237 WEST 35TH STREET SUITE 1101 NEW YORK, NY 10001	NONE	PC	RESTORE SHECHEN FRESCO	27
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
DREPUNG GOMANG INSTITUTE 411 N HUBBARDS LANE LOUISVILLE, KY 40207	NONE	PC	CULTIVATING COMPASSION LOUISVILLE	10,000
DREPUNG GOMANG INSTITUTE 411 N HUBBARDS LANE LOUISVILLE, KY 40207	NONE	PC	DGCEC RITUALS	8,000
EDIBLE SCHOOLYARD PROJECT 1517 SHATTUCK AVENUE BERKELEY, CA 94709	NONE	PC	SPRING BENEFIT	15,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
EPISCOPAL DIOCESE OF CALIFORNIA 1055 TAYLOR STREET SAN FRANCISCO, CA 94108	NONE	PC	TRAVEL EXPENSES	6,051
FRACTURED ATLAS 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	NONE	PC	PRECIOUS GURU FILM	5,000
FRACTURED ATLAS 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	NONE	PC	PRECIOUS GURU FILM	5,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
FRACTURED ATLAS 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	NONE	PC	PRECIOUS GURU FILM	4,000
FUND FOR THE ARTS INC 623 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	CULTURAL PASS PROJECT	25,000
GREEN PLANET FILMSPO BOX 815 STONINGTON, CT 06378	NONE	PC	ONCE WAS WATER FILM	10,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
GREEN PLANET FILMSPO BOX 815 STONINGTON, CT 06378	NONE	PC	ONCE WAS WATER FILM	5,000
HOME OF THE INNOCENTS 1100 E MARKET ST LOUISVILLE, KY 40206	NONE	PC	AQUA FILM PROJECT	10,000
HORIZONS SAN FRANCISCO 250 VALENCIA STREET SAN FRANCISCO, CA 94103	NONE	PC	ANNUAL FUND	3,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
HUMAN NEEDS PROJECT 36 PROFESSIONAL CENTRE PARKWAY SAN RAFAEL, CA 94903	NONE	PC	ANNUAL FUND	20,000
INWARD BOUND MINDFULNESS EDUCATION INC PO BOX 516 CONCORD, MA 01742	NONE	PC	RETREAT EXPENSES	5,000
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	PC	CAPITAL CAMPAIGN	1,357
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	PC	BURKE'S BENEFIT EVENT	5,000
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	PC	ANNUAL FUND	15,000
KENTUCKY PUBLIC RADIO INC DBA LOUISVILLE PUBLIC MEDIA 619 S FOURTH STREET LOUISVILLE, KY 40202	NONE	PC	STAFF SUPPORT: ARTS REPORTER	5,000
Total ► 3a				1,054,637

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)				
a Paid during the year				
LEGACIES UNLIMITED 956 SOUTH 6TH ST LOUISVILLE, KY 40203	NONE	PC	LIONEL HAMPTON JAZZ PROJECT	10,000
LEGACIES UNLIMITED 956 SOUTH 6TH ST LOUISVILLE, KY 40203	NONE	PC	LIONEL HAMPTON JAZZ PROJECT	850
LOTUS TREASURE 1790 30TH STREET SUITE 280 BOULDER, CO 80301	NONE	PC	TULKU URGYEN RINPOCHE, DZOGCHEN PRESERVATION PROJECT	5,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
LOTUS TREASURE 1790 30TH STREET SUITE 280 BOULDER, CO 80301	NONE	PC	FOLLOWING IN YOUR FOOTSTEPS BOOK	11,000
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION INC 301 YORK STREET LOUISVILLE, KY 40203	NONE	PC	NORTHEAST BRANCH CAPITAL PROJECT	10,000
LOUISVILLE ORCHESTRA 620 W MAIN SUITE 600 LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	100,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
LOUISVILLE URBAN LEAGUE 1535 WEST BROADWAY LOUISVILLE, KY 40203	NONE	PC	MINDFUL FRIDAY EVENTS	3,250
LOUISVILLE VISUAL ART ASSOCIATION 1538 LYTTLE STREET LOUISVILLE, KY 40203	NONE	PC	CREATE: LOUISVILLE PROJECT	10,000
MAIDEN VOYAGE PRODUCTIONS INC 2314 HIGGINS ROAD HALF MOON BAY, CA 94019	NONE	PC	FILM PROJECT	30,900
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
MARIN ACADEMY 1600 MISSION AVENUE SAN RAFAEL, CA 94901	NONE	PC	ANNUAL FUND	10,000
MIND AND LIFE INSTITUTE 210 RIDGE MCINTIRE ROAD SUITE 325 CHARLOTTESVILLE, VA 22903	NONE	PC	ANNUAL FUND	25,000
MUHAMMAD ALI CENTER 144 NORTH 6TH STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	10,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
MULTIPLIER - PROJECT WAYFINDER 405 14TH STREET SUITE 164 OAKLAND, CA 94612	NONE	PC	PROJECT WAYFINDER	15,000
MUSIC HEALS INTERNATIONAL PO BOX 2593 MILL VALLEY, CA 94942	NONE	PC	ANNUAL FUND	10,000
NATIONAL JUG BAND JUBILEE INC PO BOX 2944 LOUISVILLE, KY 40201	NONE	PC	EVENT SUPPORT	1,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
NEW CENTURY CHAMBER ORCHESTRA 1668 BUSH STREET SAN FRANCISCO, CA 94109	NONE	PC	ANNUAL FUND	15,000
PIONEER WORKS ART FOUNDATION 159 PIONEER STREET BROOKLYN, NY 11231	NONE	PC	GHETTO BIENNALE	12,000
PLAYGROUP C/O VALLEJO INVESTMENTS - ONE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	NONE	PC	ANNUAL FUND	3,283
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
PRESERVATION HALL FOUNDATION INC 321 BURGUNDY STREET 130 NEW ORLEANS, LA 70117	NONE	PC	COLLABORATIVE WORK WITH RIVER CITY DRUM CORP	10,000
PUNDARIKA FOUNDATIONPO BOX 57 CRESTONE, CO 81131	NONE	PC	TASHI JUNG HERMITAGE RETREAT HOUSE	15,000
RIVER CITY DRUM CORP CULTURAL ARTS INSTITUTE INC 3308 CHAUNCEY AVENUE LOUISVILLE, KY 40211	NONE	PC	COLLABORATIVE WORK WITH PRESERVATION HALL FOUNDATION	10,000
Total ► 3a				1,054,637

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)				
a <i>Paid during the year</i>				
ROXIE THEATER3125 16TH STREET SAN FRANCISCO, CA 94103	NONE	PC	CAPITAL PROJECT	15,000
SAHALOKA MONASTIC COMMUNITY PO BOX 1090 CRESTONE, CO 81131	NONE	PC	ANNUAL FUND	2,000
SAN FRANCISCO ART & FILM PROGRAM 540 ALABAMA STREET SAN FRANCISCO, CA 94110	NONE	PC	ANNUAL FUND	200
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
SAN FRANCISCO SILENT FILM FESTIVAL 1687 MARKET STREET SAN FRANCISCO, CA 94103	NONE	PC	SILENT FILM FESTIVAL EVENT	1,736
SAN FRANCISCO SILENT FILM FESTIVAL 1687 MARKET STREET SAN FRANCISCO, CA 94103	NONE	PC	BOARD GRANT	10,000
SCHOOLS OF THE SACRED HEART - SAN FRANCISCO 2222 BROADWAY SAN FRANCISCO, CA 94115	NONE	PC	ANNUAL FUND & CHALLENGE GRANT	100,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
SPALDING UNIVERSITY 901 SOUTH FOURTH STREET LOUISVILLE, KY 40203	NONE	PC	STUPA PROJECT	5,865
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	SPEED CINEMA EVENT	63
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	EUGENE MEATYARD COLLECTION	10,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	SPEED CINEMA CURATOR GRANT	25,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	SPEED CINEMA EVENT	77
ST JOHN'S CHURCH WESTERN RUN PARISH 3738 BUTLER ROAD REISTERTOWN, MD 21136	NONE	PC	TRAVEL EXPENSES FOR HAITIAN CHOIR	4,050
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
ST JOHN'S CHURCH WESTERN RUN PARISH 3738 BUTLER ROAD REISTERTOWN, MD 21136	NONE	PC	TRAVEL EXPENSES FOR HAITIAN CHOIR	24,533
ST JOHN'S CHURCH WESTERN RUN PARISH 3738 BUTLER ROAD REISTERTOWN, MD 21136	NONE	PC	TRAVEL EXPENSES FOR HAITIAN CHOIR	4,960
SUSTAINABLE FOOD TRUST 7540 WINDSOR DRIVE SUITE 205 ALLENTOWN, PA 18195	NONE	PC	ANTHONY RODALES MARATHON FOR THE HARMONY PROJECT	1,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
TASHI GOMANG DHARMA CENTER 411 N HUBBARDS LN LOUISVILLE, KY 40207	NONE	PC	SACRED SAND MANDALA AT SPALDING UNIVERSITY	3,000
TEN STRANDSPO BOX 150869 SAN RAFAEL, CA 94915	NONE	PC	ANNUAL FUND	10,000
THE MARION INSTITUTE INC 202 SPRING STREET MARION, MA 02738	NONE	PC	ANNUAL FUND	5,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
TSOKNYI HUMANITARIAN FOUNDATION 39575 COUNTY ROAD 33 STEAMBOAT SPRINGS, CO 80487	NONE	PC	TSOKNYI GECHAK LING NUNNERY	100,000
UC REGENTS101 GIANNINI HALL 3100 BERKELEY, CA 94720	NONE	PC	PURCHASE NATHANIEL DORSKY FILM	4,410
UC REGENTS101 GIANNINI HALL 3100 BERKELEY, CA 94720	NONE	PC	PURCHASE NATHANIEL DORSKY FILM	2,205
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	COMPASSIONATE SCHOOLS PROJECT EVENT EXPENSES	1,157
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	CONTEMPLATIVE SERVICE CENTER	20,000
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	COMPASSIONATE SCHOOLS PROJECT	25,000
Total ► 3a				1,054,637

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)				
a <i>Paid during the year</i>				
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	CONTEMPLATIVE SERVICE CENTER CORE BUDGET	50,000
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	MEMORIAL TO ENSLAVED LABORERS	5,000
US DAVIS FOUNDATION 1333 RESEARCH PARK DR ROOM 130 DAVIS, CA 95618	NONE	PC	SARON LABORATORY	30,000
Total ▶ 3a				1,054,637

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)				
a <i>Paid during the year</i>				
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON, DC 20090	NONE	PC	ANNUAL FUND	500
YERBA BUENA CENTER FOR THE ARTS 701 MISSION STREET SAN FRANCISCO, CA 94103	NONE	PC	FUND THE FUTURE CAMPAIGN	1,000
Total ▶ 3a				1,054,637

TY 2018 Accounting Fees Schedule

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION AND ACCOUNTING FEES	5,713	2,857		2,856

TY 2018 Investments Corporate Stock Schedule

Name: THE OWSLEY BROWN III
 PHILANTHROPIC FOUNDATION INC
EIN: 27-4432014

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROWN-FORMAN CORP CL A (BFA)	4,622	331,632
BROWN-FORMAN CORP CL B (BFB)	11,152,524	64,533,850
HORIZON PHARMA PLC (HZNP)	19,690	24,585
CHUBB LIMITED (CB)	13,663	18,632
MYLAN NV (MYL)	20,015	12,207
AT&T INC (T)	11,138	12,223
ADOBE INC (ADBE)	19,742	23,215
ALIBABA GROUP HOLDING LTD (BABA)	19,623	26,000
ALPHABET INC CAP STK CL C (GOOG)	37,651	45,674
AMAZON.COM INC (AMZN)	41,517	45,020
ANHEUSER-BUSCH INBEV ADR (BUD)	20,147	21,028
APPLE INC (AAPL)	18,701	26,725
BAIDU INC ADS (BIDU)	19,769	13,631
BANK OF AMERICA (BAC)	19,780	22,491
BECTON DICKINSON & CO (BDX)	20,168	21,972
BOEING CO (BA)	37,921	36,618
BROADCOM INC (AVGO)	24,410	28,459
CARNIVAL CORP (CCL)	20,510	15,778
CISCO SYS INC (CSCO)	17,354	18,124
COSTCO WHOLESALE CORP (COST)	20,034	28,482
WALT DISNEY CO (DIS)	8,354	23,343
FEDEX CORP (FDX)	20,520	18,406
HOME DEPOT INC (HD)	8,549	28,005
INTEL CORP (INTC)	8,525	23,510
JPMORGAN CHASE & CO (JPM)	16,913	47,829
JOHNSON & JOHNSON (JNJ)	15,030	28,048
MERCK & CO (MRK)	16,881	34,000
MICROSOFT CORP (MSFT)	20,930	30,276
PFIZER (PFE)	14,859	19,260
QUALCOMM INC (QCOM)	20,257	25,065

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SKYWORKS SOLUTIONS INC (SWKS)	19,583	22,117
US BANCORP (USB)	19,819	36,018
UNITEDHEALTH GROUP (UNH)	19,444	22,390
VERIZON COMMUNICATIONS (VZ)	17,279	22,289
VISA INC (V)	20,238	27,677
WALGREENS BOOTS ALLIANCE INC (WBA)	19,560	16,390
WELLS FARGO (WFC)	18,986	29,626

TY 2018 Investments - Other Schedule

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIDELITY GOVERNMENT CASH RESERVES FUND (FDRXX)	AT COST	8,560	8,560
SCHWAB STRATEGIC TR EMERGING MKTS EQUITY (SCHE)	AT COST	19,495	21,032

TY 2018 Other Decreases Schedule

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Description	Amount
FMV-TAX BASIS DIFFERENCE FOR CONTRIBUTIONS RECEIVED	22,920,942

TY 2018 Other Expenses Schedule

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	15	0		0
BANK FEES	18	0		0
LICENSES - SOFTWARE	3,065	0		3,065

TY 2018 Other Professional Fees Schedule

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	57,493	14,729		42,764

**TY 2018 Substantial Contributors
Schedule**

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Name	Address
OWSLEY BROWN II COCKAYNE FUND INC	C/O ZSP LLC 333 EAST MAIN STREET SUITE 401 LOUISVILLE, KY 40202
ESTATE OF MARTIN SHALLENBERGER	C/O PNC WEALTH MANAGEMENT 101 S FIFTH STREET LOUISVILLE, KY 40202
SARA SHALLENBERGER BROWN CHARITABLE LEAD ANNUITY TRUST	C/O PNC WEALTH MANAGEMENT 101 S FIFTH STREET LOUISVILLE, KY 40202
SARA S BROWN DECEASED	ASHBOURNE HARRODS CREEK, KY 40027

TY 2018 Taxes Schedule

Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432014

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURRENT YEAR ESTIMATED EXCISE TAX PAYMENTS	5,600	0		0
FOREIGN TAXES - FIDELITY	89	89		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491104008050	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.			OMB No. 1545-0047 2018
Name of the organization THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION INC				Employer identification number 27-4432014	
Organization type (check one): Filers of: Form 990 or 990-EZ Form 990-PF Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation					

Employer identification number

27-4432014

Part I	Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SARA SHALLENBERGER BROWN CHARITABLE LEAD ANNUITY TRUST	\$ 24,374,965	Person ☒
	C/O PNC WEALTH MANAGEMENT 101 S FIF		Payroll ☐
	LOUISVILLE, KY 40202		Noncash ☒
(Complete Part II for noncash contributions.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions.)			

Name of organization THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION INC	Employer identification number 27-4432014
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Part II **Noncash Property** (See Instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—	See Additional Data Table	\$	
(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
—		\$	

Name of organization THE OWSLEY BROWN III PHILANTHROPIC FOUNDATION INC	Employer identification number 27-4432014
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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 information once. See instructions.) ► \$ _____

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	

Additional Data

Software ID:
Software Version:

EIN: 27-4432014
Name: THE OWSLEY BROWN III
PHILANTHROPIC FOUNDATION INC

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	489,420 SHS BROWN-FORMAN CORP CL B (BFB)	<u>\$ 23,981,580</u>	<u>2018-12-03</u>
<u>1</u>	327 SHS AT&T INC (T)	<u>\$ 10,369</u>	<u>2018-12-03</u>
<u>1</u>	123 SHS CHUBB LIMITED CO (CB)	<u>\$ 16,422</u>	<u>2018-12-03</u>
<u>1</u>	411 SHS CISCO SYSTEMS INC (CSCO)	<u>\$ 20,032</u>	<u>2018-12-03</u>
<u>1</u>	154 SHS WALT DISNEY CO (DIS)	<u>\$ 17,824</u>	<u>2018-12-03</u>
<u>1</u>	1,081 SHS GENERAL ELECTRIC CO (GE)	<u>\$ 8,443</u>	<u>2018-12-03</u>
<u>1</u>	127 SHS HOME DEPOT CO (HD)	<u>\$ 23,081</u>	<u>2018-12-03</u>
<u>1</u>	405 SHS INTEL CORP (INTC)	<u>\$ 20,303</u>	<u>2018-12-03</u>
<u>1</u>	295 SHS INTERNATIONAL PAPER CO (IP)	<u>\$ 13,956</u>	<u>2018-12-03</u>
<u>1</u>	204 SHS JOHNSON & JOHNSON (JNJ)	<u>\$ 29,827</u>	<u>2018-12-03</u>

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	363 SHS JPMORGAN CHASE & CO (JPM)	<u>\$ 40,743</u>	<u>2018-12-03</u>
<u>1</u>	86 SHS KIMBERLY CLARK CORP (KMB)	<u>\$ 9,734</u>	<u>2018-12-03</u>
<u>1</u>	390 SHS MERCK & CO (MRK)	<u>\$ 30,896</u>	<u>2018-12-03</u>
<u>1</u>	818 SHS PFIZER INC (PFE)	<u>\$ 37,620</u>	<u>2018-12-03</u>
<u>1</u>	120 SHS UNITED TECHNOLOGIES CORP (UTX)	<u>\$ 14,832</u>	<u>2018-12-03</u>
<u>1</u>	600 SHS US BANCORP (USB)	<u>\$ 32,640</u>	<u>2018-12-03</u>
<u>1</u>	240 SHS VERIZON COMMUNICATIONS (VZ)	<u>\$ 13,958</u>	<u>2018-12-03</u>
<u>1</u>	281 SHS WEC ENERGY GROUP INC (WEC)	<u>\$ 20,510</u>	<u>2018-12-03</u>
<u>1</u>	544 SHS WELLS FARGO CO (WFC)	<u>\$ 29,507</u>	<u>2018-12-03</u>