

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

Name of foundation THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION INC		A Employer identification number 27-4432411	
Number and street (or P.O. box number if mail is not delivered to street address) 333 EAST MAIN STREET NO 401		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		B Telephone number (see instructions) (502) 805-7203	
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) ▶\$ 64,908,415		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	24,374,965			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	162	162		
	4 Dividends and interest from securities . . .	636,864	636,864		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	130,293			
	b Gross sales price for all assets on line 6a 339,341				
	7 Capital gain net income (from Part IV, line 2) . . .		130,293		
	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	25,142,284	767,319		
	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)	5,716	2,858		2,858
	c Other professional fees (attach schedule)	56,058	13,724		42,334
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,342	142		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,090	0		3,066
	24 Total operating and administrative expenses. Add lines 13 through 23	80,206	16,724		48,258
	25 Contributions, gifts, grants paid	1,109,538			1,109,538
	26 Total expenses and disbursements. Add lines 24 and 25	1,189,744	16,724		1,157,796
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	23,952,540			
	b Net investment income (if negative, enter -0-)		750,595		
	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	993,849	29,631	29,631
	2 Savings and temporary cash investments	710	6,981	6,981
	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)	9,863,303	11,852,848	64,871,803
	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)			
	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)	10,857,862	11,889,460	64,908,415	
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	10,857,862	11,889,460	
30 Total net assets or fund balances (see instructions)	10,857,862	11,889,460		
31 Total liabilities and net assets/fund balances (see instructions) .	10,857,862	11,889,460		

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	10,857,862
2 Enter amount from Part I, line 27a	2	23,952,540
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	34,810,402
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	11,889,460

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)			
b PUBLICLY TRADED SECURITIES (LONG-TERM)			
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 58		59	-1
b 339,283		208,989	130,294
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			-1
b			130,294
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	130,293
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	566,116	22,485,654	0.025177
2016	614,457	18,155,015	0.033845
2015	712,412	14,927,621	0.047724
2014	744,604	18,860,318	0.039480
2013	942,845	18,562,613	0.050793

2 Total of line 1, column (d)	2	0.197019
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	0.039404
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	52,997,324
5 Multiply line 4 by line 3	5	2,088,307
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,506
7 Add lines 5 and 6	7	2,095,813
8 Enter qualifying distributions from Part XII, line 4	8	1,157,796

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	15,012
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	15,012
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	15,012
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	15,299
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	15,299
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .	10	287
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax 287 Refunded	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?		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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0 (2) On foundation managers. \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0		
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>		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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	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>	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>	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>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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.**

		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? ☐ 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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<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			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
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
AUGUSTA BROWN HOLLAND C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR 0.50	0	0	0
BROOKE BROWN BARZUN C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR/PRESIDENT 0.50	0	0	0
OWSLEY BROWN III C/O ZELKOVA STRATEGIC PARTNERS LLC 333 E MAIN STREET SUITE 401 LOUISVILLE, KY 40202	DIRECTOR/SECRETARY/TREASUR 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	53,118,273
b	Average of monthly cash balances.	1b	686,117
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	53,804,390
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	53,804,390
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	807,066
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,997,324
6	Minimum investment return. Enter 5% of line 5.	6	2,649,866

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	2,649,866
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	15,012
b	Income tax for 2018. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	15,012
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,634,854
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,634,854
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	2,634,854

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	1,157,796
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	1,157,796
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	1,157,796

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				2,634,854
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only.			1,077,077	
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>1,157,796</u>				
a Applied to 2017, but not more than line 2a			1,077,077	
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.				80,719
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.				2,554,135
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.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	162	
4 Dividends and interest from securities.			14	636,864	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	130,293	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		767,319	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	767,319	767,319

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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1a(1)	No
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1a(2)		No
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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue[illegible]

described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(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**

2020-02-25

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr.)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name WILLIAM EVERSOLE	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00197408
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>				
AMERICAN RED CROSS 510 E CHESTNUT STREET LOUISVILLE, KY 40201	NONE	PC	HURRICANE DORIAN RELIEF FOR ABACO ISLANDS	50,000
AMERICAN RED CROSS 510 E CHESTNUT STREET LOUISVILLE, KY 40201	NONE	PC	LOUISVILLE ANNUAL FUND	10,000
APPALSHOP INC91 MADISON AVE WHITESBURG, KY 41858	NONE	PC	CAPITAL CAMPAIGN	25,000
Total ▶ 3a				1,109,538

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>				
ASSOCIATION OF THE COTUIT MOSQUITO YACHT CLUB PO BOX 1605 COTUIT, MA 02635	NONE	PC	ANNUAL FUND	1,000
BEYOND CELIACPO BOX 544 AMBLER, PA 19002	NONE	PC	ANNUAL FUND	5,000
BLUEGRASS LAND CONSERVANCY INC 450 OLD VINE STREET SUITE 105 LEXINGTON, KY 40507	NONE	PC	EVENT SPONSOR	7,500
Total ▶ 3a				1,109,538

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				
CATHEDRAL OF THE ASSUMPTION 433 S FIFTH STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	1,000
CELIAC DISEASE FOUNDATION 20350 VENTURA BLVD SUITE 240 WOODLAND HILLS, CA 91364	NONE	PC	ANNUAL FUND	5,000
CENTER FOR WOMEN AND FAMILIES INC 927 S SECOND STREET LOUISVILLE, KY 40203	NONE	PC	DOMESTIC VIOLENCE ABUSE MONTH	25,000
Total ▶ 3a				1,109,538

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				
CHURCH OF THE ADVENT 901 BAXTER AVENUE LOUISVILLE, KY 40204	NONE	PC	ANNUAL FUND	5,000
CREATIVE CAPITAL FOUNDATION 15TH MAIDEN LANE 18TH FLOOR NEW YORK, NY 10038	NONE	PC	ANNUAL FUND	5,000
DISCOVERY LAND COMPANY FOUNDATION 301 N CANON DR SUITE 328 BEVERLY HILLS, CA 90210	NONE	PC	HURRICANE DORIAN RELIEF FOR ABACO ISLANDS	100,000
Total ▶ 3a				1,109,538

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>				
SISTERS OF CHARITY OF NAZARETH - DOORS TO HOPE PO BOX 211293 LOUISVILLE, KY 40221	NONE	PC	DOORS TO HOPE PROJECT	5,000
FAIRNESS EDUCATION FUND 2263 FRANKFORT AVENUE LOUISVILLE, KY 40206	NONE	PC	ANNUAL FUND	1,000
FILSON HISTORICAL SOCIETY INC 1310 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	ANNUAL FUND	5,000
Total ▶ 3a				1,109,538

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>				
FRAZIER HISTORICAL ARMS MUSEUM FOUNDATION INC 829 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	WOMEN VOTE 100 PROJECT	25,000
GIRLS ROCK LOUISVILLE INC 3300 INGLE AVENUE LOUISVILLE, KY 40206	NONE	PC	ANNUAL FUND	8,000
GIRLS ROCK LOUISVILLE INC 3300 INGLE AVENUE LOUISVILLE, KY 40206	NONE	PC	ANNUAL FUND	1,950
Total ▶ 3a				1,109,538

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>				
GOOD NEWS SHELTER CORPORATION 115 E ADAMS STREET SUITE 1-A LAGRANGE, KY 40031	NONE	PC	OLDHAM COUNTY SUPPORT	5,000
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	ANNUAL FUND - CLASS OF 1992	10,000
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	SCHOLARSHIP ENDOWMENT	50,000
Total ▶ 3a				1,109,538

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>				
IMENTOR FOUNDATION 199 WATER STREET 8TH FLOOR NEW YORK, NY 10038	NONE	PC	EVENT SPONSOR	1,000
INTERNATIONAL COUNCIL OF THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	NONE	PC	ANNUAL FUND	10,000
KENTUCKY COALITIONPO BOX 1450 LONDON, KY 40743	NONE	PC	VOTER INTEGRATION STRATEGY PROJECT	7,421
Total ▶ 3a				1,109,538

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>				
KENTUCKY COLLEGE OF ART DESIGN 505 WEST ORMSBY AVENUE LOUISVILLE, KY 40203	NONE	PC	STUDENT AND STAFF SUPPORT	20,000
KENTUCKY MUSEUM OF ART AND CRAFT INC 715 WEST MAIN STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	20,000
KENTUCKY WATERWAYS ALLIANCE INC 120 WEBSTER STREET SUITE 217 LOUISVILLE, KY 40206	NONE	PC	ANNUAL FUND	5,000
Total ▶ 3a				1,109,538

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>				
LEADERSHIP LOUISVILLE FOUNDATION INCORPORATED 707 WEST MAIN STREET LOUISVILLE, KY 40202	NONE	PC	CAPITAL CAMPAIGN	10,000
LOUISVILLE BALLET 315 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	1,500
LOUISVILLE BALLET 315 W MAIN STREET LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	3,500
Total ▶ 3a				1,109,538

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 CARDINAL INCORPORATED UNIVERSITY OF LOUISVILLE U OF L HOUCHENS BUILDING ROOM 07 LOUISVILLE, KY 40292	NONE	PC	ANNUAL FUND	2,500
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	CAPITAL CAMPAIGN	33,333
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	ANNUAL FUND	33,334
Total ▶ 3a				1,109,538

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				
LOUISVILLE COLLEGIATE SCHOOL 2427 GLENMARY AVENUE LOUISVILLE, KY 40204	NONE	PC	ANNUAL FUND	25,000
LOUISVILLE ORCHESTRA 323 WEST BROADWAY SUITE 700 LOUISVILLE, KY 40202	NONE	PC	ANNUAL FUND	25,000
LOUISVILLE WATERFRONT DEVELOPMENT CORP 129 EAST RIVER ROAD LOUISVILLE, KY 40202	NONE	PC	FREE PARKING PROJECT	50,000
Total ▶ 3a				1,109,538

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>				
METRO UNITED WAY INCPO BOX 4488 LOUISVILLE, KY 40204	NONE	PC	LOUISVILLE METRO ANNUAL FUND	75,000
NATIONAL CONSTITUTION 525 ARCH STREET PHILADELPHIA, PA 19106	NONE	PC	ANNUAL FUND	25,000
NORTON HEALTHCARE FOUNDATION INC 234 E GRAY STREET LOUISVILLE, KY 40202	NONE	PC	DERBY DIVA EVENT	2,500
Total ▶ 3a				1,109,538

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>				
PLANNED PARENTHOOD OF INDIANA AND KENTUCKY 200 S MERIDIAN STREET SUITE 400 INDIANAPOLIS, IN 46206	NONE	PC	LOUISVILLE METRO ANNUAL FUND	50,000
ROYAL ACADEMY OF ARTS BURLINGTON HOUSE - PICCADILLY LONDON W1J0BD UK	NONE	PC	ART EXHIBIT SUPPORT	25,000
SALISBURY SCHOOL INC 251 CANAAN RD SALISBURY, CT 06068	NONE	PC	ANNUAL FUND	10,000
Total ▶ 3a				1,109,538

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>				
SALISBURY SCHOOL INC 251 CANAAN RD SALISBURY, CT 06068	NONE	PC	ANNUAL FUND	10,000
SARABANDE BOOKS INC 822 E MARKET STREET LOUISVILLE, KY 40206	NONE	PC	ANNUAL FUND	500
SHOWING UP FOR RACIAL JUSTICE EDUCATION FUND 120 N JANE STREET LOUISVILLE, KY 40206	NONE	PC	KENTUCKY EFFORTS FOR RACIAL JUSTICE	10,000
Total ▶ 3a				1,109,538

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	BOB THOMPSON ART - THE SACKING	100,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	STAFF SUPPORT	20,000
SPEED ART MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	NONE	PC	ART EXHIBIT SUPPORT	100,000
Total ▶ 3a				1,109,538

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 FRANCIS SCHOOL 11000 US HIGHWAY 42 GOSHEN, KY 40026	NONE	PC	CAPITAL CAMPAIGN	62,500
UNIVERSITY OF VIRGINIA PO BOX 400331 CHARLOTTESVILLE, VA 22904	NONE	PC	COMPASSIONATE SCHOOLS PROJECT	1,000
WAVES FOR WATER 4470 W SUNSET BLVD 90779 LOS ANGELES, CA 90027	NONE	PC	HURRICANE DORIAN RELIEF FOR ABACO ISLANDS	5,000
Total ▶ 3a				1,109,538

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>				
WESTOVER SCHOOLPO BOX 847 MIDDLEBURY, CT 06762	NONE	PC	ANNUAL FUND	10,000
WOODS HOLE RESEARCH CENTER INC 149 WOODS HOLE RD FALMOUTH, MA 02540	NONE	PC	ANNUAL FUND - MEMORY OF SALLY BROWN	5,000
Total ▶ 3a				1,109,538

TY 2018 Accounting Fees Schedule

Name: THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION AND ACCOUNTING FEES	5,716	2,858		2,858

TY 2018 Investments Corporate Stock Schedule

Name: THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROWN-FORMAN CORP CL A (BFA)	4,627	331,632
BROWN-FORMAN CORP CL B (BFB)	11,066,179	63,565,584
AIRBUS SE EUR1 (EADSF)	53,963	75,750
ACTIVISION BLIZZARD INC (ATVI)	41,273	46,934
ADVANCE AUTO PARTS INC (AAP)	54,146	51,993
ALPHABET INC CL C (GOOG)	57,155	69,163
AMAZON.COM INC (AMZN)	53,158	57,626
BOOKING HLDGS INC (BKNG)	39,723	43,793
CHARTER COMMUNICATIONS INC (CHTR)	54,432	86,952
COMCAST CORP NEW CL A (CMCSA)	53,902	66,755
FACEBOOK INC CL A (FB)	39,252	55,653
GENERAL ELECTRIC CO (GE)	24,105	12,183
LABORATORY CORP AMER HLDGS (LH)	53,083	69,605
LOWES COMPANIES INC (LOW)	53,609	66,867
TRANSDIGM GROUP INC (TDG)	53,608	87,900
US FOODS HLDG CORP (USFD)	53,504	63,552
UNITED TECHNOLOGIES CORP (UTX)	37,331	53,699
UNITEDHEALTH GROUP (UNH)	59,428	65,769
WABTEC CORP (WAB)	370	393

TY 2018 Other Decreases Schedule

Name: THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

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

TY 2018 Other Expenses Schedule

Name: THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	9	0		0
FILING FEES	15	0		0
LICENSES - SOFTWARE	3,066	0		3,066

TY 2018 Other Professional Fees Schedule

Name: THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	56,058	13,724		42,334

TY 2018 Substantial Contributors
Schedule

Name: THE BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

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 BROOKE BROWN BARZUN
PHILANTHROPIC FOUNDATION INC

EIN: 27-4432411

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURRENT YEAR ESTIMATED EXCISE TAX PAYMENTS	15,200	0		0
FOREIGN TAXES - FIDELITY	142	142		0

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 BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION INC	Employer identification number 27-4432411

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 other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number
27-4432411

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.)

Name of organization THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION INC	Employer identification number 27-4432411
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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
—		\$	

Name of organization THE BROOKE BROWN BARZUN PHILANTHROPIC FOUNDATION INC	Employer identification number 27-4432411
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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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:

EIN: 27-4432411
Name: THE BROOKE BROWN BARZUN
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>