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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation W. L. Lyons Brown Jr. Charitable Foundation		A Employer identification number 61-1233038	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 320 Whittington Parkway 206		B Telephone number (see page 10 of the instructions) 502-895-7252	
	City or town, state, and ZIP code Louisville, KY 40222		C If exemption application is pending, check here ☐	
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,434,783		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	0			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	412,350	412,350	412,350	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(589,152)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	104,509	104,509	104,509		
12 Total. Add lines 1 through 11	(72,293)	516,859	516,859		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	20,125	20,125	20,125	20,125
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,920	3,920	3,920	3,920
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	24,591	24,591	24,591	24,591
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	127,410	127,410	127,410	127,410
	24 Total operating and administrative expenses. Add lines 13 through 23	176,046	176,046	176,046	176,046
	25 Contributions, gifts, grants paid	1,217,292			1,217,292
26 Total expenses and disbursements. Add lines 24 and 25	1,393,338	176,046	176,046	1,393,338	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,465,631)				
b Net investment income (if negative, enter -0-)		340,813			
c Adjusted net income (if negative, enter -0-)			340,813		

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					
	2 Savings and temporary cash investments	975,603	234,066	234,066		
	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 page 16 of the 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)	4,211,651	3,455,731	3,625,684		
	b Investments—corporate stock (attach schedule)	14,215,740	12,457,145	12,952,539		
	c Investments—corporate bonds (attach schedule)	220,574	998,749	1,052,284		
	11 Investments—land, buildings, and equipment, basis ▶ _____					
Less: accumulated depreciation (attach schedule) ▶ _____						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	875,180	1,887,426	2,570,210			
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)	20,498,748	19,033,117	20,434,783			
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)					
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	20,498,748	19,033,117			
	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 page 17 of the instructions)	20,498,748	19,033,117				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,498,748	19,033,117				

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	20,498,748
2 Enter amount from Part I, line 27a	2	(1,465,631)
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	19,033,117
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,033,117

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.)
1a				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	(589,152)		
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	(209,917)		

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.

(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))
2008	1,574,524	24,449,267	.064400
2007	1,572,235	24,654,946	.063770
2006	1,366,098	22,941,715	.059546
2005	1,372,300	19,077,885	.071931
2004	952,970	17,643,269	.054013
2 Total of line 1, column (d)		2	.313660
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	.062732
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4	22,208,577
5 Multiply line 4 by line 3		5	1,393,188
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,408
7 Add lines 5 and 6		7	1,396,596
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.		8	1,389,930

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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		6,816
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		6,816
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		6,816
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		5,929
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		5,929
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		887
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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>		☒
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		☒
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>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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>		☒
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?		
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>	☒	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>Kentucky</u>		
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>	☒	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		☒

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 page 20 of the instructions)	11		☒
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		☒
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	☒	
Website address ► None				
14	The books are in care of ► W. L. Lyons Brown III	Telephone no. ►	502-895-7252	
	Located at ► 320 Whittington Pkwy, Louisville, KY	ZIP+4 ►	40222	
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		

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 page 20 of the instructions)?	1b	☒ N/A
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 2009?	1c	☒
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 page 20 of the instructions.)	2b	☒ N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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 2009 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 2009.)	3b	☒ N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	☒
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 2009?	4b	☒

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

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? ☐ 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 page 22 of the 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
Alice Cary Brown 320 Whittington Pkwy, Louisville, KY 40222	President/Director	0	0	0
W.L. Lyons Brown III 320 Whittington Pkwy, Louisville, KY 40222	Sec/Treasurer	0	0	0
Carolyn Rutledge 320 Whittington Pkwy, Louisville, KY 40222	Asst. Sec.	21,014.06	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

Total number of other employees paid over \$50,000 ☐ None

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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		None

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	None

Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	None

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	19,207,435
b	Average of monthly cash balances	1b	769,134
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,570,210
d	Total (add lines 1a, b, and c)	1d	22,546,779
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	22,546,779
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	338,202
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,208,577
6	Minimum investment return. Enter 5% of line 5	6	1,110,429

Part XI Distributable Amount (see page 25 of the 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	1,110,429
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,816
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,816
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,103,613
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,103,613
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,103,613

Part XII Qualifying Distributions (see page 25 of the 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	1,393,338
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
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	1,393,338
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 page 26 of the instructions)	5	3,408
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,389,930

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,103,613
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0			
b From 2005	0			
c From 2006	0			
d From 2007	0			
e From 2008	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ _____				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				1,103,613
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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			N/A		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ 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 page 28 of the 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).)

None

- 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.

None

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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number 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 Attached Schedule					
Total				3a	1,217,292
b <i>Approved for future payment</i>					
See Attached Schedule					
Total				3b	1,671,741

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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					
4	Dividends and interest from securities					412,350
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					(589,152)
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a Detailed Schedule					
b	Attached					104,509
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
----------------------	--

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.				
Sign Here	Signature of officer or trustee <i>W. L. Fisher</i>		Date <i>5/12/10</i>	Title <i>SECRETARY-TREASURER</i>
	Paid Preparer's Use Only	Preparer's signature <i>James L. Fisher</i>	Date <i>5/11/10</i>	Check if self-employed ☒ Preparer's identifying number (see Signature on page 30 of the instructions) <i>404-48-4590</i>
	Firm's name (or yours if self-employed), address, and ZIP code <i>James L. Fisher</i> <i>3535 Winchester Road</i>		EIN <i>502-895-7252</i>	

W.L. Lyons Brown, Jr. Charitable Foundation
Detail Schedule of Part II
Balance Sheet Line 11(a)(b)&(c)

Line II – Other Income

Proceeds from various legal settlement	\$19,782.00
Cash Distributions from Montagu Newhall	\$52,727.00
2007 Estimated Tax Refund	<u>\$32,000.00</u>
	<u>\$104,509.00</u>

W.L. Lyons Brown, Jr. Charitable Foundation
Detail Schedule of Part I
Operating and Administrative Expenses

Line 16c	<u>Other Professional Fees</u>	
	Tax Preparation Fee	<u>\$3,920.00</u>
Line 18	<u>Taxes</u>	
	Annual Verification Fee	\$4.00
	Foreign Tax Withheld	12,097.00
		11,600.00
	Payroll Tax	<u>890.00</u>
		<u>\$24,591.00</u>
Line 23	<u>Other Expenses</u>	
	Management Fees	\$52,795.00
	Misc Expense S.B. account	873.00
	Capital Contributions Montago Newhall	70,000.00
	Misc. Expense Besssemer Account	250.00
	Misc. Expense Smith Barney Account	425.00
	Office Rent	2,094.00
	Phone	574.00
	Annual Meeting Expense	<u>399.00</u>
		<u>\$127,410.00</u>

W.L. Lyons Brown, Jr. Charitable Foundation
Recap Schedule of Part IV
Capital Gains & <Losses>

	<u>ST</u>	<u>LT</u>	<u>Total</u>
Bessemer Trust – Schedule Attached	(\$201,847.03)	(300,600.37)	
Smith Barney – See Attached	(\$8,070.30)	(\$78,634.47)	
 Total	 (\$209,917.33)	 (379,234.84)	 (\$589,152.17)
 Line 2 Part IV			 (\$589,152.17)
Line 3 Part IV	\$-0-		

Realized Capital Gains/Losses

CUSIP/Security Description	Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS								
038222105/APPLIED MATERIALS								
250.00	03/27/09	10/21/09		3,326.76	2,841.80	0.00	2,841.80	484.96
1750.00	03/26/09	10/21/09		23,287.35	20,026.30	0.00	20,026.30	3,261.05
250.00	03/27/09	10/22/09		3,283.52	2,841.80	0.00	2,841.80	441.72
1000.00	12/16/08	10/22/09		13,134.06	10,637.80	0.00	10,637.80	2,496.26
750.00	02/03/09	11/03/09		8,881.95	7,038.75	0.00	7,038.75	1,843.20
1500.00	12/16/08	11/03/09		17,763.89	15,956.70	0.00	15,956.70	1,807.19
2750.00	12/15/08	11/03/09		32,567.13	27,943.57	0.00	27,943.57	4,623.56
1500.00	02/03/09	11/04/09		18,009.44	14,077.50	0.00	14,077.50	3,931.94
SECURITY TOTAL:				120,254.10	101,364.22	0.00	101,364.22	18,889.88
13342B105/CAMERON INTL CORP								
250.00	04/24/08	03/27/09		5,845.27	12,151.25	0.00	12,151.25	(6,305.98)
165167107/CHESAPEAKE ENERGY CORP								
250.00	06/18/08	03/26/09		4,753.72	16,230.25	0.00	16,230.25	(11,476.53)
750.00	06/17/08	03/26/09		14,261.17	47,615.32	0.00	47,615.32	(33,354.15)
50.00	05/13/08	03/27/09		918.93	2,835.90	0.00	2,835.90	(1,916.97)
950.00	05/12/08	03/27/09		17,459.57	53,018.93	0.00	53,018.93	(35,559.36)
500.00	07/30/08	05/13/09		10,207.74	24,036.60	0.00	24,036.60	(13,828.86)
750.00	07/29/08	05/13/09		15,311.60	35,232.75	0.00	35,232.75	(19,921.15)
250.00	11/05/08	05/14/09		5,078.72	6,055.63	0.00	6,055.63	(976.91)
250.00	11/05/08	08/14/09		5,882.25	6,055.62	0.00	6,055.62	(173.37)
1000.00	11/04/08	08/14/09		23,528.99	22,499.70	0.00	22,499.70	1,029.29
1000.00	11/04/08	08/17/09		22,331.82	22,499.70	0.00	22,499.70	(167.88)
SECURITY TOTAL:				119,734.51	236,080.40	0.00	236,080.40	(116,345.89)
167560LT6/CHICAGO ILL MET WTR RECLAM S			12/01/33					
140000.00	03/12/08	02/03/09		167,237.00	156,581.60	(1,474.20)	155,107.40	12,129.60 ⁶⁶
254687106/DISNEY (WALT) HOLDING CO								
250.00	04/24/08	02/02/09		5,072.87	7,961.25	0.00	7,961.25	(2,888.38)

Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS							
254687106/DISNEY (WALT) HOLDING CO(Con't)							
1000.00	08/01/08	02/02/09	20,291.49	30,137.00	0.00	30,137.00	(9,845.51)
1500.00	08/01/08	02/03/09	30,188.08	45,205.50	0.00	45,205.50	(15,017.42)
SECURITY TOTAL:			55,552.44	83,303.75	0.00	83,303.75	(27,751.31)
268648102/EMC CORP							
1000.00	08/22/08	07/14/09	12,846.47	15,650.00	0.00	15,650.00	(2,803.53)
1000.00	08/28/08	07/14/09	12,846.47	15,701.20	0.00	15,701.20	(2,854.73)
SECURITY TOTAL:			25,692.94	31,351.20	0.00	31,351.20	(5,658.26)
26875P101/EOG RES INC							
500.00	09/17/09	10/21/09	47,318.38	41,508.15	0.00	41,508.15	5,810.23
302571104/FPL GROUP INC							
250.00	02/04/09	09/22/09	13,602.43	13,320.23	0.00	13,320.23	282.20
500.00	02/03/09	09/22/09	27,204.85	25,923.05	0.00	25,923.05	1,281.80
200.00	12/19/08	09/23/09	10,820.98	10,218.84	0.00	10,218.84	602.14
350.00	01/20/09	09/23/09	18,936.72	17,554.46	0.00	17,554.46	1,382.26
100.00	01/20/09	09/24/09	5,389.95	5,015.56	0.00	5,015.56	374.39
250.00	12/18/08	09/24/09	13,474.87	12,447.65	0.00	12,447.65	1,027.22
50.00	01/21/09	09/25/09	2,714.89	2,444.38	0.00	2,444.38	270.51
200.00	12/17/08	09/25/09	10,859.58	9,498.74	0.00	9,498.74	1,360.84
450.00	12/18/08	09/25/09	24,434.06	22,405.77	0.00	22,405.77	2,028.29
100.00	12/17/08	09/28/09	5,492.25	4,749.37	0.00	4,749.37	742.88
SECURITY TOTAL:			132,930.58	123,578.05	0.00	123,578.05	9,352.53
372917104/GENZYME CORP (GENL DIV)							
100.00	06/25/08	06/15/09	5,592.20	7,190.19	0.00	7,190.19	(1,597.99)
150.00	06/27/08	06/15/09	8,388.29	10,924.35	0.00	10,924.35	(2,536.06)
200.00	06/25/08	06/16/09	10,563.51	14,380.38	0.00	14,380.38	(3,816.87)
250.00	06/26/08	06/16/09	13,204.38	17,950.67	0.00	17,950.67	(4,746.29)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS							
372917104/GENZYME CORP (GENL DIV) (Con't)							
250.00	10/24/08	06/16/09	13,204.39	16,899.68	0.00	16,899.68	(3,695.29)
500.00	06/23/08	06/16/09	26,408.77	34,783.05	0.00	34,783.05	(8,374.28)
600.00	06/24/08	06/16/09	31,690.52	42,322.20	0.00	42,322.20	(10,631.68)
SECURITY TOTAL:			109,052.06	144,450.52	0.00	144,450.52	(35,398.46)
443683107/HUDSON CITY BANCORP INC							
250.00	03/16/09	08/26/09	3,271.09	2,664.75	0.00	2,664.75	606.34
750.00	03/12/09	08/26/09	9,813.27	7,495.50	0.00	7,495.50	2,317.77
1250.00	03/13/09	08/26/09	16,355.46	12,947.13	0.00	12,947.13	3,408.33
650.00	03/12/09	08/27/09	8,322.38	6,496.10	0.00	6,496.10	1,826.28
100.00	03/12/09	08/28/09	1,273.49	999.40	0.00	999.40	274.09
250.00	03/12/09	08/28/09	3,183.71	2,498.50	0.00	2,498.50	685.21
SECURITY TOTAL:			42,219.40	33,101.38	0.00	33,101.38	9,118.02
452308109/ILLINOIS TOOL WORKS INC							
750.00	04/22/09	10/28/09	34,749.38	24,954.98	0.00	24,954.98	9,794.40
250.00	04/16/09	10/29/09	11,682.52	8,314.85	0.00	8,314.85	3,367.67
SECURITY TOTAL:			46,431.90	33,269.83	0.00	33,269.83	13,162.07
458140100/INTEL CORP							
2000.00	03/13/09	10/14/09	41,854.72	29,241.40	0.00	29,241.40	12,613.32
250.00	02/02/09	11/03/09	4,599.46	3,379.40	0.00	3,379.40	1,220.06
500.00	02/03/09	11/03/09	9,198.91	6,739.00	0.00	6,739.00	2,459.91
1250.00	01/20/09	11/03/09	22,997.28	16,453.50	0.00	16,453.50	6,543.78
2500.00	12/23/08	11/03/09	45,994.57	35,611.00	0.00	35,611.00	10,383.57
500.00	01/20/09	11/04/09	9,329.26	6,581.40	0.00	6,581.40	2,747.86
SECURITY TOTAL:			133,974.20	98,005.70	0.00	98,005.70	35,968.50
478160104/JOHNSON & JOHNSON							
250.00	04/24/08	03/26/09	13,168.45	16,883.75	0.00	16,883.75	(3,715.30)

Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS							
500255104/KOHL'S CORP							
500.00	01/08/09	10/27/09	29,075.10	19,522.00	0.00	19,522.00	9,553.10
250.00	01/08/09	10/28/09	14,366.30	9,761.00	0.00	9,761.00	4,605.30
SECURITY TOTAL:			43,441.40	29,283.00	0.00	29,283.00	14,158.40
577081102/MATTEL INC							
250.00	04/24/08	03/25/09	2,959.88	4,811.25	0.00	4,811.25	(1,851.37)
250.00	03/25/08	03/25/09	2,959.88	5,396.33	0.00	5,396.33	(2,436.45)
SECURITY TOTAL:			5,919.76	10,207.58	0.00	10,207.58	(4,287.82)
69331C108/PG & E CORP							
250.00	04/24/08	03/27/09	9,741.00	10,010.50	0.00	10,010.50	(269.50)
713448108/PEPSICO INC							
250.00	04/24/08	04/22/09	12,147.91	17,319.68	0.00	17,319.68	(5,171.77)
760975102/RESEARCH IN MOTION LTD							
250.00	07/29/08	06/03/09	19,978.51	28,966.28	0.00	28,966.28	(8,987.77)
50.00	11/20/08	10/28/09	3,069.54	2,164.44	0.00	2,164.44	905.10
250.00	12/08/08	11/02/09	14,143.89	10,239.50	0.00	10,239.50	3,904.39
950.00	11/20/08	11/02/09	53,746.76	41,124.26	0.00	41,124.26	12,622.50
SECURITY TOTAL:			90,938.70	82,494.48	0.00	82,494.48	8,444.22
78462F103/S&P 500 DEP RCPTS							
750.00	12/08/08	01/22/09	62,094.18	68,665.65	0.00	68,665.65	(6,571.47)
1250.00	07/29/08	01/22/09	103,490.29	157,403.00	0.00	157,403.00	(53,912.71)
SECURITY TOTAL:			165,584.47	226,068.65	0.00	226,068.65	(60,484.18)
855030102/STAPLES INC							
250.00	08/06/08	06/03/09	5,298.19	6,057.87	0.00	6,057.87	(759.68)
1500.00	08/05/08	06/03/09	31,789.14	36,500.10	0.00	36,500.10	(4,710.96)
SECURITY TOTAL:			37,087.33	42,557.97	0.00	42,557.97	(5,470.64)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
SHORT TERM GAIN LOSS							
867914103/SUNTRUST BANKS INC							
400.00	11/05/08	01/20/09	6,601.08	16,464.32	0.00	16,464.32	(9,863.24)
600.00	11/04/08	01/20/09	9,901.63	25,277.04	0.00	25,277.04	(15,375.41)
100.00	11/06/08	01/21/09	1,551.05	3,891.82	0.00	3,891.82	(2,340.77)
500.00	11/05/08	01/21/09	7,755.26	20,580.40	0.00	20,580.40	(12,825.14)
750.00	12/08/08	01/21/09	11,632.88	24,803.62	0.00	24,803.62	(13,170.74)
250.00	12/09/08	01/22/09	3,552.70	7,915.33	0.00	7,915.33	(4,362.63)
SECURITY TOTAL:			40,994.60	98,932.53	0.00	98,932.53	(57,937.93)
912828FY1/US TREASURY NOTES 4 5/8 11/15/16							
89000.00	02/03/09	03/18/09	101,015.00	101,098.44	0.00	101,098.44	(83.44)
SUBTOTAL SHORT TERM GAIN LOSS			1,526,281.40	1,729,602.63	(1,474.20)	1,728,128.43	(201,847.03)
LONG TERM GAIN LOSS							
064058100/BANK NEW YORK MELLON CORP							
250.00	09/22/06	11/17/09	6,731.98	9,792.30	0.00	9,792.30	(3,060.32)
250.00	09/20/06	11/17/09	6,731.98	9,836.05	0.00	9,836.05	(3,104.07)
500.00	10/02/06	11/17/09	13,463.95	19,575.45	0.00	19,575.45	(6,111.50)
500.00	09/21/06	11/17/09	13,463.95	19,676.40	0.00	19,676.40	(6,212.45)
500.00	10/03/06	11/17/09	13,463.95	19,702.65	0.00	19,702.65	(6,238.70)
90.00	12/15/05	11/18/09	2,408.80	3,069.00	0.00	3,069.00	(660.20)
130.00	12/07/05	11/18/09	3,479.37	4,334.20	0.00	4,334.20	(854.83)
250.00	09/26/06	11/18/09	6,691.10	9,710.90	0.00	9,710.90	(3,019.80)
250.00	09/28/06	11/18/09	6,691.10	9,763.42	0.00	9,763.42	(3,072.32)
250.00	09/27/06	11/18/09	6,691.10	9,773.67	0.00	9,773.67	(3,082.57)
280.00	12/30/03	11/18/09	7,494.04	9,046.80	0.00	9,046.80	(1,552.76)
750.00	09/25/06	11/18/09	20,073.31	29,103.90	0.00	29,103.90	(9,030.59)
40.00	01/29/04	11/19/09	1,058.18	1,292.00	0.00	1,292.00	(233.82)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
064058100/BANK NEW YORK MELLON CORP (Con't)							
70.00	08/17/05	11/19/09	1,851.82	2,180.50	0.00	2,180.50	(328.68)
200.00	09/17/03	11/19/09	5,290.90	6,338.52	0.00	6,338.52	(1,047.62)
210.00	03/10/04	11/19/09	5,555.45	6,696.90	0.00	6,696.90	(1,141.45)
880.00	12/30/03	11/19/09	23,279.98	28,432.80	0.00	28,432.80	(5,152.82)
10.00	08/17/05	11/20/09	262.07	311.50	0.00	311.50	(49.43)
100.00	10/22/03	11/20/09	2,620.65	2,897.09	0.00	2,897.09	(276.44)
100.00	11/24/03	11/20/09	2,620.65	2,906.10	0.00	2,906.10	(285.45)
200.00	09/16/03	11/20/09	5,241.30	6,225.20	0.00	6,225.20	(983.90)
SECURITY TOTAL:			155,165.63	210,665.35	0.00	210,665.35	(55,499.72)
13342B105/CAMERON INTL CORP							
750.00	02/06/08	03/27/09	17,535.80	29,657.48	0.00	29,657.48	(12,121.68)
250.00	05/04/07	03/30/09	5,515.77	8,482.19	0.00	8,482.19	(2,966.42)
250.00	02/06/08	03/30/09	5,515.77	9,885.82	0.00	9,885.82	(4,370.05)
450.00	05/04/07	03/31/09	10,026.70	15,267.94	0.00	15,267.94	(5,241.24)
100.00	05/04/07	04/01/09	2,200.60	3,392.87	0.00	3,392.87	(1,192.27)
450.00	05/07/07	04/01/09	9,902.69	15,213.92	0.00	15,213.92	(5,311.23)
50.00	05/07/07	04/02/09	1,168.25	1,690.43	0.00	1,690.43	(522.18)
400.00	05/08/07	04/02/09	9,346.03	13,330.44	0.00	13,330.44	(3,984.41)
400.00	05/08/07	04/03/09	9,352.15	13,330.44	0.00	13,330.44	(3,978.29)
100.00	05/08/07	04/06/09	2,253.10	3,332.61	0.00	3,332.61	(1,079.51)
SECURITY TOTAL:			72,816.86	113,584.14	0.00	113,584.14	(40,767.28)
165167107/CHESAPEAKE ENERGY CORP							
500.00	05/12/08	08/14/09	11,764.50	27,904.70	0.00	27,904.70	(16,140.20)
17275R102/CISCO SYSTEMS INC							
1750.00	12/30/03	07/15/09	33,971.88	42,783.47	0.00	42,783.47	(8,811.59)
200100/CLASS ACTION SETTLEMENT							
0.00	N/A	03/16/09	0.00	0.00	(1,049.08)	(1,049.08)	1,049.08

Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
200100/CLASS ACTION SETTLEMENT (Con't)							
0.00	N/A	03/18/09	0.00	0.00	(4,886.27)	(4,886.27)	4,886.27
0.00	N/A	06/29/09	0.00	0.00	(316.64)	(316.64)	316.64
0.00	N/A	08/25/09	0.00	0.00	(656.84)	(656.84)	656.84
SECURITY TOTAL:			0.00	0.00	(6,908.83)	(6,908.83)	6,908.83
219350105/CORNING INC							
2500.00	09/26/06	03/26/09	35,313.05	60,995.75	0.00	60,995.75	(25,682.70)
250.00	05/02/07	03/27/09	3,403.61	5,984.20	0.00	5,984.20	(2,580.59)
250.00	09/26/06	03/27/09	3,403.61	6,099.58	0.00	6,099.58	(2,695.97)
500.00	08/02/07	03/27/09	6,807.21	12,036.45	0.00	12,036.45	(5,229.24)
1000.00	08/03/07	03/27/09	13,614.42	23,942.30	0.00	23,942.30	(10,327.88)
250.00	05/02/07	03/30/09	3,178.51	5,984.20	0.00	5,984.20	(2,805.69)
750.00	05/01/07	03/30/09	9,535.52	17,586.90	0.00	17,586.90	(8,051.38)
500.00	05/01/07	10/28/09	7,356.21	11,724.60	0.00	11,724.60	(4,368.39)
750.00	10/26/06	10/28/09	11,034.32	15,952.27	0.00	15,952.27	(4,917.95)
SECURITY TOTAL:			93,646.46	160,306.25	0.00	160,306.25	(66,659.79)
254687106/DISNEY (WALT) HOLDING CO							
140.00	12/07/05	02/03/09	2,817.55	3,531.23	0.00	3,531.23	(713.68)
360.00	07/12/05	02/03/09	7,245.14	8,995.13	0.00	8,995.13	(1,749.99)
SECURITY TOTAL:			10,062.69	12,526.36	0.00	12,526.36	(2,463.67)
268648102/EMC CORP							
1500.00	08/22/08	09/16/09	25,428.55	23,475.00	0.00	23,475.00	1,953.55
500.00	08/27/08	09/17/09	8,470.38	7,806.85	0.00	7,806.85	663.53
500.00	08/22/08	09/17/09	8,470.38	7,825.00	0.00	7,825.00	645.38
1000.00	08/25/08	10/28/09	16,464.68	15,464.60	0.00	15,464.60	1,000.08
2000.00	08/27/08	10/28/09	32,929.35	31,227.40	0.00	31,227.40	1,701.95
SECURITY TOTAL:			91,763.34	85,798.85	0.00	85,798.85	5,964.49

Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
3133XFJY3/FEDERAL HOME LOAN BANK 5 1/4% 06/10/11							
200000.00	05/09/06	02/04/09	215,004.00	198,828.00	586.70	199,414.70	15,589.30 ⁶⁶
85000.00	05/09/06	06/02/09	91,726.90	84,501.90	286.40	84,788.30	6,938.60 ⁶⁶
SECURITY TOTAL:			306,730.90	283,329.90	873.10	284,203.00	22,527.90
3133XGRD8/FEDERAL HOME LOAN BANK 5 1/8% 09/29/10							
100000.00	09/08/06	03/17/09	105,192.00	100,346.00	0.00	100,346.00	4,846.00
90000.00	09/08/06	05/01/09	95,102.10	90,311.40	0.00	90,311.40	4,790.70
90000.00	09/08/06	06/01/09	95,082.30	90,311.40	0.00	90,311.40	4,770.90
100000.00	09/08/06	09/15/09	104,778.00	100,346.00	0.00	100,346.00	4,432.00
SECURITY TOTAL:			400,154.40	381,314.80	0.00	381,314.80	18,839.60
443683107/HUDSON CITY BANCORP INC							
1250.00	10/09/06	08/21/09	16,748.57	16,823.38	0.00	16,823.38	(74.81)
250.00	10/06/06	08/24/09	3,333.44	3,335.40	0.00	3,335.40	(1.96)
250.00	10/09/06	08/24/09	3,333.44	3,364.67	0.00	3,364.67	(31.23)
750.00	10/19/06	08/24/09	10,000.31	10,006.50	0.00	10,006.50	(6.19)
750.00	10/06/06	08/26/09	9,813.27	10,006.20	0.00	10,006.20	(192.93)
SECURITY TOTAL:			43,229.03	43,536.15	0.00	43,536.15	(307.12)
460146103/INTERNATIONAL PAPER							
500.00	09/15/08	10/27/09	11,376.66	15,204.25	0.00	15,204.25	(3,827.59)
250.00	09/15/08	10/28/09	5,413.99	7,602.12	0.00	7,602.12	(2,188.13)
500.00	09/12/08	10/28/09	10,827.97	14,930.05	0.00	14,930.05	(4,102.08)
SECURITY TOTAL:			27,618.62	37,736.42	0.00	37,736.42	(10,117.80)
478160104/JOHNSON & JOHNSON							
750.00	01/03/07	03/26/09	39,505.35	50,028.75	0.00	50,028.75	(10,523.40)
577081102/MATTEL INC							
500.00	09/26/07	03/25/09	5,919.77	11,815.35	0.00	11,815.35	(5,895.58)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
577081102/MATTEL INC (Con't)							
500.00	10/01/07	03/25/09	5,919.77	11,966.40	0.00	11,966.40	(6,046.63)
1000.00	09/27/07	03/25/09	11,839.53	23,676.20	0.00	23,676.20	(11,836.67)
500.00	09/25/07	03/26/09	6,123.52	11,717.15	0.00	11,717.15	(5,593.63)
750.00	09/26/07	03/26/09	9,185.27	17,723.02	0.00	17,723.02	(8,537.75)
1500.00	09/28/07	03/26/09	18,370.55	35,203.20	0.00	35,203.20	(16,832.65)
750.00	10/16/07	03/27/09	9,142.75	16,593.38	0.00	16,593.38	(7,450.63)
1250.00	10/15/07	03/27/09	15,237.91	27,915.75	0.00	27,915.75	(12,677.84)
250.00	10/16/07	03/30/09	2,885.58	5,531.12	0.00	5,531.12	(2,645.54)
600.00	03/24/08	03/30/09	6,925.40	13,097.76	0.00	13,097.76	(6,172.36)
150.00	03/24/08	03/31/09	1,740.13	3,274.44	0.00	3,274.44	(1,534.31)
450.00	03/20/08	03/31/09	5,220.37	9,542.70	0.00	9,542.70	(4,322.33)
300.00	03/20/08	04/01/09	3,487.51	6,361.80	0.00	6,361.80	(2,874.29)
SECURITY TOTAL:			101,998.06	194,418.27	0.00	194,418.27	(92,420.21)
64983TC50/NYS DORM AUTH ROCHESTER 5 1/8% 07/01/39							
200000.00	04/10/08	06/23/09	228,228.00	223,310.00	(4,152.00)	219,158.00	9,070.00 ⁶⁶
680414109/OLD WESTBURY NON-US LC FD							
2244.99	12/15/05	12/22/09	20,519.17	26,827.58	0.00	26,827.58	(6,308.41)
19636.85	04/24/08	12/22/09	179,480.83	225,038.33	0.00	225,038.33	(45,557.50)
SECURITY TOTAL:			200,000.00	251,865.91	0.00	251,865.91	(51,865.91)
680414604/OLD WEST GL SM & MD CAP FD							
3501.90	09/29/08	12/22/09	44,369.08	37,575.39	0.00	37,575.39	6,793.69
4184.82	01/23/07	12/22/09	53,021.71	55,699.99	0.00	55,699.99	(2,678.28)
4205.35	12/17/07	12/22/09	53,281.81	52,861.27	0.00	52,861.27	420.54
4684.98	04/24/08	12/22/09	59,358.65	58,000.00	0.00	58,000.00	1,358.65
25675.67	10/03/08	12/22/09	325,310.75	264,716.17	0.00	264,716.17	60,594.58
SECURITY TOTAL:			535,342.00	468,852.82	0.00	468,852.82	66,489.18

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description	Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS								
680414703/OLD WESTBURY REAL RETRN FD								
6877.04	12/18/07	12/22/09		67,257.45	87,819.80	0.00	87,819.80	(20,562.35) ✓
11016.62	01/23/07	12/22/09		107,742.55	129,885.96	0.00	129,885.96	(22,143.41) ✓
SECURITY TOTAL:				175,000.00	217,705.76	0.00	217,705.76	(42,705.76)
69331C108/PG & E CORP								
500.00	05/08/06	03/26/09		20,141.39	20,009.10	0.00	20,009.10	132.29
250.00	05/09/06	03/27/09		9,740.99	9,931.20	0.00	9,931.20	(190.21)
20.00	12/07/05	03/30/09		760.38	726.20	0.00	726.20	34.18
110.00	12/15/05	03/30/09		4,182.08	4,148.10	0.00	4,148.10	33.98
120.00	08/17/05	03/30/09		4,562.26	4,402.80	0.00	4,402.80	159.46
100.00	11/15/04	03/31/09		3,838.11	3,372.84	0.00	3,372.84	465.27
150.00	12/07/05	03/31/09		5,757.16	5,446.50	0.00	5,446.50	310.66
20.00	11/15/04	06/15/09		746.37	674.57	0.00	674.57	71.80
230.00	09/24/04	06/15/09		8,583.24	6,934.47	0.00	6,934.47	1,648.77
250.00	09/28/04	06/15/09		9,329.61	7,548.00	0.00	7,548.00	1,781.61
250.00	11/12/04	06/15/09		9,329.61	8,414.67	0.00	8,414.67	914.94
20.00	09/24/04	06/16/09		746.11	603.00	0.00	603.00	143.11
230.00	09/27/04	06/16/09		8,580.32	6,905.70	0.00	6,905.70	1,674.62
20.00	09/27/04	07/14/09		756.14	600.50	0.00	600.50	155.64
250.00	09/23/04	07/14/09		9,451.75	7,439.77	0.00	7,439.77	2,011.98
250.00	09/22/04	07/14/09		9,451.76	7,454.15	0.00	7,454.15	1,997.61
330.00	09/15/04	07/14/09		12,476.32	9,794.56	0.00	9,794.56	2,681.76
180.00	09/16/04	07/15/09		6,817.33	5,328.78	0.00	5,328.78	1,488.55
420.00	09/15/04	07/15/09		15,907.09	12,465.81	0.00	12,465.81	3,441.28
70.00	09/16/04	07/16/09		2,632.79	2,072.30	0.00	2,072.30	560.49
SECURITY TOTAL:				143,790.81	124,273.02	0.00	124,273.02	19,517.79
713448108/PEPSICO INC								
35.00	12/15/05	04/22/09		1,700.71	2,077.25	0.00	2,077.25	(376.54)

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS							
713448108/PEPSICO INC (Cor't)							
70.00	08/17/05	04/22/09	3,401.42	3,839.08	0.00	3,839.08	(437.66)
100.00	11/10/04	04/22/09	4,859.16	5,119.50	0.00	5,119.50	(260.34)
145.00	11/04/04	04/22/09	7,045.79	7,336.84	0.00	7,336.84	(291.05)
200.00	12/07/05	04/22/09	9,718.33	11,838.00	0.00	11,838.00	(2,119.67)
250.00	11/09/04	04/22/09	12,147.91	12,721.18	0.00	12,721.18	(573.27)
250.00	08/24/05	04/22/09	12,147.91	13,664.83	0.00	13,664.83	(1,516.92)
250.00	08/29/05	04/22/09	12,147.91	13,730.82	0.00	13,730.82	(1,582.91)
300.00	11/08/04	04/22/09	14,577.50	15,282.60	0.00	15,282.60	(705.10)
650.00	01/07/05	04/22/09	31,584.58	34,163.48	0.00	34,163.48	(2,578.90)
505.00	11/04/04	04/23/09	24,129.75	25,552.45	0.00	25,552.45	(1,422.70)
SECURITY TOTAL:			133,460.97	145,326.03	0.00	145,326.03	(11,865.06)
760975102/RESEARCH IN MOTION LTD							
50.00	02/27/08	10/28/09	3,069.54	5,529.07	0.00	5,529.07	(2,459.53)
50.00	07/29/08	10/28/09	3,069.54	5,793.25	0.00	5,793.25	(2,723.71)
200.00	02/26/08	10/28/09	12,278.17	21,685.38	0.00	21,685.38	(9,407.21)
350.00	11/26/07	10/28/09	21,486.79	40,598.81	0.00	40,598.81	(19,112.02)
SECURITY TOTAL:			39,904.04	73,606.51	0.00	73,606.51	(33,702.47)
855030102/STAPLES INC							
20.00	04/07/06	12/23/09	498.97	519.92	0.00	519.92	(20.95)
250.00	04/04/06	12/23/09	6,237.11	6,532.50	0.00	6,532.50	(295.39)
730.00	04/03/06	12/23/09	18,212.38	19,093.51	0.00	19,093.51	(881.13)
230.00	04/07/06	12/28/09	5,740.86	5,979.13	0.00	5,979.13	(238.27)
250.00	04/06/06	12/28/09	6,240.07	6,493.58	0.00	6,493.58	(253.51)
270.00	04/26/06	12/28/09	6,739.27	6,983.66	0.00	6,983.66	(244.39)
SECURITY TOTAL:			43,668.66	45,602.30	0.00	45,602.30	(1,933.64)
881624209/TEVA PHARM INDS LTD ADR							
500.00	08/15/08	12/23/09	27,960.63	24,148.55	0.00	24,148.55	3,812.08

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description	Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adjustments	Adjusted Cost Basis	Gain/Loss
LONG TERM GAIN LOSS								
883556102/THERMO FISHER SCIENTIFIC								
500.00	11/21/06	08/21/09		22,959.01	22,063.95	0.00	22,063.95	895.06
30.00	11/20/06	08/24/09		1,367.11	1,315.80	0.00	1,315.80	51.31
220.00	11/21/06	08/24/09		10,025.50	9,708.14	0.00	9,708.14	317.36
250.00	11/20/06	10/08/09		11,350.03	10,965.00	0.00	10,965.00	385.03
750.00	11/20/06	10/09/09		34,076.42	32,895.00	0.00	32,895.00	1,181.42
250.00	11/20/06	10/12/09		11,288.54	10,965.00	0.00	10,965.00	323.54
30.00	10/18/06	10/13/09		1,361.98	1,270.75	0.00	1,270.75	91.23
250.00	10/19/06	10/13/09		11,349.83	10,697.23	0.00	10,697.23	652.60
470.00	11/20/06	10/13/09		21,337.68	20,614.20	0.00	20,614.20	723.48
SECURITY TOTAL:				125,116.10	120,495.07	0.00	120,495.07	4,621.03
931142103/WAL-MART STORES INC								
250.00	01/03/07	01/08/09		12,832.96	11,922.57	0.00	11,922.57	910.39
330.00	05/31/07	03/25/09		16,859.11	15,700.15	0.00	15,700.15	1,158.96
420.00	01/03/07	03/25/09		21,457.05	20,029.93	0.00	20,029.93	1,427.12
SECURITY TOTAL:				51,149.12	47,652.65	0.00	47,652.65	3,496.47
H27013103/WEATHERFORD INTL LTD								
500.00	03/13/07	06/03/09		9,818.50	10,982.63	0.00	10,982.63	(1,164.13)
500.00	04/24/08	06/03/09		9,818.50	19,909.50	0.00	19,909.50	(10,091.00)
500.00	03/13/07	10/09/09		9,841.95	10,982.62	0.00	10,982.62	(1,140.67)
750.00	03/12/07	10/09/09		14,762.92	16,285.39	0.00	16,285.39	(1,522.47)
750.00	03/12/07	10/12/09		14,752.95	16,285.39	0.00	16,285.39	(1,532.44)
250.00	03/12/07	10/13/09		4,815.05	5,428.46	0.00	5,428.46	(613.41)
SECURITY TOTAL:				63,809.87	79,873.99	0.00	79,873.99	(16,064.12)
SUBTOTAL LONG TERM GAIN LOSS				3,155,857.92	3,466,646.02	(10,187.73)	3,456,458.29	(300,600.37)
GRAND TOTAL GAIN/LOSS				4,682,139.32	5,196,248.65	(11,661.93)	5,184,586.72	(502,447.40)

Ref: 00002811 00079534

W.L. LYONS BROWN JR.

Account Number 410-57181-10 472

Details of Earnings 2009 - continued

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160008800	*** UPM KYMMENE CORP SPN ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		\$ 18.36				
160008900	*** VALE SA SPON ADR REPSTG 1 CLASS A PFD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		22.77				
160009000	*** VINCI S.A. ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		100.59				
Totals			\$ 4,466.04				

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	34	BANCO SANTANDER CENTRAL HISPAN-EUR	12/26/08	02/25/09	\$ 212.67	\$ 323.00	(\$ 110.33)	
125000030	56	G4S PLC, CRAWLEY-GBP	12/26/08	10/16/09	225.60	168.00		57.60
125000040	3	ADECO SA, CHESEREX-CHF	12/26/08	12/18/09	162.60	100.20		62.40
125000090	.1366	SBM OFFSHORE NV-EUR CASH IN LIEU OF .45676 RECORD 05/20/09 PAY 06/09/09	07/07/08	06/09/09	2.25	4.61	(2.36)	
125000110	78	UNICREDITO ITALIANO SPA -EUR	12/26/08	02/25/09	98.24	187.20	(88.96)	
125000140	31	SECURITAS AB-SEK	12/26/08	04/22/09	236.59	255.75	(19.16)	



Ref: 00002811 00079535

W.L. LYONS BROWN JR.

Account Number 410-57181-10 472

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	64	FLEXTRONICS INTL LTD USD	11/20/08	05/27/09	\$ 230.03	\$ 99.84		\$ 130.19
	72	VSP 05/27/09 PRICE 3.590	12/26/08		258.78	162.00		96.78
		-VSP 05272009 3.59						
125000170	146	ALUMINA LTD SPONSORED ADR	03/17/08	01/29/09	442.91	2,968.79	(2,525.88)	
	179	VSP 01/29/09 PRICE 3.030	07/02/08		543.03	3,041.68	(2,498.65)	
	18	-VSP 01292009 3.03	11/20/08		54.61	45.72		8.89
	20		12/26/08		60.67	68.40	(7.73)	
125000180	561	AXA S.A.SPONS ADR	11/13/09	11/13/09	325.23	.01		325.22
		SALE OF RTS ON 561.0000 SHS						
		RECORD 11/13/09 PAY 12/04/09						
125000200	.0039	CHUNGHWA TELECOM LTD ADR	11/20/08	03/20/09	.07	.07		
	.0043	MERGER 03/20/09 17133Q304001	12/26/08		.08	.08		
125000220	22.55	CHUNGHWA TELECOM LTD ADR	11/20/08	06/12/09	438.24	404.28		33.98
	25.0557	VSP 06/12/09 PRICE 19.430	12/26/08		486.93	457.12		29.81
		-VSP 06122009 19.43						
125000230	49	COMPASS GROUP PLC ADR	11/20/08	02/06/09	250.53	178.36		72.17
	55	NEW	12/26/08		281.21	266.75		14.46
		VSP 02/06/09 PRICE 5.110						
		-VSP 02062009 5.11						
125000240	256	DBS GROUP HLDG LTD SP ADR	01/29/09	01/29/09	999.29	.01		999.28
		SALE OF RTS ON 256.0000 SHS						
		RECORD 01/29/09 PAY 02/05/09						
125000320	54	GDF SUEZ-EUR	07/25/08	05/15/09	1,923.43	3,610.94	(1,687.51)	
125000360	26	RTS HSBC HOLDINGS PLC	04/07/09	04/07/09	234.03	.01		234.02
		03/31/2009						
125000370	110	INFINEON TECHNOLOGIES ADR	11/20/08	01/09/09	138.27	230.73	(92.46)	
	123	VSP 01/09/09 PRICE 1.260	12/26/08		154.61	134.01		20.60
		-VSP 01092009 1.26						
125000400	19	KOREA ELEC PWR CORP SP ADR	11/20/08	02/13/09	182.97	142.12		40.85
	22	VSP 02/13/09 PRICE 9.630	12/26/08		211.86	253.44	(41.58)	
		-VSP 02132009 9.63						
125000410	16	MEDIASET S P A SPONSORED	11/20/08	04/22/09	244.09	244.00		.09
	17	ADR-USD	12/26/08		259.36	293.25	(33.89)	
		VSP 04/22/09 PRICE 15.260						
		-VSP 04222009 15.26						

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00002811 00079536

W.L. LYONS BROWN JR.
Account Number 410-57181-10 472

Details of Short Term Gain (Loss) 2009 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000420	27	MITSUBISHI UFJ FINANCIAL	11/20/08	05/29/09	\$ 169.86	\$ 131.76		\$ 37.90
	31	GROUP INC ADR	12/26/08		194.80	189.10		5.70
		VSP 05/29/09 PRICE 6.280						
		-VSP 05292009 6.28						
125000460	13	OLYMPUS CORP SPONSORED ADR	11/20/08	11/06/09	406.34	208.65		197.69
	113	VSP 11/06/09 PRICE 31.260	12/05/08		3,532.05	2,055.94		1,476.11
	21	-VSP 11062009 31.26	12/26/08		656.40	397.95		258.45
		CGMI AND/OR ITS AFFILIATES						
125000470	25	PROMISE CO LTD-UNSPON ADR	11/20/08	09/24/09	77.42	215.00	(137.58)	
	28	VSP 09/24/09 PRICE 3.100	12/26/08		86.71	358.12	(271.41)	
		-VSP 09242009 3.10						
		CGMI AND/OR ITS AFFILIATES						
125000480	109	REXAM PLC SPONS ADR	08/20/08	03/09/09	1,670.18	4,069.62	(2,399.44)	
		-NEW-						
		VSP 03/09/09 PRICE 15.320						
		-VSP 03092009 15.32						
125000490	133	REXAM PLC SPONS ADR	08/05/09	08/05/09	314.10	.01		314.09
		-NEW-						
		SALE OF RTS ON 133.0000 SHS						
		RECORD 08/05/09 PAY 08/26/09						
125000510	7	SK TELECOM LTD SPON ADR	11/20/08	11/11/09	120.81	105.07		15.84
	7	VSP 11/11/09 PRICE 17.270	12/26/08		120.91	125.44	(4.53)	
		-VSP 11112009 17.27						
125000520	176	SATYAM COMPUTER SERVICES	10/22/08	05/18/09	387.82	2,537.02	(2,169.20)	
	10	ADR	11/20/08		20.90	112.00	(91.10)	
	11		12/26/08		22.99	87.34	(64.35)	
125000560	.0247	TAIWAN SEMICONDUCTOR MFG	11/20/08	08/14/09	.25	.15		.10
	.0275	CO LTD ADR	12/26/08		.28	.21		.07
	.107	CASH IN LIEU OF .59965	01/30/09		1.12	.82		.30
		RECORD 07/17/09 PAY 08/14/09						
125000610	23	UPM KYMMENE CORP SPN ADR	11/20/08	04/22/09	159.16	273.70	(114.54)	
	26	VSP 04/22/09 PRICE 6.920	12/26/08		179.91	322.14	(142.23)	
		-VSP 04222009 6.92						
Total					\$ 16,760.09	\$ 24,830.39	(\$ 12,502.89)	\$ 4,432.59

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00002811 00079537

W.L. LYONS BROWN JR.

Account Number 410-57181-10 472

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	74	CELESIO AG, STUTTGART-EUR	11/29/06	10/21/09	\$ 1,968.34	\$ 3,825.14	(\$ 1,856.80)	
125000020	20	BANCO SANTANDER CENTRAL	12/02/04	02/25/09	125.11	241.08	(115.97)	
	310	HISPAN-EUR	06/06/05		1,939.16	3,564.13	(1,624.97)	
	77		10/28/05		481.66	975.57	(493.91)	
	149		06/05/07		932.05	2,898.05	(1,966.00)	
	20		07/05/07		125.11	379.00	(253.89)	
125000030	1,551	G4S PLC, CRAWLEY-GBP	01/09/08	10/16/09	6,248.19	6,718.16	(469.97)	
125000040	96	ADECO SA, CHESEREX-CHF	09/19/08	12/18/09	5,203.06	4,477.92		725.14
125000050	388	NGK SPARK PLUG CO LTD (NIPPON TOKUSHU TOGYO) -JPY	01/23/08	01/26/09	2,916.77	6,487.55	(3,570.78)	
125000060	81	TAKEDA PHARMACEUTICAL CO LTD-JPY	11/15/07	11/06/09	3,211.56	5,025.22	(1,813.66)	
	2		12/12/07		79.30	121.06	(41.76)	
125000070	236,2782	REED ELSEVIER NV-EUR	12/30/03	06/23/09	2,642.11	3,282.13	(640.02)	
	120,7218		01/20/04		1,349.93	1,778.91	(428.98)	
125000080	108,6325	REED ELSEVIER NV-EUR	01/20/04	10/14/09	1,247.32	1,600.77	(353.45)	
	164,4427		06/06/05		1,888.13	2,669.78	(781.65)	
	24,9248		10/28/05		286.19	387.62	(101.43)	
125000090	.1929	SBM OFFSHORE NV-EUR	11/29/07	06/09/09	3.18	6.49	(3.31)	
	.1272	CASH IN LIEU OF .45676 RECORD 05/20/09 PAY 06/09/09	02/05/08		2.10	3.62	(1.52)	
125000100	191	NATIONAL AUSTRALIA BK LTD ORD -AUD	12/01/04	04/23/09	2,849.03	4,143.31	(1,294.28)	
125000110	1,145	UNICREDITO ITALIANO SPA	09/28/06	02/25/09	1,442.00	9,514.49	(8,072.49)	
	145	-EUR	05/31/07		182.61	1,370.25	(1,187.64)	
	30		07/05/07		37.78	273.00	(235.22)	
125000120	30,3427	LOOMIS SER B	11/21/03	05/12/09	270.34	77.50		192.84
	26,9492		06/03/05		240.10	94.35		145.75
	8,1846		09/27/05		72.92	26.78		46.14
	12,177		10/28/05		108.49	37.97		70.52
	23,5558		05/31/07		209.87	296.11	(86.24)	
	4,7909		07/05/07		42.69	65.70	(23.01)	

2009 YEAR END SUMMARY



Ref: 0002811 00079538

W.L. LYONS BROWN JR.

Account Number 410-57181-10 472

Details of Long Term Gain (Loss) 2009 - continued

2 0 0 9 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	8,074	RTS NORDEA BANK RIGHTS TO UNDERLYING EXPIRY DATE 04/03/2009 EXP 04/03/2009	Unavailable	03/23/09	\$ 1,125.52			
125000140	152	SECURITAS AB-SEK	11/21/03	04/22/09	1,160.06	388.23		771.83
	135		08/03/05		1,030.32	472.65		557.67
	41		09/27/05		312.91	134.14		178.77
	61		10/28/05		465.55	190.21		275.34
	118		05/31/07		900.58	1,483.33	(582.75)	
	24		07/05/07		183.17	329.10	(145.93)	
125000150	419	RTS BANCO ESPIRITO SANTO RIGHTS TO UNDERLYING EXPIRY DATE: 04/07/2009	Unavailable	03/25/09	858.66			
125000160	893	FLEXTRONICS INTL LTD USD	02/24/06	05/27/09	3,569.05	10,573.86	(7,004.81)	
	126	VSP 05/27/08 PRICE 3.590	05/31/07		452.87	1,457.82	(1,004.95)	
	26	-VSP 05272009 3.59	07/05/07		93.45	284.96	(191.51)	
125000180	18,4928	CADBURY PLC ADR	04/28/03	10/02/09	940.07	448.84		491.23
	8,2899	TRADE AS OF 10/02/09	09/26/05		421.41	392.80		28.61
	12,1159		10/28/05		615.90	537.18		78.72
	76,5217		12/05/05		3,889.93	3,433.27		456.66
	37,6232		05/31/06		1,912.55	1,653.22		259.33
	15,9565		05/31/07		811.14	1,022.80	(211.66)	
125000200	.0191	CHUNGHWA TELECOM LTD ADR	09/26/05	03/20/09	.36	.34		.02
	.0012	MERGER 03/20/09 17133Q304001	10/28/05		.02	.02		
	.0026		05/31/07		.05	.05		
	.0005		07/05/07		.01	.01		
	.046		02/08/08		.86	.93	(.07)	
125000210	110,9978	CHUNGHWA TELECOM LTD ADR	09/26/05	04/02/09	2,002.00	1,975.00		27.00
	7,1282	VSP 04/02/09 PRICE 18.040	10/28/05		128.57	115.57		13.00
	15,016	-VSP 04022009 18.04	05/31/07		270.83	275.12	(4.29)	
	3,0032		07/05/07		54.17	56.67	(2.50)	
	42,8547		02/09/08		772.94	868.11	(95.17)	
125000220	224,3943	CHUNGHWA TELECOM LTD ADR	02/09/08	06/12/09	4,360.87	4,545.59	(184.72)	
		VSP 06/12/09 PRICE 19.430						
		-VSP 06122009 19.43						



Ref: 00002811 00079539

W.L. LYONS BROWN JR.
Account Number 410-57181-10 472

Details of Long Term Gain (Loss) 2009 - continued

2 0 0 9 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000230	881	COMPASS GROUP PLC ADR NEW VSP 02/06/09 PRICE 5.110 -VSP 02062009 5.11	07/31/07	02/06/09	\$ 4,504.44	\$ 6,078.46	(\$ 1,574.02)	
125000250	13,8696 6,2174 9,087 57,3913 28,2174 14,3478 2,8695	DR PEPPER SNAPPLE GROUP INC VSP 06/01/09 PRICE 22.050 -VSP 06012009 22.05 FIGURED TO S/D 02-02-09 TRADE AS OF 01/28/09	04/28/03 09/26/05 10/28/05 12/05/05 05/31/06 05/31/07 07/05/07	06/01/09	305.77 137.07 200.33 1,265.25 622.08 316.31 63.27	167.90 146.95 200.95 1,284.31 618.43 458.72 87.53	(9.88) (.82) (19.06) (142.41) (24.26)	137.87 3.65
125000260	68	ENI SPA SPONSORED ADR VSP 04/03/09 PRICE 39.630 -VSP 04032009 39.63	04/03/01	04/03/09	2,694.98	1,789.49		905.49
125000270	13 70 24 32 36	EMBRAER-EMPRESA BRASILERIA DE AERONAUTICA S A SPON ADR FIGURED TO S/D 02-02-09 TRADE AS OF 01/28/09	05/09/05 06/03/05 09/26/05 10/28/05 06/23/06	01/28/09	212.80 1,145.84 392.86 523.81 622.04	391.86 2,247.70 921.60 1,177.60 1,305.33	(179.06) (1,101.86) (528.74) (653.79) (683.29)	
125000280	101	FRANCE TELECOM SA SPON ADR VSP 02/11/09 PRICE 23.530 -VSP 02112009 23.53	06/12/06	02/11/09	2,376.56	2,255.50		121.06
125000290	127	FUJIFILM HLDGS CORP-JPY VSP 04/22/09 PRICE 25.740 -VSP 04222009 25.74	09/06/05	04/22/09	3,269.39	4,247.16	(977.77)	
125000300	74	FUJIFILM HLDGS CORP-JPY VSP 05/08/09 PRICE 26.250 -VSP 05082009 26.25	09/06/05	05/08/09	1,942.25	2,474.72	(532.47)	
125000310	28	FUJIFILM HLDGS CORP-JPY VSP 05/08/09 PRICE 25.630 -VSP 05082009 25.63	09/06/05	05/08/09	717.72	936.38	(218.66)	
125000330	114	GLAXOSMITHKLINE PLC SP ADR VSP 05/08/09 PRICE 30.840 -VSP 05082009 30.84	08/09/03	05/08/09	3,515.69	4,410.74	(895.05)	
125000340	72	HSBC HLDG PLC SP ADR NEW VSP 02/06/09 PRICE 41.570 -VSP 02062009 41.57	03/30/06	02/06/09	2,992.98	6,046.75	(3,053.77)	



Ref: 00002811 00079540

W.L. LYONS BROWN JR.

Account Number 410-57181-10 472

Details of Long Term Gain (Loss) 2009 - continued

2009 YEAR END SUMMARY

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000350	.6686	RTS HSBC HOLDINGS PLC 03/31/2009 CASH IN LIEU OF .66866 RECORD 03/13/09 PAY 03/16/09	Unavallable	03/16/09	\$ 5.67			
125000370	1,703 216 44	INFINEON TECHNOLOGIES ADR VSP 01/09/09 PRICE 1.260 -VSP 01092009 1.26	04/20/06 05/31/07 07/05/07	01/09/09	2,140.65 271.51 55.31	19,598.81 3,373.92 761.20	(17,458.16) (3,102.41) (705.89)	
125000380	.4788	RTS KB FINANCIAL GP EXP 8/21/2009 RECORD 07/27/09 PAY 07/28/09 FROM: 48241A105001	Unavallable	07/28/09	6.51			
125000390	17	RTS KB FINANCIAL GP EXP 8/21/2009 TRADE AS OF 08/11/09	Unavallable	08/11/09	230.28			
125000400	90 110 74 25 38 8	KOREA ELEC PWR CORP SP ADR VSP 02/13/09 PRICE 9.630 -VSP 02132009 9.63	02/28/00 08/22/03 09/26/05 10/28/05 05/31/07 07/05/07	02/13/09	866.69 1,059.29 712.61 240.75 365.94 77.04	1,282.50 1,034.00 1,255.78 401.75 823.08 176.16	(415.81) (543.17) (161.00) (457.14) (99.12)	25.29
125000410	184 77 16	MEDIASET S P A SPONSORED ADR-USD VSP 04/22/09 PRICE 15.260 -VSP 04222009 15.26	10/19/06 05/31/07 07/05/07	04/22/09	2,807.08 1,174.70 244.09	6,110.40 2,490.95 502.40	(3,303.32) (1,316.25) (258.31)	
125000420	365 104 21	MITSUBISHI UFJ FINANCIAL GROUP INC ADR VSP 05/29/09 PRICE 6.280 -VSP 05292009 6.28	11/17/06 05/31/07 07/05/07	05/29/09	2,293.60 653.52 131.96	4,399.13 1,194.96 233.73	(2,105.53) (541.44) (101.77)	
125000430	184	NESTLE S A SPONSORED ADR VSP 05/07/09 PRICE 34.690 -VSP 05072009 34.69	08/06/02	05/07/09	6,382.09	3,911.01		2,471.08
125000440	24	NOVARTIS AG ADR VSP 12/16/09 PRICE 54.320 -VSP 12162009 54.32 CGMI AND/OR ITS AFFILIATES	04/26/07	12/16/09	1,303.84	1,412.55	(108.91)	
125000450	129	OLYMPUS CORP SPONSORED ADR VSP 05/22/09 PRICE 18.650 -VSP 05222009 18.65	02/20/08	05/22/09	2,405.48	3,673.83	(1,268.35)	



Ref: 00002811 00079541

W.L. LYONS BROWN JR.
Account Number 410-57181-10 472

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000460	97	OLYMPUS CORP SPONSORED ADR VSP 11/08/09 PRICE 31.260 -VSP 11062009 31.26 CGMI AND/OR ITS AFFILIATES	02/20/08	11/06/09	\$ 3,031.94	\$ 2,762.49		\$ 269.45
125000470	443	PROMISE CO LTD-UNSPON ADR VSP 09/24/09 PRICE 3.100 -VSP 09242009 3.10 CGMI AND/OR ITS AFFILIATES	05/19/08	09/24/09	1,371.89	6,865.75	(5,493.86)	
125000500	83	ROYAL DUTCH SHELL PLC ADR CL B VSP 06/03/09 PRICE 55.320 -VSP 06032009 55.32	08/07/01	06/03/09	4,591.14	4,583.11		8.03
125000510	50 21 40 8	SK TELECOM LTD SPON ADR VSP 11/11/09 PRICE 17.270 -VSP 11112009 17.27	06/03/05 10/28/05 05/31/07 07/05/07	11/11/09	863.62 362.72 690.90 138.18	1,070.50 407.40 1,072.40 219.76	(206.88) (44.68) (381.50) (81.58)	
125000530	65	SIEMENS A G SPONS ADR VSP 01/16/09 PRICE 58.320 -VSP 01162009 58.32	09/26/05	01/16/09	3,790.67	4,981.13	(1,190.46)	
125000540	66 36	SONY CORP SPON ADR-NEW VSP 06/24/09 PRICE 26.080 -VSP 06242009 26.08	06/03/05 09/26/05	06/24/09	1,721.16 938.81	2,422.20 1,217.16	(701.04) (278.35)	
125000550	355	SUEZ ENVIRONNEMENT CO S A-EUR VSP 12/02/09 PRICE 11.410 -VSP 12022009 11.41	11/10/08	12/02/09	4,050.87	3,079.30		971.57
125000560	.3167 .1237	TAIWAN SEMICONDUCTOR MFG CO LTD ADR CASH IN LIEU OF .59965 RECORD 07/17/09 PAY 08/14/09	10/10/07 02/26/08	08/14/09	3.27 1.28	3.36 1.23	(.09)	.05
125000570	59	TELEFONICA S.A. SPON ADR VSP 02/12/09 PRICE 54.600 -VSP 02122009 54.60	09/17/01	02/12/09	3,221.24	1,490.01		1,731.23
125000580	219 104	UNILEVER NV NY SHS-NEW VSP 05/07/09 PRICE 22.500 -VSP 05072009 22.50	02/12/01 04/15/05	05/07/09	4,927.30 2,339.91	4,242.03 2,350.79	(10.88)	685.27
125000590	31 70	UNILEVER NV NY SHS-NEW TRADE AS OF 07/09/09	04/15/05 06/03/05	07/09/09	746.64 1,685.97	700.72 1,557.50		45.92 128.47



Ref: 00002811 00079542

W.L. LYONS BROWN JR.

Account Number 410-57181-10 472

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000600	227	UPM KYMMENE CORP SPN ADR VSP 02/13/09 PRICE 8.960 -VSP 02132009 8.96	10/10/03	02/13/09	\$ 2,033.74	\$ 4,083.57	(\$ 2,049.83)	
125000810	16	UPM KYMMENE CORP SPN ADR	10/10/03	04/22/09	110.72	287.83	(177.11)	
	90	VSP 04/22/09 PRICE 6.920	06/03/05		622.78	1,760.40	(1,137.62)	
	24	-VSP 04222009 6.92	10/28/05		166.07	461.28	(295.21)	
	45		05/31/07		311.39	1,169.10	(857.71)	
	9		07/05/07		62.28	226.35	(164.07)	
Total					\$ 151,473.26	\$ 227,881.09	(\$ 80,457.47)	\$ 11,823.00

Details of Deposits and Withdrawals 2009

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/27/09	GDF SUEZ-EUR REV ADR FEE OF .02000/SHR RECORD 11/26/08 PAY 12/18/08	\$ 6.38
210000300	03/31/09	MERCK KGAA ADR TAX REFUND OF .081802 FOR RCD 03/28/08, PAY 04/10/08	11.86
210000500	08/24/09	E.ON AG SPONS ADR TAX RECLAIM OF .117130 FOR RCD 04/30/08, PAY 05/09/08	34.44
210000700	08/10/09	BASF SE COMMON STOCK TAX REFUND OF .1562942 FOR RCD 05/04/06, PAY 05/15/06	16.88
210000900	09/01/09	EMBRAER-EMPRESA BRASILEIRA DE AERONAUTICA S A SPON ADR TAX REFUND OF .0410540 FOR RCD 09/27/07, PAY 10/22/07	24.02

Reference number	Date	Description	Amount
210000200	02/06/09	AKZO NOBEL N.V.ADR-EUR VERSUS PAYABLE DATE 11/07/07 TAX REFUND	\$ 2.27
210000400	06/24/09	BASF SE COMMON STOCK TAX RECLAIM OF .373075 FOR RCD 04/24/08, PAY 05/05/08	20.52
210000600	08/03/09	ING GROEP NV SPONS ADR NRA TAX REFUND ON DIVIDEND PAID ON 8/28/08 FOR ING R/D = 8/13/08, P/D = 8/28/08	63.33
210000800	08/14/09	UNILEVER NV NY SHS-NEW PAID ON 12/03/08 FOR UNILEVER RCD 11/07/08, PAY 12/03/08 X/D 11/05/08	25.48
210001000	09/03/09	UBS AG-CHF TAX REFUND OF .5031446 FOR RCD 04/19/06, PAY 04/24/06	87.55

2 0 0 9 Y E A R E N D S U M M A R Y



Part VIII. Information about Offices, Directors, Trustees, Foundation Manager, Highly Paid Employees, and Contractors.

1. List all officers, directors, trustees, foundation managers and their compensation:

Name and Address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account other allowances
A. Cary Brown Epstein 320 Whittington Pkwy Lou, KY 40222	Director	-0-	-0-	-0-
Stuart R. Brown 320 Whittington Pkwy. Lou, KY 40222	Director	-0-	-0-	-0-

Part XV 3(a) Paid during the Year

Recipient	If recipient is an individual, show any relationship to foundation manager or substantial contributor	Foundation Status of Recipient	Purpose of grant or contribution	Amount
St. Margaret's Episcopal Church	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
Brooks School	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	33,000.00
Laguna Canyon Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	15,900.00
Storm King Art Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	60,000.00
The Nature Conservancy in CO	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	15,000.00
Jefferson Scholars Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	25,000.00
Princeton University	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	500.00
University of VA-John A. Blackburn Endowed Scholarship	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
F.I. Community Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	83,334.00
Central Park Conservancy	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,000.00
University of Virginia	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
Groton School Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	22,000.00
World Monuments Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	150,500.00
The Salzburg Festival Society	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,800.00
St. Anne's-Belfield School	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	40,000.00
Telluride Mountain Film Festuvak	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	10,000.00
Telluride Medical Center Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
St. Margaret's Episcopal School Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	64,000.00
St. John's Church-Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	34,533.00

Telluride Ski and Snowboard Club	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
Breakthrough San Juan Capistrano	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Virginia Foundation for Community College Educ.	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Young Concert Artists, Inc.	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,500.00
The dZi Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	10,000.00
BOMB	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
Navy Seal Warrior Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,500.00
Jazz at Lincoln Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,000.00
Metropolitan Museum-Corp. Benefits Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
The Fund for Park Avenue	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Friendship Shelter Inc.	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
The Museum of Modern Art	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	4,481.00
Thunderbird Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
UVA Darden School Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	4,000.00
UVA College of Arts & Sciences	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Pomfret School Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Virginia Center for the Creative Arts	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
Tulane University, A.B. Freeman School of Business	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,500.00
Neue Galerie	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	815.00
The Metropolitan Opera	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	3,910.00
Island Health Project	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
AAF/Salzburg Weill Cornell Seminars	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Avon Walk for Breast Cancer	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,350.00
Woodberry Amici Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	25,000.00
Liberty Hall Historic Site Restoration Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	10,000.00
Wildlife Conservation Society	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	7,500.00

The Canyon Club	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	500.00
The Frick Collection	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	4,520.00
The Fund for Park Avenue	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Garden Club of America	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	33,333.00
Ah Haa School for the Arts	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	10,000.00
The NY Botanical Garden Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,500.00
Fishers Island Fire Department	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	500.00
The Animal Medical Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	9,700.00
St. Joseph's Children's Home	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Winterthur Museum- Horticulture Learning Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	56,152.00
The NY Botanical Garden	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	25,000.00
The Metropolitan Museum of Art	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,700.00
The Cathedral Church of St. John the Divine	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Central Park Conservancy	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Central Park Conservancy	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
Deerfield Academy	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	11,000.00
St. Anne's-Belfield Annual Giving	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	3,000.00
Winterthur Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	25,000.00
Winterthur Garden & Landscape Society	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	5,000.00
The Metropolitan Museum of Art	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	48,564.00
Laguna Beach Community Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	20,000.00
Island People's Project	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	100.00
Fishers Island Library Association	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	100.00
Fishers Island Library Association	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	150,000.00
University of Virginia School of Architecture	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	100,000.00
Center for Khmer Studies	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00

Pomfret School Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
Woodberry Forest School Annual Fund	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,000.00
The Garden Conservancy	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,500.00
Telluride Mountain School	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	6,000.00
Sheridan Arts Foundation YPT	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,500.00
Telluride Education Foundation	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	2,000.00
San Miguel Resource Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,250.00
One to One	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	1,250.00
Total Contribution Calendar 2008:				\$1,217,292.00

Part XV 3(b) Approved for Future payment

Recipient	If recipient is an individual, show any relationship to foundation manager or substantial contributor	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Brooks School	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$49,500
Groton School	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$40,000
St. Margaret's Episcopal Church-Out Reach Program	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$5,000
Laguna Canyon Foundation for South Coast Wilderness Legacy Campaign	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$25,000
St. John's Church, Fishers Island, NY	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$28,333
UVA Darden School Foundation	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$8,000
Fishers Island Recreation Path	n/a	Not a Pvt Fnd.	For use in recipient's charitable activities	\$50,000
Storm King Art Center	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$50,000
St. Anne's-Belfield School	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$160,000
St. Margaret's Episcopal Church	n/a	Not a Pvt. Fnd.	For use in recipient's charitable activities	\$200,000
The dZi Foundation	n/a	Not a Pvt Fnd	For use in recipient's charitable activities	\$30,000
The Jefferson Scholars Foundation	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$25,000
World Monuments Fund	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$400,000

The Garden Club of America	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$13,908
Ah Haa School for the Arts	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$15,000
Telluride Mountain Film Festival	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$20,000
Telluride Ski and Snowboard Club	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$10,000
Friendship Shelter	n/a	Not a Pvt Fnd	For use in recipient's charitable activities	\$2,000
Woodberry Amici Fund	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$50,000
Boys & Girls Club Building Campaign	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$10,000
The Nature Conservancy in Colorado	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$30,000
UVA School of Architecture	n/a	Not a Pvt. Fnd	For use in recipient's charitable activities	\$450,000
Total Pledges				\$1,671,741.00

W.L. Lyons Brown, Jr. Charitable Foundation
Detail Schedule of Part II
Balance Sheet – Lines 2 and 10b, Columns (b) and (c)

Line 2 – Savings and temporary cash investments	(b)	(c)
36,747 Western Assets MM Fund	\$36,747.00	\$36,747.00
19 shs Bessemer Sweep Program	\$19.00	\$19.00
197,300 shs Federal Government Fund	<u>\$197,300.00</u>	<u>\$197,300.00</u>
	<u>\$234,066.00</u>	<u>\$234,066.00</u>
Line 10a – Investment US & State government Obligations	<u>\$3,455,731.00</u>	<u>\$3,625,684.00</u>
Line 10b – Investments, corporate stock		
Bessemer Trust	\$11,367,320.00	\$11,856,147.00
Smith Barney	<u>1,089,825.00</u>	<u>1,096,392.00</u>
	<u>\$12,457,145.00</u>	<u>\$12,952,539.00</u>
Line 10c – Investment, Corporate Bonds	<u>\$998,749.00</u>	<u>\$1,052,284.00</u>
Line 13 – Investments Others		
Montagu Newhall I	\$361,180.00	\$466,084.00
Montagu Newhall II	\$355,000.00	\$712,563.00
European Mezzanine Fund	\$159,000.00	\$54,359.00
OW Global Real Estate Fd	\$78,269.00	\$58,043.00
Fifth Ave Fd	<u>\$933,977.00</u>	<u>\$1,279,161.00</u>
	<u>\$1,887,426.00</u>	<u>\$2,570,210.00</u>