

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 05-01-2018, and ending 04-30-2019

Name of foundation Brown-Forman Foundation		A Employer identification number 82-4595018
Number and street (or P O box number if mail is not delivered to street address) 850 Dixie Highway	Room/suite	B Telephone number (see instructions) (502) 774-5918
City or town, state or province, country, and ZIP or foreign postal code Louisville, KY 40210		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 71,142,070	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	683,173	683,173		
	4 Dividends and interest from securities	716,870	716,870		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-106,265			
	b Gross sales price for all assets on line 6a	1,444,032			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	-181	-181	0		
12 Total. Add lines 1 through 11	1,293,597	1,399,862	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	30,555	8,750	0	21,805
	c Other professional fees (attach schedule)	101,290	101,290	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,000	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	3,772			3,772
	22 Printing and publications				
	23 Other expenses (attach schedule)	97,484	0	0	97,484
	24 Total operating and administrative expenses. Add lines 13 through 23	261,101	110,040	0	123,061
	25 Contributions, gifts, grants paid	2,600,000			2,475,000
26 Total expenses and disbursements. Add lines 24 and 25	2,861,101	110,040	0	2,598,061	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,567,504				
b Net investment income (if negative, enter -0-)		1,289,822			
c Adjusted net income (if negative, enter -0-)			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	70,000,000	76,489	76,489
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ _____ 0 Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	49,383,472	49,383,472
	c Investments—corporate bonds (attach schedule)	0	21,682,109	21,682,109
	11 Investments—land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0
15 Other assets (describe ▶ _____)	11,882	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	70,011,882	71,142,070	71,142,070	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	0	125,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	125,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	70,011,882	71,017,070	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	70,011,882	71,017,070		
31 Total liabilities and net assets/fund balances (see instructions) .	70,011,882	71,142,070		

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	70,011,882
2 Enter amount from Part I, line 27a		2	-1,567,504
3 Other increases not included in line 2 (itemize) ▶ _____		3	2,572,692
4 Add lines 1, 2, and 3		4	71,017,070
5 Decreases not included in line 2 (itemize) ▶ _____		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	71,017,070

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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,444,032		1,550,297	-106,265
b			
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		0	-106,265
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-106,265
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	0

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	0	6,268,181	0
2016	0	0	0
2015	0	0	0
2014	0	0	0
2013	0	0	0

2 Total of line 1, column (d)	2	0
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
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	69,000,852
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,898
7 Add lines 5 and 6	7	12,898
8 Enter qualifying distributions from Part XII, line 4	8	2,598,061

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and credits/payments. Total amount owed is 0, and amount overpaid is 14,864.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' responses. Questions cover political activities, tax on political expenditures, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 850 Dixie Highway Louisville KY ZIP+4 40210

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds... 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?

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

Table with 5 columns: (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. Row 1: See Additional Data Table.

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

Table with 5 columns: (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.

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
Phil & Co 20 W 20th Street Suite 402 New York, NY 10011	Communications and web development	97,122
Total number of others receiving over \$50,000 for professional services. ▶		1

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	70,031,905
b	Average of monthly cash balances.	1b	19,721
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	70,051,626
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	
3	Subtract line 2 from line 1d.	3	70,051,626
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,050,774
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	69,000,852
6	Minimum investment return. Enter 5% of line 5.	6	3,450,043

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	3,450,043
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	12,898
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,898
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,437,145
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,437,145
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,437,145

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	2,598,061
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,598,061
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	12,898
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,585,163

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				3,437,145
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			56,433	
b Total for prior years 20___, 20___, 2014		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	0			
b From 2014.	0			
c From 2015.	0			
d From 2016.	0			
e From 2017.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>2,598,061</u>				
a Applied to 2017, but not more than line 2a			56,433	
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.				2,541,628
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
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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.				
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				895,517
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.	0			
b Excess from 2015.	0			
c Excess from 2016.	0			
d Excess from 2017.	0			
e Excess from 2018.	0			

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				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0			0
b 85% of line 2a	0	0			0
c Qualifying distributions from Part XII, line 4 for each year listed	2,598,061	0			2,598,061
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,598,061	0			2,598,061

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 e-mail address of the person to whom applications should be addressed

Jill Horn
850 Dixie Highway
Louisville, KY 40210
(502) 774-5918
jill_horn@b-f.com

b The form in which applications should be submitted and information and materials they should include

The Foundation does have a formal online grant application for proposals and follow-up grant report

c Any submission deadlines

Submission deadlines for May 1, 2019 through April 30, 2020 are May 1, Aug 1, Nov 1, Feb 1

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE FOUNDATION WILL PROVIDE DISTRIBUTIONS AND MAY PROVIDE SUPPORT TO OTHER ORGANIZATIONS FOR CHARITABLE, LITERACY, SCIENTIFIC, AND EDUCATIONAL PURPOSES. THE FOUNDATION ALONG WITH FUNDING FROM THE BROWN-FORMAN CORPORATION ENRICHES THE EXPERIENCE OF LIFE IN COMMUNITIES WHERE BROWN-FORMAN CORPORATION OPERATES AND ITS EMPLOYEES ARE LOCATED

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> Gilda's Club Kentuckiana 633 Baxter Avenue Louisville, KY 40204	NONE	PC	General program support	125,000
Total ▶ 3b				

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

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1)** Cash.
- (2)** Other assets.

b Other transactions

- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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	*****	2019-09-11	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00520729
	Firm's name ▶ CROWE LLP				Firm's EIN ▶ 35-0921680
	Firm's address ▶ 9600 Brownsboro Road Suite 400 Louisville, KY 402411122				Phone no (502) 326-3996

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Jay Koval	Treasurer 10 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Mike Keyes	Director 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Jill Horn	Secretary 15 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Ernie Patterson	Director 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Ralph de Chabert	President 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Lawson Whiting	Director 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Jane Morreau	Director 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Sandra Frazier	Director 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				
Austin Musselman	Director 1 000	0	0	0
850 Dixie Highway Louisville, KY 40210				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Actors Theatre of Louisville 316 W Main Street Louisville, KY 40202	NONE	PC	General program support	200,000
Americana Community Center 4801 Southside Drive Louisville, KY 40214	NONE	PC	General program support	35,000
Bernheim Aboretum and Research 2499 Clermont Road Clermont, KY 40110	NONE	PC	General program support	40,000
Total ▶ 3a				2,475,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Big Brothers Big Sisters 1519 Gardiner Lane Suite B Louisville, KY 40218	NONE	PC	General program support	100,000
Bluegrass Land Conservancy 380 South Mill Street Suite 205 Lexington, KY 40508	NONE	PC	General program support	15,000
Commonwealth Fund For Kentucky 560 Cooper Drive Lexington, KY 40502	NONE	PC	General program support	55,000
Total ▶ 3a				2,475,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dare to Care Food Bank PO Box 35458 5803 Fern Valley Road Louisville, KY 40232	NONE	PC	General program support	150,000
Family and Children's Place 525 Zane Street Louisville, KY 40203	NONE	PC	General program support	75,000
Fund for the Arts623 West Main Street Louisville, KY 40202	NONE	PC	General program support	150,000
Total ▶ 3a				2,475,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Gilda's Club Kentuckiana 633 Baxter Avenue Louisville, KY 40204	NONE	PC	General program support	125,000
Habitat for Humanity 1620 Bank Street Louisville, KY 40203	NONE	PC	General program support	45,000
Home of the Innocents 1100 East Market Street Louisville, KY 40206	NONE	PC	General program support	40,000
Total				2,475,000

▶ **3a**

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>				
Junior Achievement 1401 W Muhammad Ali Blvd Louisville, KY 40203	NONE	PC	General program support	20,000
Kentucky Center for the Arts 501 W Main Street Louisville, KY 40202	NONE	PC	General program support	60,000
Kentucky Dance Council 315 E Main Street Louisville, KY 40202	NONE	PC	General program support	200,000
Total ▶ 3a				2,475,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Louisville Free Public Library Foundation 301 York St Louisville, KY 40203	NONE	PC	General program support	25,000
Louisville Olmsted Parks 1299 Trevilian Way Louisville, KY 40213	NONE	PC	General program support	75,000
Louisville Orchestra 620 W Main Street Louisville, KY 40202	NONE	PC	General program support	200,000
Total				2,475,000



3a

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 W Broadway Louisville, KY 40203	NONE	PC	General program support	100,000
MaryHurst1015 Dorsey Lane Louisville, KY 40223	NONE	PC	General program support	50,000
Metro United Way 334 East Broadway PO Box 4488 Louisville, KY 40204	NONE	PC	General program support	200,000
Total				2,475,000

▶ **3a**

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>				
Muhammad Ali Center 144 N Sixth Street Louisville, KY 40202	NONE	PC	General program support	50,000
OneWest2028 W Broadway Suite 104 Louisville, KY 40203	NONE	PC	General program support	25,000
Stageone Family Theatre 315 W Market Street Suite 2S Louisville, KY 40202	NONE	PC	General program support	30,000
Total ▶ 3a				2,475,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Cabbage Patch Settlement 1413 South Sixth Street Louisville, KY 40208	NONE	PC	General program support	25,000
The Morton Center 1028 Barret Ave Louisville, KY 40204	NONE	PC	General program support	50,000
University of Kentucky Johnson Center 177 Johnson Center Lexington, KY 40506	NONE	PC	General program support	85,000
Total				2,475,000

▶ 3a

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 Louisville 2005 S First Street Louisville, KY 40208	NONE	PC	General program support	85,000
Volunteers of America 570 South 4th Street Suite 100 Louisville, KY 40202	NONE	PC	General program support	40,000
West End School 3628 Virginia Avenue Louisville, KY 40211	NONE	PC	General program support	100,000
Total				2,475,000

▶ **3a**

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>				
Youthbuild Louisville 800 South Preston Street Louisville, KY 40203	NONE	PC	General program support	25,000
Total			▶ 3a	2,475,000

TY 2018 Accounting Fees Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	30,555	8,750		21,805

TY 2018 Investments Corporate Bonds Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Fixed Income	21,682,109	21,682,109

TY 2018 Investments Corporate Stock Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Mutual Funds	4,804,033	4,804,033
Equities	44,579,439	44,579,439

TY 2018 Other Assets Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued Interest	11,882	0	0

TY 2018 Other Expenses Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	47			47
Communications and web development	97,122			97,122
Illinois Registration Fees	315			315

TY 2018 Other Income Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Change in Accrued Income	-181	-181	

TY 2018 Other Increases Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1

Description	Amount
Unrealized Gain	2,572,692

TY 2018 Other Professional Fees Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	101,290	101,290		

TY 2018 Taxes Schedule**Name:** Brown-Forman Foundation**EIN:** 82-4595018**Software ID:** 18007697**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Taxes	28,000			