Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

ENVELOPE POSTMARK DATE NOV 12 2013

SCANNED NOV 25 2013

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) C/O WYATT ET AL,T BERRY,500 W JEFFERSON — Room/suite 2800	**B** Telephone number 502-589-5235
City or town, state, and ZIP code LOUISVILLE, KY 40202	**C** If exemption application is pending check here ▶☐

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

D 1 Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 22,720,604.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a))

			(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			N/A	
	2	Check ▶☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4	Dividends and interest from securities	385,967.	385,967.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	528,965.			
	b	Gross sales price for all assets on line 6a 10,116,001.				
	7	Capital gain net income (from Part IV, line 2)		528,965.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	423,541.	91,625.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,338,474.	1,006,558.		
Operating and Administrative Expenses	13	Compensation of officers directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	49,149.	43,649.		5,500.
	17	Interest				
	18	Taxes STMT 5	43,277.	5,277.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	46,552.	45,650.		878.
	24	**Total operating and administrative expenses** Add lines 13 through 23	138,978.	94,576.		6,378.
	25	Contributions, gifts, grants paid	1,050,020.			1,050,020.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,188,998.	94,576.		1,056,398.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	149,476.			
	b	**Net investment income** (if negative, enter -0-)		911,982.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,340,431.	447,683.	447,683.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	3,369,214.	2,879,801.	2,868,098.
	b	Investments - corporate stock STMT 8	8,669,756.	11,246,099.	12,003,590.
	c	Investments - corporate bonds STMT 9	1,199,545.	1,814,096.	1,860,449.
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	4,345,216.	5,018,683.	5,540,784.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	20,924,162.	21,406,362.	22,720,604.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	20,783,527.	20,933,003.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	140,635.	473,359.	
	30	**Total net assets or fund balances**	20,924,162.	21,406,362.	
	31	**Total liabilities and net assets/fund balances**	20,924,162.	21,406,362.	

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	20,924,162.
2	Enter amount from Part I, line 27a	2	149,476.
3	Other increases not included in line 2 (itemize) ▶ NET TAX COST ADJ. OF ALTERNATIVES	3	332,724.
4	Add lines 1, 2, and 3	4	21,406,362.
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	21,406,362.

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	SEE ATTACHED STATEMENT			
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	10,116,001.		9,587,036.	528,965.

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				528,965.

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	528,965.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,041,203.	23,064,490.	.045143
2010	1,130,974.	20,630,979.	.054819
2009	1,389,930.	22,208,577.	.062585
2008	1,574,524.	24,449,267.	.064400
2007	1,572,235.	24,654,946.	.063770

2	**Total** of line 1, column (d)	2	.290717
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	.058143
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,895,023.
5	Multiply line 4 by line 3	5	1,273,042.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,120.
7	Add lines 5 and 6	7	1,282,162.
8	Enter qualifying distributions from Part XII, line 4	8	1,056,398.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ (attach copy of letter if necessary-see instructions) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	18,240.
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	18,240.
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	18,240.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,230.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	39,230.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	20,990.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		20,990. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST Telephone no. ▶ 212-708-9216

Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10111

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 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
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 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? N/A **7b**

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.

(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
SEE STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	21,511,068.
b	Average of monthly cash balances		1b	717,382.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	22,228,450.
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	22,228,450.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	333,427.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	21,895,023.
6	**Minimum investment return.** Enter 5% of line 5		6	1,094,751.

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	1,094,751.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 18,240.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	18,240.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,076,511.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,076,511.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,076,511.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,056,398.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,056,398.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,056,398.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,076,511.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009					
d From 2010	24,066.				
e From 2011					
f **Total** of lines 3a through e		24,066.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,056,398.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					1,056,398.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		20,113.			20,113.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f 4c, and 4e Subtract line 5		3,953.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,953.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	3,953.				
d Excess from 2011					
e Excess from 2012					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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					
(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).)

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a *The name, address, and telephone number or e-mail of the person to whom applications should be addressed*

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN ACADEMY IN ROME 7 E 60TH STREET NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,446.
AMERICAN FOUNDATION FOR THE PARIS SCHOOL OF ECONOMICS 149 E 63RD STREET NEW YORK, NY 10065	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,600.
BARBARA LYNCH FOUNDATION 319 A STREET 4TH FLOOR BOSTON, MA 02210	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	4,000.
BETHESDA HOSPITAL FOUNDATION 2815 SOUTH SEACREST BOULEVARD BOYNTON BEACH, FL 33435	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,000.
BETTY FORD CENTER FOUNDATION 72301 COUNTRY CLUB DRIVE, SUITE 201 RANCHO MIRAGE, CA 92270	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,050,020.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	385,967.	
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			01	423,541.	
8 Gain or (loss) from sales of assets other than inventory			18	528,965.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,338,474.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,338,474.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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).
	N/A

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

			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)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Stuart R Brown	11/6/13	Trustee, Treasurer
Signature of officer or trustee	Date	Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MERILEEN LETZTER		11/4/13		P00336359

Firm's name ▶ BESSEMER TRUST

Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE, 34TH FLOOR
NEW YORK, NY 10111-0333

Phone no. 212-708-9100

Form **990-PF** (2012)

CONTINUATION FOR 990-PF, PART IV

W L LYONS BROWN JR CHARITABLE FOUNDATION 61-1233038 PAGE 1 OF 1

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES - MORGANSMITH	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES - MORGANSMITH	P	VARIOUS	VARIOUS
g	PARTNERSHIP GAINS LONG TERM		VARIOUS	VARIOUS
h	PARTNERSHIP GAINS SHORT TERM		VARIOUS	VARIOUS
i	PARTERNSHIP 1231 GAIN		VARIOUS	VARIOUS
j	SANDERSON INTL REDEMPTION 52.0938		VARIOUS	VARIOUS
k	CASH IN LIEU		VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(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	875,227.		858,490.	16,737.
b	579,731.		563,895.	15,836.
c	4,170,851.		4,126,341.	44,510.
d	3,829,457.		3,792,776.	36,681.
e	15,618.		16,275.	<657.>
f	178,618.		210,927.	<32,309.>
g	248,763.			248,763.
h	11,170.			11,170.
i	1,279.			1,279.
j	18,332.		18,332.	0.
k	24.			24.
l	186,931.			186,931.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				16,737.
b				15,836.
c				44,510.
d				36,681.
e				<657.>
f				<32,309.>
g				248,763.
h				11,170.
i				1,279.
j				0.
k				24.
l				186,931.
m				
n				
o				

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	528,965.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOMB MAGAZINE 80 HANSON PLACE, SUITE 703 BROOKLYN , NY 11217	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
BROOKS SCHOOL ANNUAL FUND 1160 GREAT POND ROAD NORTH ANDOVER, MA 01845	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	22,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRYS LANDING RD CAMBRIDGE, MA 02138	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	16,000.
CENTER FOR KHMER STUDIES 149 E 63RD STREET NEW YORK, NY 10065	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
CENTRAL PARK CONSERVANCY 14 E 60TH ST FL 8 NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	6,000.
DARDEN SCHOOL ANNUAL FUND P.O. BOX 7263 CHARLOTTESVILLE, VA 22906	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
FISHERS ISLAND COMMUNITY CENTER 66 HOUND LANE FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	100.
FISHERS ISLAND RECREATIONAL PATH FOUNDATION P.O. BOX E FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	13,494.
FISHERS ISLAND CONSERVANCY P.O. BOX 553 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	250.
FOUNDATION FOR LANDSCAPE STUDIES 7 W 81ST STREET NEW YORK, NY 10024	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	500.
Total from continuation sheets				1,012,974.

223631
05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GARDEN CONSERVANCY P.O. BOX 219 COLD SPRING, NY 10516	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
GETTYSBURG COLLEGE ANNUAL FUND 300 N WASHINGTON ST GETTSBURG, PA 17325	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
GROTON SCHOOL ANNUAL FUND 282 FARMERS ROW GROTON, MA 01450	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
HENRY L. FERGUSON MUSEUM P.O. BOX 554 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	200.
HOME OF THE INNOCENTS 1100 E MARKET STREET LOUISVILLE, KY 40206	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
ISLAND HEALTH PROJECT P.O. BOX 344 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,100.
JEFFERSON SCHOLARS FOUNDATION P.O. BOX 400891 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,000.
JUST FOR KIDS FOUNDATION 619 W COLUMBIA AVE TELLURIDE, CO 81435	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,000.
LOUISVILLE HABITAT FOR HUMANITY 1620 BANK STREET LOUISVILLE , KY 40203	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	500.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE NEW YORK, NY 10028	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	116,718.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTICELLO 931 THOMAS JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	21,667.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
NATURE CONSERVANCY IN COLORADO 3350 TURKEY CANYON RD COLORADO SPRINGS, CO 80926	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	60,000.
NEUE GALERIE NEW YORK 1048 FIFTH AVE NEW YORK, NY 10028	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	815.
NEW YORK-PRESBYTERIAN FUND 722 W 168TH STREET NEW YORK, NY 10032	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
POMFRET SCHOOL ANNUAL FUND 398 POMFRET SCHOOL POMFRET, CT 06258	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
SPANISCHE HOFREITSCHULE MICHAELERPLATZ 1 VIENNA, AUSTRIA	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,432.
ST. ANNE'S - BELFIELD SCHOOL 2132 IVY ROAD CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	40,000.
ST. JOHN'S CHURCH 2319 E. BROAD ST RICHMOND, VA 23223	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,200.
ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA AVE SAN JUAN CAPO, CA 92675	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	55,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STORM KING ART CENTER P.O. BOX 280 MOUNTAINVILLE, NY 10953	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
ST. JAMES' CHURCH 865 MADISON AVE NEW YORK, NY 10021	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,500.
THE AMERICAN AUSTRAIN FOUNDATION 150 E 42ND STREET, 42ND FLOOR NEW YORK, NY 10017	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
THE DZI FOUNDATION P.O. BOX 632 RIDGWAY, CO 81432	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
THE FLORIDA COALITION FOR PRESERVATION 235 N.E. SIXTH AVENUE, BUILDING F DELRAY BEACH, FL 33483	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
THE FRICK COLLECTION 1 E 70TH ST NEW YORK, NY 10021	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	4,275.
THE FUND FOR PARK AVENUE 445 PARK AVE NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,000.
THE LIGHTHOUSE WORKS P.O. BOX 385 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
THE METROPOLITAN OPERA 70 LINCOLN CENTER PLZ NEW YORK, NY 10023	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	4,910.
THE MUHAMMAD ALI CENTER 144 N 6TH ST LOUISVILLE, KY 40202	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
Total from continuation sheets				

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05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE NATURE CONSERVANCY OF MA 99 BEDFORD ST, 5TH FLOOR BOSTON, MA 02111	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
THE NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD NEW YORK, NY 10458	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	52,500.
THE SALZBURG FESTIVAL SOCIETY 509 MADISON AVE NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	900.
THE VIRGINIA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,000.
THE WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	7,500.
THE WILLIAM AND PHYLLIS H. EVANS FOUNDATION 1900 E 9TH ST CLEVELAND, OH 44106	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	500.
THOMAS JEFFERSON FOUNDATION 931 THOMAS JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
THUNDERBIRD ANNUAL FUND 1 GLOBAL PLACE GLENDALE, AZ 85306	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
UNIVERSITY OF VIRIGNIA P.O. BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
THE UNIVERSITY OF VIRGINIA SCHOOL OF ARCHITECTURE P.O. BOX 400122 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	100,000.
Total from continuation sheets				

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UVA COLLEGE OF ARTS & SCIENCES ANNUAL FUND P.O. BOX 400160 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
UVA DARDEN SCHOOL FOUNDATION 2300 SOUTHERN BLVD BRONX, NY 10460	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	33,333.
UNIVERSITY OF GEORGIA GIFT-ACCOUNTING ATHENS, GA 30602-5582	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
VIRGINIA FOUNDATION FOR THE HUMANITIES (VFH) 145 EDNAM DRIVE CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
WESTMINISTER ANNUAL FUND 995 HOPMEADOW STREET SIMSBURY , CT 06070	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
WINTERTHUR ANNUAL FUND 5105 KENNETT PIKE WILIMGTON, DE 19735	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	125,000.
WINTERTHUR GARDEN & LANDSCAPE 5105 KENNETT PIKE WILIMGTON, DE 19735	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
WORLD MONUMENTS FUND 350 5TH AVE STE 2412 NEW YORK, NY 10118	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	112,580.
Total from continuation sheets				

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

SOURCE	AMOUNT
TEMPORARY CASH INVESTMENTS	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER DIVIDENDS	413,181.	186,931.	226,250.
BESSEMER INTEREST	119,272.	0.	119,272.
MORGANSMITH DIVIDENDS	40,445.	0.	40,445.
TOTAL TO FM 990-PF, PART I, LN 4	572,898.	186,931.	385,967.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INT/DIVS	100,978.	100,978.	
PARTNERSHIP OTHER INCOME - NON PASSIVE	<8,074.>	<8,074.>	
PARTNERSHIP PASSIVE & ALLOWED LOSS	<4,657.>	<1,279.>	
OWGRE FUND	12,813.	0.	
GREENSPRING 1	76,910.	0.	
GREENSPRING 2	245,571.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	423,541.	91,625.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES - BESSEMER	23,286.	23,286.		0.
INVESTMENT SERVICE FEES - MORGAN STANLEY	20,363.	20,363.		0.
FINANCIAL SERIVCE FEES	5,500.	0.		5,500.
TO FORM 990-PF, PG 1, LN 16C	49,149.	43,649.		5,500.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 BALANCE DUE WITH EXTENSION	20,000.	0.		0.
2012 ESTIMATED TAX PAYMENTS	18,000.	0.		0.
FOREIGN TAXES PAID	5,277.	5,277.		0.
TO FORM 990-PF, PG 1, LN 18	43,277.	5,277.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES - MORGAN STANLEY	834.	834.		0.
TELEPHONE EXPENSE - BESSEMER	878.	0.		878.
PARTNERSHIP INVESTMENT EXPENSES	38,423.	38,423.		0.
PARTNERSHIP NONDEDUCTIBLE	24.	0.		0.
PARTNERSHIP FOREIGN TAXES PAID	6,393.	6,393.		0.
TO FORM 990-PF, PG 1, LN 23	46,552.	45,650.		878.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED US OBLIGATIONS- BESSEMER	X		2,879,801.	2,868,098.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,879,801.	2,868,098.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,879,801.	2,868,098.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US LARGE CAP - BESSEMER SEE ATTACHED	2,250,294.	2,401,803.
GLOBAL SMALL & MID CAP BESSEMER SEE ATTACHED	2,091,800.	2,958,927.
GLOBAL OPPORTUNITIES-BESSEMER SEE ATTACHED	4,463,259.	4,255,008.
REAL RETURN COMMODOTIES-BESSEMER SEE ATTACHED	1,311,952.	1,210,578.
GLOBAL STOCKS-MORGANSMITH SEE ATTACHED	1,128,794.	1,177,274.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,246,099.	12,003,590.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED CORP BDS - BESSEMER SEE ATTACHED	1,132,833.	1,160,253.
INTERNATIONAL - BESSEMER SEE ATTACHED	479,506.	493,320.
TAXABLE MUNICIPAL - BESSEMER SEE ATTACHED	201,757.	206,876.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,814,096.	1,860,449.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALT INV-OW GLOBAL RE FD-BESSEMER SEE ATTACHED	COST	115,440.	187,892.
ALT INV-FIFTH AVE OFFSHORE GLOBAL EQ	COST	333,500.	530,326.
ALT INV-FIFTH AVE OFFSHORE SPEC SIT A	COST	350,000.	484,417.
ALT INV-FIFTH AVE TECH GRO FD S23	COST	231,731.	289,649.
ALT INV-FIFTH AVE TECH GRO FD DC1	COST	20,935.	0.
ALT INV-GREEN SPRING 1	COST	343,170.	377,223.
ALT INV-GREEN SPRING 2	COST	1,187,092.	942,086.
ALT INV-EUROPEAN MEZZANINE FD OFFSHORE	COST	0.	75,111.
ALT INV-SANDERSON INT'L FD	COST	2,436,815.	2,654,080.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,018,683.	5,540,784.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALICE CARY BROWN 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
STUART R. BROWN 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	SECRETARY/TREASURER 5.00	0.	0.	0.
W.L. LYONS BROWN III 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	DIRECTOR 5.00	0.	0.	0.
A. CARY BROWN EPSTEIN 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	DIRECTOR 5.00	0.	0.	0.
W.L. LYONS BROWN JR. 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Brown PF
Regular Tax & Proves PAL Carryover and allocation
Substitute Form 8810

Passive Entities Income (Losses)

Entity	Activity	Tax Type	Amount	2012 Ordinary	2012 1231 G (L)	Total	Allocate the Disallowed PAL to Ent.	Ordinary	Rental	Oth Rent	Oth Inc	1231 Inc	Totals
Greenspring 1	Act A	Ordinary Income	-	-		-		-					
		1231 gain loss	-		-	-						-	
Greenspring 2	Act B	Ordinary Income	(1,151)	(1,151)		(1,151)	(1,166)	(1,151)					
	Act B	1231 gain loss	(15)		(15)	(15)						(15)	(1,166)
OWGlobal RE Fd	Act C	Ordinary Income	(1,493)	(1,493)		(1,493)		(1,493)					
	Act C	Net Rental	(2,012)	(2,012)		(2,012)			(2,012)				
	Act C	Cancellation of Debt	1	1		1					1		
	Act C	Involuntary Conversioi	(2)	(2)		(2)					(2)		
	Act C	1231 gain loss	1,294		1,294	1,294	(2,212)					1,294	(2,212)
Sanderson Int'l	Act D	Ordinary Income	-	-		-		-					
	Act D	1231 gain loss	-		-	-						-	
Total Passive Activity Income (Loss) for Current Year			(3,378)	(4,657)	1,279	(3,378)	(3,378)	(2,644)	(2,012)	-	(1)	1,279	
													(3,378)

-	(a)	Act A Prior Yr PAL	Greenspring 1
-	(a)	Act B Prior Yr PAL	Greenspring 2
-	(a)	Act C Prior Yr PAL	OWGlobal RE Fd
-	(a)	Act D Prior Yr PAL	Sanderson Int'l
		-	Prior Yr Totals

a Prior year carryover

Total PAL Carryover to 2013 (3,378)

Summary

-	Act A PAL	Greenspring 1
(1,166)	Act B PAL	Greenspring 2
(2,212)	Act C PAL	OWGlobal RE Fd
	Act D PAL	Sanderson Int'l
(3,378)		

Brown Fdn is a Corporation which uses Form 8810 for PAL not 8582.

Bessemer Trust

Account Summary

Report dated December 31, 2012
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN

	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$380,070	$380,070	3 0%	$0	0 0%	$27	0 01%
LARGE CAP CORE - U.S	$2,250,294	$2,401,803	18 9%	$151,496	6 7%	$60,688	2 53%
GLOBAL SMALL & MID CAP	$2,091,800	$2,958,927	23.3%	$867,127	41 5%	$33,033	1 12%
GLOBAL OPPORTUNITIES	$4,463,259	$4,255,008	33 5%	($208,250)	(4 7%)	$135,079	3 17%
REAL RETURN/COMMODITIES	$1,311,952	$1,210,578	9 5%	($101,374)	(7.7%)	$3,003	0 25%
ALTERNATIVE INVESTMENTS	1,051,607	$1,492,284	11.8%	$336,268	29 1%	$0	0 00%
Total	11,548,982	$12,698,670	100.0%	$1,045,267	9.0%	$231,830	1.83%

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Report run on Nov 1, 2013 by COOPERE
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Account Analysis

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
J W L LYONS BROWN JR CHAR FDN						
CASH AND SHORT TERM						
CASH	$107,570	$107,570	28 3%	0 8%	$0	0 00%
CASH EQUIVALENTS	$272,500	$272,500	71 7%	2 1%	$27	0 01%
Total CASH AND SHORT TERM	**$380,070**	**$380,070**	**100.0%**	**3.0%**	**$27**	**0.01%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$547,635	$555,618	23 1%	4 4%	$14,091	2 54%
INDUSTRIALS	$122,402	$125,532	5 2%	1 0%	$4,613	3 67%
TELECOM SERVICES	$61,532	$64,939	2 7%	0.5%	$4,814	7 41%
HEALTH CARE	$487,481	$530,442	22 1%	4 2%	$9,126	1 72%
FINANCIALS	$126,067	$176,561	7 4%	1 4%	$2,706	1 53%
CONSUMER STAPLES	$185,112	$203,677	8 5%	1.6%	$5,189	2 55%
MATERIALS	$59,526	$48,529	2 0%	0 4%	$1,463	3 01%
CONSUMER DISCRETIONARY	$391,404	$431,720	18 0%	3 4%	$7,395	1 71%
ENERGY	$152,512	$162,817	6 8%	1 3%	$5,350	3 29%
UTILITIES	$116,623	$101,968	4 2%	0 8%	$5,941	5 83%
Total LARGE CAP CORE - U.S.	**$2,250,294**	**$2,401,803**	**100.0%**	**18.9%**	**$60,688**	**2.53%**
GLOBAL SMALL & MID CAP						
GLOBAL SMALL & MID CAP FUNDS	$2,091,800	$2,958,927	100 0%	23 3%	$33,033	1 12%
Total GLOBAL SMALL & MID CAP	**$2,091,800**	**$2,958,927**	**100.0%**	**23.3%**	**$33,033**	**1.12%**
GLOBAL OPPORTUNITIES						
GLOBAL OPPORTUNITIES FUNDS	$4,463,259	$4,255,008	100 0%	33 5%	$135,079	3 17%
Total GLOBAL OPPORTUNITIES	**$4,463,259**	**$4,255,008**	**100 0%**	**33.5%**	**$135,079**	**3.17%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$1,311,952	$1,210,578	100 0%	9 5%	$3,003	0 25%
Total REAL RETURN/COMMODITIES	**$1,311,952**	**$1,210,578**	**100.0%**	**9.5%**	**$3,003**	**0.25%**
ALTERNATIVE INVESTMENTS						
REAL ESTATE FUNDS	$219,849	$187,892	12 6%	1 5%	$0	0 00%

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Account Analysis

Report dated December 31, 2012
Amortized tax cost
Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
W L LYONS BROWN JR CHAR FDN						
ALTERNATIVE INVESTMENTS						
HEDGE FUNDS	$936,166	$1,304,392	87 4%	10 3%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$1,156,015**	**$1,492,284**	**100.0%**	**11.8%**	**$0**	**0.00%**
Total	**$11,653,390**	**$12,698,670**		**100.0%**	**$231,830**	**1.83%**

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999996	NET CASH		107,570 930	$0 00	$107,570	$0 000	$107,570	28 3%	$0	$0	0 00%
Total CASH					**$107,570**		**$107,570**	**28.3%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	272,500.000	$1 00	$272,500	$1 000	$272,500	71 7%	$0	$27	0 01%
Total CASH EQUIVALENTS					**$272,500**		**$272,500**	**71.7%**	**$0**	**$27**	**0.01%**
Total CASH AND SHORT TERM					**$380,070**		**$380,070**	**100.0%**	**$0**	**$27**	**0.01%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	680 000	$190 04	$129,224	$191.550	$130,254	5 4%	$1,029	$2,312	1 77%
851360	MICROSOFT CORP	594918104	4,430 000	$27 65	$122,479	$26.709	$118,323	4 9%	($4,155)	$4,075	3 44%
867793	QUALCOMM INC	747525103	1,600 000	$62 47	$99,952	$61 859	$98,975	4 1%	($976)	$1,600	1 62%
902312	ACCENTURE PLC CL A	G1151C101	1,525.000	$57 73	$88,042	$66 500	$101,412	4 2%	$13,370	$2,470	2 44%
903654	SEAGATE TECHNOLOGY PLC	G7945M107	1,550 000	$27 67	$42,888	$30 420	$47,151	2 0%	$4,262	$2,356	5 00%
904587	AVAGO TECHNOLOGIES	Y0486S104	1,880 000	$34 60	$65,050	$31 651	$59,503	2 5%	($5,547)	$1,278	2 15%
Total INFORMATION TECHNOLOGY					**$547,635**		**$555,618**	**23.1%**	**$7,983**	**$14,091**	**2.54%**
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	765 000	$65 96	$50,462	$69 269	$52,991	2 2%	$2,529	$1,560	2 94%
886665	WASTE MANAGEMENT INC NEW	94106L109	2,150 000	$33 46	$71,940	$33 740	$72,541	3 0%	$600	$3,053	4 21%
Total INDUSTRIALS					**$122,402**		**$125,532**	**5.2%**	**$3,129**	**$4,613**	**3.67%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	1,660 000	$37 07	$61,532	$39 120	$64,939	2 7%	$3,406	$4,814	7 41%
Total TELECOM SERVICES					**$61,532**		**$64,939**	**2 7%**	**$3,406**	**$4,814**	**7 41%**

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' L LYONS BROWN JR CHAR FDN

LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	1,820.000	$43 54	$79,251	$46 310	$84,284	3 5%	$5,032	$1,456	1 73%
843800	JOHNSON & JOHNSON	478160104	1,480 000	$63 49	$93,969	$70 100	$103,748	4 3%	$9,778	$3,611	3 48%
880100	THERMO FISHER SCIENTIFIC	883556102	1,685.000	$57 77	$97,342	$63.780	$107,469	4 5%	$10,126	$1,011	0 94%
881943	UNITEDHEALTH GROUP INC	91324P102	1,935 000	$48 18	$93,220	$54 240	$104,954	4 4%	$11,733	$1,644	1 57%
888967	ZIMMER HLDGS INC	98956P102	1,950 000	$63 44	$123,699	$66 660	$129,987	5 4%	$6,287	$1,404	1 08%
Total HEALTH CARE					**$487,481**		**$530,442**	**22.1%**	**$42,956**	**$9,126**	**1.72%**
FINANCIALS											
817156	CITIGROUP INC	172967424	1,750 000	$29 77	$52,091	$39 560	$69,230	2 9%	$17,138	$70	0 10%
986524	ACE LIMITED	H0023R105	1,345 000	$55 00	$73,976	$79.800	$107,331	4 5%	$33,354	$2,636	2 46%
Total FINANCIALS					**$126,067**		**$176,561**	**7.4%**	**$50,492**	**$2,706**	**1.53%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	1,610 000	$37 84	$60,924	$48 350	$77,843	3 2%	$16,919	$1,449	1 86%
886461	WALGREEN CO	931422109	3,400 000	$36 53	$124,188	$37 010	$125,834	5 2%	$1,645	$3,740	2 97%
Total CONSUMER STAPLES					**$185,112**		**$203,677**	**8.5%**	**$18,564**	**$5,189**	**2.55%**
MATERIALS											
857450	NEWMONT MINING CORP	651639106	1,045 000	$56 96	$59,526	$46.439	$48,529	2 0%	($10,996)	$1,463	3 01%
Total MATERIALS					**$59,526**		**$48,529**	**2.0%**	**($10,996)**	**$1,463**	**3 01%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	1,750 000	$43 39	$75,938	$44 090	$77,157	3 2%	$1,218	$0	0 00%
817591	COACH INC	189754104	1,450 000	$55 45	$80,400	$55 510	$80,489	3 4%	$88	$1,740	2 16%
847586	LOWES COS INC	548661107	2,745 000	$28 88	$79,283	$35 520	$97,502	4 1%	$18,218	$1,756	1 80%
848064	MACY'S INC	55616P104	2,660 000	$35 17	$93,550	$39 020	$103,793	4 3%	$10,243	$2,128	2 05%
878468	TARGET CORP	87612E106	1,230 000	$50 60	$62,233	$59 170	$72,779	3 0%	$10,545	$1,771	2 43%
Total CONSUMER DISCRETIONARY					**$391,404**		**$431,720**	**18.0%**	**$40,312**	**$7,395**	**1.71%**
ENERGY											

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Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
. .	/ L LYONS BROWN JR CHAR FDN										
LARGE CAP CORE - U.S.											
ENERGY											
819413	CONOCOPHILLIPS	20825C104	1,285 000	$54 29	$69,759	$57 990	$74,517	3 1%	$4,757	$3,392	4 55%
848843	MARATHON OIL CORP	565849106	2,880 000	$28 73	$82,753	$30 660	$88,300	3 7%	$5,547	$1,958	2 22%
Total ENERGY					**$152,512**		**$162,817**	**6.8%**	**$10,304**	**$5,350**	**3.29%**
UTILITIES											
823500	DETROIT ENERGY CO	233331107	715.000	$49 83	$35,627	$60 049	$42,935	1 8%	$7,308	$1,773	4 13%
828398	EXELON CORP	30161N101	1,985 000	$40 80	$80,996	$29 740	$59,033	2.5%	($21,962)	$4,168	7 06%
Total UTILITIES					**$116,623**		**$101,968**	**4.2%**	**($14,654)**	**$5,941**	**5.83%**
Total LARGE CAP CORE - U.S.					**$2,250,294**		**$2,401,803**	**100.0%**	**$151,496**	**$60,688**	**2.53%**
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	201,424 626	$10 39	$2,091,800	$14.690	$2,958,927	100 0%	$867,127	$33,033	1 12%
Total GLOBAL SMALL & MID CAP FUNDS					**$2,091,800**		**$2,958,927**	**100.0%**	**$867,127**	**$33,033**	**1.12%**
Total GLOBAL SMALL & MID CAP					**$2,091,800**		**$2,958,927**	**100.0%**	**$867,127**	**$33,033**	**1 12%**
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	562,831 869	$7 93	$4,463,259	$7 560	$4,255,008	100 0%	($208,250)	$135,079	3 17%
Total GLOBAL OPPORTUNITIES FUNDS					**$4,463,259**		**$4,255,008**	**100.0%**	**($208,250)**	**$135,079**	**3.17%**
Total GLOBAL OPPORTUNITIES					**$4,463,259**		**$4,255,008**	**100.0%**	**($208,250)**	**$135,079**	**3.17%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	130,591 027	$10 05	$1,311,952	$9 270	$1,210,578	100 0%	($101,374)	$3,003	0 25%
Total REAL RETURN FUNDS					**$1,311,952**		**$1,210,578**	**100.0%**	**($101,374)**	**$3,003**	**0.25%**
Total REAL RETURN/COMMODITIES					**$1,311,952**		**$1,210,578**	**100.0%**	**($101,374)**	**$3,003**	**0.25%**
ALTERNATIVE INVESTMENTS											

Bessemer Trust

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	W L LYONS BROWN JR CHAR FDN										
ALTERNATIVE INVESTMENTS											
REAL ESTATE FUNDS											
092700	OW GLOBAL RE FUND	5GREF1912	202,470 130	$1 09	115,440.74	$0.928	$187,892	12 6%	($31,957)	$0	0 00%
Total REAL ESTATE FUNDS					115,440.74		$187,892	12 6%	($31,957)	$0	0.00%
HEDGE FUNDS											
085036	5TH AVE TECH GR OFF FD S23	5TGOF1955	99 895	$2,319 75	$231,731	$2,899 535	$289,649	19 4%	$57,917	$0	0 00%
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	218 288	$1,603 39	$350,000	$2,219.165	$484,417	32 5%	$134,417	$0	0 00%
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	334.194	$997 92	$333,500	$1,586.881	$530,326	35 5%	$196,826	$0	0 00%
085744	5TH AVE TG OFF FD DC1	5TGOF1997	20 935	$1,000 00	$20,935	$0 000	$0	0 0%	($20,935)	$0	
Total HEDGE FUNDS					$936,166		$1,304,392	87.4%	$368,225	$0	0 00%
Total ALTERNATIVE INVESTMENTS					1,051,607		$1,492,284	100.0%	$336,268	$0	0.00%
Total							$12,698,670		$1,045,267	$231,830	1.83%

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Trade date basis

· W L LYONS BROWN JR CHAR FDN FI	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
FIXED INCOME	$4,720,071	$4,754,721	100 0%	$34,646	0 7%	$108,361	2 28%
Total	**$4,720,071**	**$4,754,721**	**100.0%**	**$34,646**	**0.7%**	**$108,361**	**2.28%**

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Report run on Nov 1, 2013 by COOPERE
Version 10 1 1 5

Account Analysis

Report dated December 31, 2012
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN FI

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
FIXED INCOME						
CASH	$74	$74	0 0%	0 0%	$0	0 00%
CASH EQUIVALENTS	$26,100	$26,100	0 5%	0 5%	$2	0 01%
US GOVT AND AGENCY BONDS	$2,879,801	$2,868,098	60.3%	60 3%	$64,265	2 24%
CORPORATE BONDS	$1,132,833	$1,160,253	24 4%	24 4%	$26,478	2 28%
INTERNATIONAL BONDS	$479,506	$493,320	10 4%	10 4%	$12,550	2 54%
TAXABLE MUNICIPAL BONDS	$201,757	$206,876	4 4%	4 4%	$5,066	2 45%
Total FIXED INCOME	**$4,720,071**	**$4,754,721**	**100 0%**	**100 0%**	**$108,361**	**2.28%**
Total	**$4,720,071**	**$4,754,721**		**100 0%**	**$108,361**	**2.28%**

Report run on Nov 1, 2013 by COOPERE
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Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN FI

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
FIXED INCOME											
Fixed Income - CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0	0 0%	$0	$0	
999995	INCOME CASH		0 000	$0.00	$0	$0.000	$0	0 0%	$0	$0	
999996	NET CASH		74 180	$0 00	$74	$0 000	$74	0 0%	$0	$0	0 00%
Total CASH					**$74**		**$74**	**0.0%**	**$0**	**$0**	**0 00%**
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	26,100 000	$1 00	$26,100	$1 000	$26,100	0 5%	$0	$2	0 01%
Total CASH EQUIVALENTS					**$26,100**		**$26,100**	**0.5%**	**$0**	**$2**	**0 01%**
Total Fixed Income - CASH AND SHORT TERM					**$26,174**		**$26,174**	**0.6%**	**$0**	**$2**	**0 01%**
US GOVT AND AGENCY BONDS											
105640	FEDERAL HOME LOAN BANK 03/13/2015	3133XWX95	600,000 000	$105 20	$631,170	$105 294	$631,764	13 3%	$594	$16,500	2 61%
153889	FEDERAL NATL MTG ASSN FR 5 000% 04/15/2015	31359MA45	100,000 000	$113 80	$113,798	$110 616	$110,616	2 3%	($3,182)	$5,000	4 52%
109173	FED NATL MTG ASSOC 03/15/2016	3135G0AL7	150,000 000	$104 23	$156,349	$105 636	$158,454	3 3%	$2,104	$3,375	2 13%
109495	US TREASURY NOTE 06/30/2018	912828QT0	262,000 000	$109 25	$286,224	$108 375	$283,942	6 0%	($2,282)	$6,222	2.19%
109161	US TREASURY NOTE 08/15/2021	912828RC6	680,000 000	$104 89	$713,258	$105 125	$714,850	15 0%	$1,591	$14,450	2 02%
109319	US TREASURY NOTES 11/15/2021	912828RR3	870,000 000	$105 17	$914,995	$103 789	$902,964	19 0%	($12,031)	$17,400	1 93%
109309	MTG-LINKED AMORT FHLMC 01/15/2022	3134G3KS8	64,007 798	$100 00	$64,007	$102 344	$65,508	1 4%	$1,500	$1,318	2 01%
Total US GOVT AND AGENCY BONDS					**$2,879,801**		**$2,868,098**	**60.3%**	**($11,706)**	**$64,265**	**2 24%**
CORPORATE BONDS											
200566	NOVARTIS CAPITAL CORP 02/10/2014	66989HAA6	100,000 000	$99 90	$99,897	$104 003	$104,003	2 2%	$4,106	$4,125	3 97%
200567	PROCTER & GAMBLE CO 02/15/2015	742718DM8	100,000 000	$99 58	$99,580	$106 175	$106,175	2 2%	$6,595	$3,500	3 30%
202499	CELGENE CORP 10/15/2015	151020AD6	100,000 000	$99 95	$99,954	$103 771	$103,771	2 2%	$3,817	$2,450	2 36%
203335	JP MORGAN CHASE & CO 07/05/2016	46625HJA9	100,000,000	$105 47	$105,467	$105.945	$105,945	2 2%	$478	$3,150	2 97%
204296	GENERAL ELEC CAP CORP 01/09/2017	36962G5N0	125,000 000	$103 17	$128,966	$105 734	$132,167	2 8%	$3,201	$3,625	2 74%

Account Details

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	W L LYONS BROWN JR CHAR FDN FI										
FIXED INCOME											
CORPORATE BONDS											
204396	BB&T CORPORATION 03/22/2017	05531FAK9	100,000 000	$103 02	$103,018	$103 428	$103,428	2 2%	$410	$2,150	2 08%
204412	AMERICAN EXPRESS CREDIT 03/24/2017	0258M0DD8	97,000 000	$99 73	$96,737	$104 632	$101,493	2 1%	$4,755	$2,303	2 27%
204525	BERKSHIRE HATHAWAY FIN 05/15/2017	084664BS9	100,000.000	$99 92	$99,923	$101 928	$101,928	2 1%	$2,005	$1,600	1 57%
204662	PEPSICO INC 08/13/2017	713448CB2	100,000 000	$99 48	$99,484	$100 376	$100,376	2 1%	$892	$1,250	1 25%
205105	ORACLE CORP 10/15/2017	68389XAN5	100,000.000	$99 83	$99,827	$100 297	$100,297	2 1%	$470	$1,200	1 20%
205332	COSTCO WHOLESALE CORP 12/15/2017	22160KAE5	100,000 000	$99 98	$99,980	$100 670	$100,670	2 1%	$690	$1,125	1 12%
Total CORPORATE BONDS					**$1,132,833**		**$1,160,253**	**24.4%**	**$27,419**	**$26,478**	**2.28%**
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN 03/21/2014	822582AF9	100,000 000	$99 97	$99,973	$104 401	$104,401	2 2%	$4,428	$4,000	3 83%
603555	CA ONTARIO (PROVINCE OF) 06/16/2015	6832348Y7	200,000 000	$99 95	$199,908	$105 279	$210,558	4 4%	$10,650	$5,400	2 56%
604471	EKSPORTFINANS ASA 05/25/2016	28264QV27	80,000.000	$100 00	$79,996	$95.400	$76,320	1.6%	($3,676)	$1,900	2 49%
605434	KFW 02/15/2017	500769EY6	100,000 000	$99 63	$99,629	$102 041	$102,041	2 1%	$2,412	$1,250	1 22%
Total INTERNATIONAL BONDS					**$479,506**		**$493,320**	**10.4%**	**$13,814**	**$12,550**	**2 54%**
TAXABLE MUNICIPAL BONDS											
310846	MARYLAND ST COP TAXABLE 09/01/2015	574195PF4	100,000 000	$100 00	$100,000	$103 526	$103,526	2 2%	$3,526	$2,919	2 82%
318265	ENERGY NW WA ELEC REV TAX 07/01/2018	29270CYL3	100,000 000	$101 76	$101,757	$103 350	$103,350	2 2%	$1,593	$2,147	2 08%
Total TAXABLE MUNICIPAL BONDS					**$201,757**		**$206,876**	**4.4%**	**$5,119**	**$5,066**	**2.45%**
Total FIXED INCOME					**$4,720,071**		**$4,754,721**	**100.0%**	**$34,646**	**$108,361**	**2.28%**
Total					**$4,720,071**		**$4,754,721**		**$34,646**	**$108,361**	**2.28%**

Account Details

Report dated December 31, 2012
Amortized tax cost
Trade date basis

WLLB JR. CHAR FDN - MISC

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	$0 00	$0	$0 000	$0		$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0		$0	$0	
999996	NET CASH		0.000	$0 00	$0	$0 000	$0		$0	$0	
Total CASH					$0		$0		$0	$0	
Total CASH AND SHORT TERM					$0		$0		$0	$0	
NON U.S.											
EXTERNAL INTERNATIONAL FUNDS											
084575	EUROPEAN MEZZANINE FUND See Morgan Stanley		1 000		0	BOOK	$75,111		$0	$0	0 00%
	See: Morgan Stanley		1.000		1,128,794	BOOK	1,177,273				
901989	SANDERSON INTL VALUE FD See Sanderson		82,773,8179		2,436,815.00	$31.133	2,654,080				
ALTERNATIVE INVESTMENTS											
EXTERNAL P/E, R/E AND VC FUNDS											
090996	GREENSPRING GLOBAL PTRS I		1.000		343,170	BOOK	$377,223				
091027	GREENSPRING GLOBAL PTRS II		1 000		1,187,092	BOOK	$942,086				

Holdings

Basic Securities Account

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

ALTERNATIVE INVESTMENTS

Your interests in Alternative Investments may not be held at Morgan Stanley Smith Barney LLC, but may have been purchased through Morgan Stanley Smith Barney LLC and are not covered by SIPC The information provided to you 1) is included solely as a service to you and certain transactions may not be reported, 2) is derived from you or another external source for which we are not responsible, and may have been modified to take into consideration capital calls or distributions to the extent applicable, 3) may not reflect actual shares share prices or values, 4) may include invested or distributed amounts in addition to a fair value estimate, and 5) should not be relied upon for tax reporting purposes Alternative Investments are illiquid and may not be valued daily therefore the estimated valuation provided will be as of the most recent date available for presentation and will be included in summaries of your assets Such valuation may not be the most recent valuation delivered by the fund in which you are invested No representation is made that the valuation is a market value or that the interest could be liquidated at this value We are not required to take any action with respect to your investment unless valid instructions are received from you in a timely manner Some positions reflected on your statement may not represent interests in the fund but rather redemption proceeds withheld by the issuer pending final valuations which are not subject to the investment performance of the fund and may or may not accrue interest for the length of the withholding

For Managed Futures and Alternative Investments there are likely to be restrictions on redemptions, please see applicable offering document

The Commitment/Aggregate investment reflected in the Hedge Funds category is equal to the total investment to date Total cost as reflected in the Hedge Funds category is equal to the Commitment/Aggregate Investment plus any placement fees reported Redemptions as reflected in the Hedge Funds category are equal to any past redemptions/sales that were reported to us Estimated value is the value reported to us as of the most recent date available Commitment in the Private Equity and Real Estate section is equal to the obligation of an investor to provide funding to the Partnership from time to time in accordance with the Limited Partnership Agreement The Contributions field reflected in the Private Equity and Real Estate categories is equal to the total investor funding to date in accordance with the Limited Partnership Agreement Distributions in the Hedge Funds, Private Equity and Real Estate categories consist of distributed prior income or return of capital from the fund The Total Return reflected in the Hedge Funds category is calculated based on Estimated Value plus Distributions and Redemptions less the Total Cost This is presented for informational purposes only and should not be used for tax reporting purposes and would not be included in any tax reporting that we provide

PRIVATE EQUITY

Security Description	Commitment	Contributions to Date	Remaining Commitment	Distributions	Value	Estimated Value + Distributions	Valuation Date
EUROPEAN MEZZ OFFSHOR(EST.VAL)	$500,000 00	$500,000.00	$0 00	$659,525 00	$75,111.99	$734,636 99	

	Percentage of Assets %	Value
ALTERNATIVE INVESTMENTS	100 0%	$75,111 99

Cst Basis
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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event all or a portion of a Global Currency Deposit position is unsettled as of month end this data will not be available

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$255.84			
MS LIQUID ASSET FUND	41,182.82	4 12	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.4%	$41,438 66	$4.12 $0.00

Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACE LTD (ACE)	8/17/07	7.000	$56 799	$397 59	$558 60	$161 01 LT		
	9/22/08	79 000	59 752	4,720 42	6,304 20	1,583 78 LT		
	12/26/08	14 000	51 680	723 52	1,117 20	393 68 LT		
	Total	100 000		5,841 53	**7,980.00**	2,138 47 LT	196 00	2.45

Share Price $79 800, Next Dividend Payable 03/2013

CONTINUED

Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIA GROUP LTD, HONG (AAIGF)	12/9/10	4,005 000	2 900	11,615 70	15,630 67	4,014 97 LT		
	10/7/11	735 000	3 099	2,277 77	2,868 54	590 77 LT		
	Total	4,740 000		13,893 47	**18,499 22**	4,605 74 LT	—	—
Share Price $3 903								
AKZO NOBEL NV ADR (AKZOY)	5/12/09	145 000	14 911	2,162 10	3,262 50	1,100 40 LT		
	10/16/09	183 000	22 944	4 198 77	4,117 50	(81 27) LT		
	4/14/10	153 000	19 696	3,013 50	3,442 50	429 00 LT		
	11/17/10	150 000	19 712	2,956 76	3,375 00	418 24 LT		
	3/16/11	144 000	21 367	3,076 87	3,240 00	163 13 LT		
	8/15/12	150 000	18 157	2,723 54	3,375 00	651 46 ST		
	Total	925 000		18,131 54	**20,812 50**	2,029 50 LT 651 46 ST	461 58	2 21
Share Price $22 500								
ALSTOM-REGROUPEMENT-ORDSHR (AOMFF)	6/7/10	100 000	44 608	4 460 84	3,972 99	(487 85) LT		
	1/27/11	59 000	57 605	3 398 67	2,344 06	(1,054.61) LT		
	12/16/11	81 000	29 106	2,357 55	3,218 12	860 57 LT		
	Total	240 000		10 217 06	**9,535.19**	(681 89) LT	—	—
Share Price $39 730								
AVIVA PLC 25P ORD (AIVAF)	4/12/07	366 000	15 226	5,572 61	2,219 09	(3,353 52) LT		
	5/31/07	46 000	16 050	738 30	278 90	(459 40) LT		
	7/5/07	9 000	15 500	139 50	54 56	(84 94) LT		
	8/3/07	356 000	13 709	4,880 33	2,158 46	(2,721 87) LT		
	9/6/07	248 000	14 226	3,528 15	1,503 65	(2 024 50) LT		
	12/26/08	61 000	5 750	350 75	369 84	19 09 LT		
	6/5/09	472 000	5 684	2,682 75	2,861 78	179 03 LT		
	1/25/11	420 000	7 029	2,951 97	2,546 50	(405 47) LT		
	8/31/11	394 000	5 505	2,169 01	2,388 86	219 85 LT		
	Total	2 372 000		23,013 37	**14,381.69**	(8,631 73) LT	—	—
Share Price $6 063								

CONTINUED

Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AXA ADS (AXAHY)	8/20/02	69 000	14 386	992 66	1,257 18	264 52 LT		
	11/4/04	65 000	22 550	1,465 75	1,184 30	(281 45) LT		
	6/3/05	140 000	24 360	3,410 40	2,550 80	(859 60) LT		
	10/28/05	27 000	28 290	763 83	491 94	(271 89) LT		
	5/31/07	53 000	43 710	2 316 63	965 66	(1,350 97) LT		
	7/5/07	11 000	43 720	480 92	200 42	(280 50) LT		
	11/20/08	21 000	14 370	301 77	382 62	80 85 LT		
	12/26/08	24 000	21 440	514 56	437 28	(77 28) LT		
	3/20/09	133.000	12 646	1,681 97	2,423.26	741.29 LT		
	1/25/11	111 000	20 836	2,312 80	2,022 42	(290 38) LT		
	8/31/11	171 000	15 968	2,730 61	3,115 62	385.01 LT		
	Total	825 000		16,971 90	**15,031 50**	(1,940.40) LT	603.90	4.01
Share Price: $18 220								
BAE SYS PLC SPON ADR (BAESY)	2/21/03	146 000	7 925	1,157 12	3,252.88	2,095 76 LT		
	2/22/05	30.000	19 312	579 37	668 40	89 03 LT		
	6/3/05	115 000	20.150	2,317 25	2,562 20	244 95 LT		
	9/26/05	11 000	23 800	261 80	245 08	(16 72) LT		
	10/28/05	49 000	23 100	1,131 90	1,091 72	(40 18) LT		
	5/31/07	78 000	36 200	2 823 60	1,737 84	(1,085 76) LT		
	7/5/07	16 000	33 450	535 20	356 48	(178 72) LT		
	11/20/08	26 000	18 450	479 70	579 28	99.58 LT		
	12/26/08	29 000	20 950	607 55	646 12	38 57 LT		
	Total	500 000		9,893 49	**11,140 00**	1,246 51 LT	576 00	5 17
Share Price $22 280								
BANCO SANTANDER S.A. (SAN)	1/25/11	253 000	11 971	3,028 56	2,067 01	(961 55) LT		
	4/20/12	446 000	6 322	2,819 57	3,643 82	824 25 ST		

CONTINUED

Holdings

Investment Management Services Basic Securities Acct.
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W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	699 000		5,848 13	5,710 83	(961 55) LT 824 25 ST	447 36	7 83
Share Price· $8 170								
BAYER AG SPON ADR (BAYRY)	10/12/11	67 000	61 484	4 119 46	6 426 64	2 307 18 LT		
	1/25/12	47 000	68 212	3,205 95	4,508 24	1,302 29 ST		
	6/1/12	76 000	60 776	4,618 99	7,289 92	2,670 93 ST		
	8/29/12	34 000	77 744	2,643.31	3,261 28	617 97 ST		
	Total	224 000		14 587 71	**21,486.08**	2,307 18 LT 4,591 19 ST	349 44	1 62
Share Price $95 920								
BNP PARIBAS SP ADR REPSTG (BNPQY)	5/31/12	312 000	15 672	4,889 57	9,113 52	4,223 95 ST		
	6/1/12	577 000	16 035	9,252 14	16,854 17	7,602 03 ST		
	Total	889 000		14,141 71	**25,967 69**	11,825.98 ST	464 95	1 79
Share Price $29 210								
BP PLC ADS (BP)	12/20/04	172 000	58 895	10,129 93	7,162 08	(2,967 85) LT		
	6/3/05	45 000	60 980	2,744 10	1,873 80	(870 30) LT		
	10/28/05	16 000	65 900	1,054 40	666 24	(388 16) LT		
	5/31/07	30 000	67 210	2,016 30	1,249 20	(767 10) LT		
	7/5/07	6 000	72 930	437 58	249 84	(187 74) LT		
	11/20/08	15 000	40 320	604 80	624 60	19 80 LT		
	12/26/08	17 000	44 360	754 12	707 88	(46 24) LT		
	8/29/12	65 000	42 165	2,740 75	2,706 60	(34 15) ST		
	Total	366 000		20,481 98	**15,240 24**	(5,207 59) LT (34 15) ST	790 56	5 18
Share Price $41 640								
CARILLION PLC 50P ORD (CIOIF)	7/13/11	969 000	6 079	5,890 55	4,993 08	(897 47) LT		
	2/29/12	596 000	5 190	3,092 94	3,071 08	(21 86) ST		
	Total	1,565 000		8 983 49	**8,064 17**	(897 47) LT (21 86) ST	—	—
Share Price $5 153								
CARREFOUR SA SPONSORED ADR (CRRFY)	3/16/12	688 000	5 063	3,483 14	3,543 20	60 06 ST		
	8/6/12	754 000	3 893	2,935 47	3,883 10	947 63 ST		

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Holdings

Investment Management Services Basic Securities Acct. --

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,442 000		6 418 61	7,426.30	1,007 69 ST	115 36	1.55
Share Price $5 150								
CENTRAIS ELEC BRAS SP ADR CM (EBR)	8/5/11	240 000	11 022	2,645 30	748 80	(1,896 50) LT		
	8/15/11	282 000	10 546	2 973 97	879 84	(2,094 13) LT		
	10/12/12	499 000	5 953	2 970 35	1,556 88	(1,413 47) ST		
	Total	1,021 000		8,589 62	3,185.52	(3,990 63) LT (1,413 47) ST	—	—
Share Price $3 120								
CHEUNG KONG HOLDINGS ADR (CHEUY)	6/3/05	152 000	9 200	1,398 40	2,359 04	960 64 LT		
	10/28/05	102 000	10 350	1 055 70	1,583.04	527.34 LT		
	5/31/07	197 000	13 050	2 570 85	3,057.44	486 59 LT		
	7/5/07	40 000	13 200	528 00	620 80	92 80 LT		
	11/20/08	60 000	8 200	492 00	931 20	439.20 LT		
	12/26/08	67 000	9 500	636 50	1,039 84	403.34 LT		
	Total	618 000		6,681 45	9,591.36	2,909 91 LT	222.48	2.31
Share Price $15 520								
CHINA MOBILE LTD (CHL)	5/29/09	36 000	48 988	1,763 57	2,113 92	350 35 LT		
	3/30/11	145 000	46 207	6,700 06	8,514 40	1,814 34 LT		
	Total	181 000		8,463 63	10,628.32	2,164 69 LT	354 94	3 33
Share Price· $58 720								
CHINA TELECOM LTD (CHA)	2/11/09	11 000	36 503	401 53	625 35	223 82 LT		
	4/1/09	71 000	43 524	3,090 17	4,036 35	946 18 LT		
	6/1/09	100 000	50 468	5 046.81	5,685 00	638 19 LT		
	7/31/12	117 000	53 170	6 220 91	6,651 45	430 54 ST		
	Total	299 000		14,759 42	16,998.15	1,808 19 LT 430 54 ST	294 81	1 73
Share Price $56.850								
CITIC PACIFIC LTD SPONS ADR (CTPCY)	8/4/11	424 000	10 338	4,383 23	3,188 48	(1,194 75) LT		
	8/8/11	341 000	9 323	3 179 21	2,564 32	(614 89) LT		

CONTINUED

Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	765 000		7,562 44	5,752 80	(1,809 64) LT	197 37	3 43
Share Price $7 520								
CREDIT AGRICOLE SA UNSP ADR (CRARY)	8/18/10	647 000	6 817	4,410 53	2,620 35	(1,790 18) LT		
	1/20/11	632 000	7 172	4,532 70	2,559 60	(1,973 10) LT		
	9/2/11	680 000	4 541	3,087 81	2 754 00	(333.81) LT		
	9/29/11	770 000	3 819	2,940 78	3,118 50	177 72 LT		
	Total	2,729 000		14,971 82	**11,052.45**	(3,919 37) LT	—	—
Share Price $4 050								
CREDIT SUISSE GROUP (CS)	7/1/11	226 000	39.468	8,919 66	5,550 56	(3,369 10) LT		
	8/31/11	114 000	28 663	3,267 53	2,799 84	(467 69) LT		
	9/29/11	98 000	27 564	2,701 30	2,406 88	(294 42) LT		
	3/28/12	98 000	29 139	2,855 59	2,406 88	(448 71) ST		
	5/16/12	127 000	20 177	2,562 45	3,119 12	556 67 ST		
	6/1/12	340 000	18 970	6,449 66	8,350 40	1,900 74 ST		
	8/29/12	140 000	18 928	2,649 92	3,438 40	788 48 ST		
	Total	1,143 000		29,406.11	**28,072.08**	(4,131 21) LT 2,797.18 ST	896 11	3.19
Share Price $24 560								
CRH PLC ADR (CRH)	5/6/09	147 000	25 282	3,716 39	2,989 98	(726 41) LT		
	7/2/09	119 000	22 274	2,650 57	2,420 46	(230 11) LT		
	8/27/10	166 000	15 619	2,592.79	3,376 44	783 65 LT		
	8/15/12	*170 000*	*17 762*	*3,019 46*	*3,457 80*	*438 34 ST*		
	Total	602 000		11 979 21	**12,244 68**	(172 87) LT 438 34 ST	476 18	3 88
Share Price $20 340								
DBS GROUP HOLDINGS LTD SP (DBSDY)	4/25/05	25 000	36 350	908 75	1,226 50	317 75 LT		
	9/26/05	37 000	37 950	1 404 15	1,815 22	411 07 LT		
	10/28/05	14 000	36 250	507 50	686 84	179 34 LT		
	5/31/07	25 000	63 400	1 585 00	1,226 50	(358 50) LT		
	7/5/07	5 000	59 900	299 50	245 30	(54 20) LT		
	11/20/08	13 000	23 000	299 00	637 78	338 78 LT		

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Holdings

Investment Management Services Basic Securities Acct.

**W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY**

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/26/08	14 000	25 440	356 16	686 84	330 68 LT		
	2/25/09	132 000	20 785	2 743 58	6,475 92	3,732 34 LT		
	4/23/09	162 000	24 094	3 903 29	7,947 72	4,044 43 LT		
	Total	427 000		12 006 93	**20,948.62**	8 941 69 LT	745 12	3 55
Share Price· $49.060								
DEUTSCHE LUFTHANSA ADR (DLAKY)	6/29/11	203 000	21 765	4 418 31	3,915 87	(502 44) LT		
	10/26/11	193 000	14 299	2,759 78	3,722 97	963 19 LT		
	12/16/11	203 000	11 744	2,383 95	3,915 87	1,531 92 LT		
	Total	599 000		9 562 04	**11,554 71**	1,992 67 LT	132 38	1 14
Share Price $19 290								
DEUTSCHE POST AG ORD (DPSTF)	6/6/05	125.000	23 670	2 958 75	2,730 90	(227 85) LT		
	9/27/05	31 000	23 260	721 06	677 26	(43 80) LT		
	10/28/05	43 000	22.331	960 23	939 43	(20.80) LT		
	5/31/07	83 000	32 150	2,668 45	1,813 31	(855 14) LT		
	7/5/07	17 000	31 800	540 60	371 40	(169 20) LT		
	12/26/08	45 000	15 750	708 75	983 12	274.37 LT		
	Total	344.000		8,557 84	**7,515.44**	(1,042 42) LT	—	—
Share Price $21 847								
EMBRAER S A ADR (ERJ)	6/23/06	40 000	34 351	1,374 03	1,140 40	(233 63) LT		
	5/31/07	64 000	48 590	3,109 76	1,824 64	(1,285 12) LT		
	7/5/07	13 000	48 580	631.54	370 63	(260 91) LT		
	11/20/08	17 000	12.590	214.03	484 67	270 64 LT		
	12/26/08	19.000	14 980	284 62	541 69	257 07 LT		
	Total	153 000		5,613 98	**4,362.03**	(1,251 95) LT	—	—
Share Price $28 510, Next Dividend Payable 01/18/13								
ENI SPA AMER DEP RCPT (E)	4/3/01	97 000	26 316	2,552 65	4,766.58	2,213 93 LT		
	6/3/05	62 500	51 600	3,225 00	3,071 25	(153 75) LT		
	9/26/05	7 500	59 884	449 13	368.55	(80 58) LT		
	10/28/05	20 000	53 120	1,062.40	982 80	(79 60) LT		
	5/31/07	37 000	70 880	2,622 56	1,818 18	(804 38) LT		
	7/5/07	8 000	74 100	592.80	393 12	(199 68) LT		

CONTINUED

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/20/08	17 000	40 580	689 86	835 38	145 52 LT		
	12/26/08	19 000	45 890	871 91	933 66	61 75 LT		
	8/4/11	83 000	39 673	3 292 86	4,078 62	785 76 LT		
	10/17/11	49 000	43 232	2 118 35	2,407 86	289 51 LT		
	Total	400 000		17,477 52	**19,656.00**	2,178 48 LT	858 00	4 36
Share Price $49 140								
ERICSSON LM TEL ADR CL B NEW (ERIC)	10/16/09	233 000	10 446	2,433 90	2,353 30	(80 60) LT		
	11/20/09	552 000	10 069	5 558 03	5,575 20	17 17 LT		
	5/7/10	291 000	9 966	2,900 02	2,939 10	39 08 LT		
	10/6/10	258 000	10 754	2,774 45	2,605 80	(168 65) LT		
	10/20/10	527 000	10 786	5 684 38	5,322 70	(361 68) LT		
	6/23/11	318 000	13 199	4,197 31	3,211 80	(985 51) LT		
	Total	2,179 000		23,548 09	**22,007 90**	(1,540 19) LT	529 50	2 40
Share Price $10 100								
FLEXTRONICS INTL LTD (FLEX)	5/7/10	336 000	6 946	2,333 82	2,086 56	(247 26) LT		
	10/21/10	594 000	6 182	3,672.35	3,688 74	16 39 LT		
	Total	930 000		6,006 17	**5,775 30**	(230 87) LT	—	—
Share Price $6 210								
FRANCE TELECOM (FTE)	6/12/06	289 000	22 332	6,453 86	3,193 45	(3,260 41) LT		
	10/31/06	161 000	26 021	4,189 46	1,779 05	(2,410 41) LT		
	5/31/07	72 000	30 640	2,206 08	795 60	(1,410 48) LT		
	7/5/07	15 000	27 900	418 50	165 75	(252 75) LT		
	11/20/08	37 000	23 630	874 31	408 85	(465 46) LT		
	12/26/08	41 000	27 980	1,147 18	453 05	(694 13) LT		
	10/14/11	131 000	18 318	2 399 61	1,447 55	(952 06) LT		
	Total	746 000		17,689 00	**8,243 30**	(9,445 70) LT	1,072 00	13 00
Share Price $11 050								
GAZPROM O A O SPON ADR (OGZPY)	10/12/07	67 000	23 897	1,601 10	651 91	(949 19) LT		
	11/20/08	18 000	5 800	104 40	175 14	70 74 LT		
	12/26/08	20 000	7 365	147 30	194 60	47 30 LT		
	8/3/11	207 000	14 090	2 916 65	2 014 11	(902 54) LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	312 000		4,769 45	3,035 76	(1,733 69) LT	141 96	4 67
Share Price $9 730								
GDF SUEZ-SPON ADR (GDFZY)	7/25/08	242 000	66 869	16 182 34	5,091 68	(11,090 66) LT		
	11/20/08	17 000	41 500	705 50	357 68	(347 82) LT		
	12/26/08	19 000	45 850	871 15	399 76	(471 39) LT		
	Total	278 000		17,758 99	5,849 12	(11 909 87) LT	586 02	10 01
Share Price $21.040								
GEA GROUP AG (GEAGF)	—	156 000	—	Please Provide	5,021 23	N/A	—	—
Share Price $32 187								
GLAXOSMITHKLINE PLC ADS (GSK)	6/3/05	49 000	49 650	2,432 85	2 130 03	(302 82) LT		
	9/26/05	4 000	51 170	204 68	173 88	(30 80) LT		
	10/28/05	19 000	52 580	999 02	825 93	(173 09) LT		
	12/12/06	91 000	52 857	4,810 01	3,955 77	(854 24) LT		
	5/31/07	49 000	52 160	2,555 84	2,130 03	(425 81) LT		
	7/5/07	10 000	52 100	521 00	434 70	(86 30) LT		
	11/20/08	25 000	33 250	831 25	1 086 75	255 50 LT		
	12/26/08	28 000	35 970	1,007.16	1,217 16	210 00 LT		
	6/1/12	55 000	43 680	2,402 38	2,390 85	(11 53) ST		
	6/20/12	87 000	46 030	4,004 59	3,781 89	(222 70) ST		
	Total	417 000		19,768 78	18,126.99	(1,407 56) LT (234 23) ST	967 02	5 33
Share Price. $43.470; Next Dividend Payable 01/03/13								
HAYS PLC GBP 1 ORD (HAYPF)	10/29/09	3,127 000	1 704	5,328 10	4,183 23	(1,144 87) LT		
	12/21/09	2,917 000	1 643	4,792 63	3,902 30	(890 33) LT		
	10/21/10	2,958 000	1 789	5,293.31	3,957 15	(1,336 16) LT		
	Total	9,002 000		15,414 04	12,042.69	(3,371 36) LT	—	—
Share Price $1 338								
HEIDELBERG CEMENT ADR (HDELY)	5/31/12	495.000	8 784	4,348 03	5,994.45	1,646 42 ST		
	6/20/12	405 000	9 448	3,826 44	4,904 55	1,078 11 ST		
	10/24/12	281 000	10 516	2,955 05	3,402 91	447 86 ST		
	Total	1,181 000		11,129 52	14,301.91	3,172 39 ST	67 32	0 47
Share Price $12 110								

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	3/30/06	11 000	83 982	923 81	583 77	(340 04) LT		
	5/31/07	27 000	92 900	2,508 30	1,432 89	(1,075 41) LT		
	7/5/07	5 000	92 020	460 10	265 35	(194 75) LT		
	11/20/08	7 000	47 010	329 07	371 49	42 42 LT		
	12/26/08	8 000	46 070	368 56	424 56	56 00 LT		
	8/18/10	98 000	51 141	5,011 83	5,200 86	189 03 LT		
	2/3/11	58 000	57 122	3,313 07	3,078 06	(235 01) LT		
	4/20/12	57 000	44 780	2 552 48	3,024 99	472 51 ST		
	Total	271 000		15,467 22	**14,381.97**	(1,557 76) LT 472 51 ST	677 50	4 71
Share Price $53 070								
HUTCHISON WHAMPOA ADR (HUWHY)	6/3/05	76 890	17 600	1 353 27	1,628 53	275 26 LT		
	10/28/05	24 967	18 601	464 40	528 80	64 40 LT		
	5/31/07	49 935	19 360	966 75	1,057 62	90 87 LT		
	7/5/07	9 987	19 960	199 34	211 52	12 18 LT		
	11/20/08	17 477	8 840	154 50	370 16	215 66 LT		
	12/26/08	19 974	10 260	204 94	423 04	218 10 LT		
	5/6/09	179 770	12 129	2,180 41	3,807 52	1,627 11 LT		
	Total	379 000		5 523 61	**8,027 22**	2,503 58 LT	180 78	2 25
Share Price $21 180								
ICICI BANK LTD (IBN)	10/28/09	169 000	34 073	5,758 34	**7,370 09**	1,611 75 LT	97 01	1 31
Share Price $43 610								
INFINEON TECHNOLOGIES AG (IFNNY)	8/30/12	774 000	6 983	5,404 46	6,400 98	996 52 ST		
	9/7/12	907 000	7 151	6,486 23	7,500 89	1,014 66 ST		
	Total	1,681 000		11,890 69	**13,901.87**	2,011 18 ST	238 70	1 71
Share Price $8 270								
ING GROEP NV ADR (ING)	2/6/01	54 000	37 370	2 017 98	512 46	(1,505 52) LT		
	4/2/03	40 000	12 680	507 20	379 60	(127 60) LT		
	6/3/05	115 000	27 740	3 190 10	1,091 35	(2,098 75) LT		
	10/28/05	18 000	28 610	514 98	170 82	(344 16) LT		
	9/22/06	110 000	43 678	4,804 61	1,043 90	(3,760 71) LT		
	5/31/07	48 000	44 550	2,138 40	455 52	(1,682 88) LT		

CONTINUED

Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/5/07	10 000	44 540	445.40	94 90	(350.50) LT		
	5/13/08	150 000	38 080	5,712 03	1,423 50	(4,288 53) LT		
	11/20/08	33 000	6.950	229 35	313 17	83 82 LT		
	12/26/08	37 000	10 020	370 74	351 13	(19 61) LT		
	12/17/09	564.000	6 266	3,534 17	5,352 36	1,818 19 LT		
	10/20/10	449 000	10 907	4,897 02	4,261 01	(636.01) LT		
	4/20/12	339 000	7 306	2,476 87	3,217 11	740 24 ST		
	8/29/12	414 000	7 180	2,972 56	3,928 86	956.30 ST		
	9/7/12	742 000	8 512	6 316 20	7,041 58	725 38 ST		
	Total	3,123 000		40 127 61	**29,637.27**	(12,912 26) LT 2,421 92 ST	—	—
Share Price $9 490								
INTERNATIONAL CONS AIRLS GRP (ICAGY)	5/7/09	174 000	13 403	2,332 14	2,688 30	356 16 LT		
	6/4/09	208 000	12 331	2,564 89	3,213 60	648 71 LT		
	Total	382 000		4 897 03	**5,901.90**	1,004 87 LT	—	—
Share Price $15 450								
INTESA SANPAOLO S.P.A ADR (ISNPY)	4/2/12	509 000	10 463	5,325 76	**5,415 76**	90 00 ST	143 54	2 65
Share Price $10 640								
ITOCHU CORP ADR (ITOCY)	6/30/10	101 000	15 836	1 599 41	2,140 19	540 78 LT		
	12/3/10	140 000	19 503	2,730 45	2,966 60	236 15 LT		
	1/27/11	125 000	22 252	2 781 48	2,648 75	(132 73) LT		
	3/15/11	209 000	18 429	3,851 74	4,428 71	576 97 LT		
	Total	575 000		10 963 08	**12,184.25**	1,221 17 LT	564 08	4 62
Share Price $21 190								
KB FINANCIAL GRP INC SONS ADR (KB)	10/31/02	17 000	32 845	558 37	610 30	51 93 LT		
	11/1/04	25.000	34 232	855 80	897 50	41 70 LT		
	9/26/05	66 000	60 688	4,005 38	2,369 40	(1,635 98) LT		
	10/28/05	15 000	54 250	813 75	538 50	(275.25) LT		
	5/31/07	17 000	90 600	1,540 20	610 30	(929 90) LT		
	7/5/07	3 000	90 940	272 82	107 70	(165 12) LT		
	2/28/08	49 000	64 497	3,160 33	1,759 10	(1,401.23) LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/20/08	11 000	15 540	170 94	394 90	223 96 LT		
	12/26/08	13 000	26 460	343 98	466 70	122 72 LT		
	2/4/10	104 000	42 828	4 454 08	3,733 60	(720 48) LT		
	7/14/11	97 000	50 469	4,895 46	3,482 30	(1,413 16) LT		
	Total	417 000		21,071 11	**14,970.30**	(6,100 81) LT	198 49	1 32
Share Price $35 900								
KINGFISHER PLC SPONS ADR NEW (KGFHY)	5/31/07	109 000	9 950	1,084 55	1,007 16	(77 39) LT		
	5/31/07	821 000	9 952	8,170 59	7,586 04	(584 55) LT		
	7/5/07	22 000	9 250	203 50	203 28	(0 22) LT		
	9/30/08	673 000	4 744	3,192 64	6,218 52	3,025 88 LT		
	11/20/08	93 000	2 960	275 28	859 32	584 04 LT		
	12/26/08	104 000	3 790	394 16	960 96	566 80 LT		
	6/22/12	203 000	8 735	1,773 21	1,875 72	102 51 ST		
	7/6/12	322 000	8 444	2,718 97	2,975 28	256 31 ST		
	Total	2,347 000		17,812 90	**21,686 28**	3,514 56 LT 358 82 ST	621 96	2 86
Share Price $9 240								
KLOECKNER & CO AG DUISBURG (KLKNF)	9/2/11	354 000	14 971	5 299 84	4,193 89	(1,105 95) LT		
	8/15/12	303 000	8 950	2 711 85	3,589 68	877 83 ST		
	Total	657 000		8,011 69	**7,783 57**	(1,105 95) LT 877 83 ST	—	—
Share Price $11 847								
KONICA MINOLTA HLDGS INC ADR (KNCAY)	6/5/09	74 000	22 256	1,646 96	1 067 82	(579 14) LT		
	7/1/10	235 000	19 262	4,526 57	3,391 05	(1,135 52) LT		
	Total	309 000		6,173 53	**4,458 87**	(1,714 66) LT	94 25	2 11
Share Price $14 430								
KONINKLIJKE PHIL EL SP ADR NEW (PHG)	6/3/05	30 000	25 760	772 80	796 20	23 40 LT		
	10/28/05	38 000	25 950	986 10	1 008 52	22 42 LT		
	5/31/07	73 000	42 420	3,096 66	1,937 42	(1,159 24) LT		
	7/5/07	15 000	44 660	669 90	398 10	(271 80) LT		
	11/20/08	24 000	15 150	363 60	636 96	273 36 LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/26/08	27 000	19 200	518 40	716 58	198 18 LT		
	4/6/11	13.000	30 290	393 77	345.02	(48 75) LT		
	6/22/11	119 000	22 888	2,723 64	3,158 26	434.62 LT		
	Total	339 000		9,524 87	**8,997.06**	(527 81) LT	271.54	3.01
Share Price $26 540								
LLOYDS BANKING GROUP PLC (LYG)	6/1/12	9,234 000	1 597	14,750 39	**29,548.80**	14,798 41 ST	—	—
Share Price $3.200								
LONZA GROUP AG CHF1 ORD (LZAGF)	5/31/07	6 000	99 750	598 50	323 55	(274 95) LT		
	7/5/07	1 000	92 600	92 60	53 92	(38 68) LT		
	8/6/07	43 000	93 140	4,005 04	2,318 76	(1,686.28) LT		
	12/26/08	6.000	90 550	543 30	323 55	(219 75) LT		
	10/28/09	33 000	104 937	3,462 91	1,779.52	(1,683 39) LT		
	Total	89 000		8,702 35	**4,799.30**	(3,903 05) LT	—	—
Share Price $53 925								
MARKS & SPENCER GRP PLC ADR (MAKSY)	11/6/09	262 000	12 318	3,227 37	3,264 52	37 15 LT		
	5/7/10	256.000	9 758	2,498.10	3,189 76	691 66 LT		
	12/16/10	271 000	11 993	3,250 08	3,376 66	126 58 LT		
	Total	789 000		8,975 55	**9,830.94**	855 39 LT	392 92	3 99
Share Price· $12 460, Next Dividend Payable 01/18/13								
MERCK KGAA UNSPON ADR (MKGAY)	1/23/08	133 000	40 437	5,378 07	5,845 35	467 28 LT		
	7/10/08	109 000	43 306	4,720 40	4,790 55	70 15 LT		
	11/20/08	14 000	24 500	343 00	615 30	272 30 LT		
	12/26/08	16.000	28 000	448 00	703 20	255 20 LT		
	6/3/09	110 000	31 726	3 489 86	4,834 50	1,344 64 LT		
	11/6/09	82 000	32 507	2,665 56	3,603 90	938 34 LT		
	1/25/10	99 000	30 977	3,066 71	4,351 05	1,284 34 LT		
	Total	563 000		20 111 60	**24,743.85**	4,632 25 LT	245 47	0 99
Share Price $43.950								
MICHELIN B FRF REG (MGDDF)	6/23/06	64 000	59 648	3,817 44	6,040 59	2,223 15 LT		
	10/30/06	66 000	80 448	5,309 54	6,229 36	919 82 LT		
	5/31/07	27 000	131 500	3,550 50	2,548 38	(1,002 12) LT		

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Holdings

Investment Management Services Basic Securities Acct

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/5/07	5 000	141 500	707 50	471 92	(235 58) LT		
	12/26/08	10 000	51 500	515 00	943 84	428 84 LT		
	12/21/11	43 000	58 918	2 533 48	4,058 52	1,525 04 LT		
	9/27/12	41 000	79 000	3 239 00	3,869 76	630 76 ST		
	Total	256 000		19,672 46	**24,162 37**	3,859 15 LT 630 76 ST	—	—
Share Price $94 384								
MUENCHENER RUECKVER DEM ORD (MURGF)	3/17/11	39 000	152 067	5,930 60	**6,992 09**	1,061 49 LT	—	—
Share Price $179 285								
NISSAN MTR CO LTD SPND ADR (NSANY)	1/20/11	290 000	20 620	5,979 71	5,536 10	(443 61) LT		
	6/29/11	157 000	21 121	3,315 98	2,997 13	(318 85) LT		
	8/3/12	128 000	18 967	2,427 79	2,443 52	15 73 ST		
	9/28/12	167 000	17 320	2,892.41	3,188 03	295 62 ST		
	Total	742 000		14,615 89	**14,164.78**	(762 46) LT 311 35 ST	348 00	2 45
Share Price. $19 090								
NOVARTIS AG ADR (NVS)	10/22/08	20 000	48 907	978 14	1,266 00	287 86 LT		
	11/20/08	19 000	46 100	875 90	1,202 70	326 80 LT		
	12/26/08	21 000	47 760	1,002 96	1,329 30	326 34 LT		
	10/28/09	32 000	52 163	1,669 22	2,025 60	356 38 LT		
	Total	92 000		4,526 22	**5,823.60**	1,297 38 LT	193 75	3 32
Share Price $63 300, Next Dividend Payable 04/2013								
ORIFLAME COSMETICS SA ADR (OFLMY)	3/19/12	184 000	18 966	3 489 71	2,920 08	(569 63) ST		
	10/3/12	175 000	16 991	2,973 37	2,777 25	(196 12) ST		
	Total	359 000		6,463 08	**5,697 33**	(765 75) ST	312 69	5 48
Share Price $15 870								
PERSIMMON PLC (PSMMF)	2/15/12	613 000	8 946	5 483 90	**7,971 45**	2,487 55 ST	—	—
Share Price $13 004								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PETROLEO BRASILEIRO SA ADR (PBR'A)	9/5/08	65 000	36 541	2,375 19	1,255 15	(1,120 04) LT		
	11/20/08	4 000	12 885	51 54	77 24	25 70 LT		
	12/26/08	5 000	19 030	95 15	96 55	1 40 LT		
	3/11/09	153 000	23 504	3,596 13	2,954 43	(641 70) LT		
	3/20/09	69.000	26 169	1,805 66	1,332 39	(473 27) LT		
	6/1/09	102 000	36 224	3,694 84	1 969 62	(1,725 22) LT		
	2/15/12	112 000	26 933	3,016 51	2,162 72	(853 79) ST		
	Total	510 000		14,635 02	**9,848.10**	(3,933 13) LT (853 79) ST	56 10	0 56
Share Price $19 310								
POSCO ADS (PKX)	7/8/11	43.000	109 566	4,711 33	3,532 45	(1,178 88) LT		
	8/3/11	43 000	108 257	4,655 06	3,532 45	(1,122 61) LT		
	12/14/11	31 000	83 716	2,595 21	2,546 65	(48 56) LT		
	1/20/12	28 000	91 015	2,548 41	2,300 20	(248 21) ST		
	Total	145 000		14 510 01	**11,911 75**	(2,350 05) LT (248 21) ST	252.45	2 11
Share Price $82 150								
RANDSTAD HLDG NV UNSPON ADR (RANJY)	6/29/11	177 000	22 880	4,049.83	3,292 20	(757.63) LT		
	10/26/11	156 000	17 964	2,802 32	2,901 60	99.28 LT		
	Total	333.000		6,852.15	**6,193.80**	(658.35) LT	216.45	3 49
Share Price $18.600								
REED ELSEVIER NV (RDLSF)	6/16/10	195 998	11 139	2,183 14	2,890.24	707 10 LT		
	10/27/10	226 002	13 000	2,938 00	3,332 68	394 68 LT		
	Total	422 000		5,121.14	**6,222.93**	1,101 78 LT	—	—
Share Price $14 746								
REPSOL ADR OPT DIV RTS	12/24/12	308 000	— Pending Corp Action		0.00	N/A	—	—
Share Price $0 000								
REPSOL SA SPON ADR (REPYY)	6/3/05	41 000	24 790	1,016 39	856 90	(159 49) LT		
	10/28/05	26 000	29 240	760 24	543 40	(216 84) LT		
	5/31/07	51 000	36 750	1,874 25	1,065 90	(808 35) LT		
	7/5/07	10 000	40 640	406 40	209 00	(197 40) LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/20/08	13 000	16 470	214 11	271 70	57 59 LT		
	12/26/08	15 000	20 590	308 85	313 50	4 65 LT		
	6/7/12	152 000	16 059	2,441 00	3,176 80	735 80 ST		
	Total	308 000		7,021 24	**6,437.20**	(1 319 84) LT 735 80 ST	494 03	7 67
Share Price $20 900								
REXAM PLC ADR NEW (REXMY)	11/20/08	2 000	23 180	46 36	71 48	25 12 LT		
	12/12/08	112 000	25 788	2 888 21	4,002 88	1,114 67 LT		
	12/26/08	14 000	24 690	345 66	500 36	154 70 LT		
	1/10/11	99 000	27 368	2 709 41	3,538 26	828 85 LT		
	Total	227 000		5,989 64	**8,112.98**	2,123 34 LT	259 69	3 20
Share Price $35 740								
ROCHE HOLDINGS ADR (RHHBY)	10/21/08	105 000	37 740	3,962 70	5,302 50	1 339 80 LT		
	11/20/08	6 000	31 325	187 95	303 00	115 05 LT		
	12/9/08	100 000	35 544	3 554 41	5,050 00	1,495 59 LT		
	12/26/08	14 000	37 325	522 55	707 00	184 45 LT		
	3/6/09	50 000	28 566	1,428 30	2,525 00	1,096 70 LT		
	12/16/09	64 000	42 057	2,691 63	3,232 00	540 37 LT		
	5/27/10	37 000	34 335	1 270 40	1,868 50	598 10 LT		
	5/28/10	48 000	34 559	1,658 85	2,424 00	765 15 LT		
	Total	424 000		15,276 79	**21,412.00**	6,135 21 LT	653 81	3 05
Share Price $50 500								
ROYAL DUTCH SHELL PLC CL B (RDS'B)	8/7/01	44 153	55 219	2 438 09	3,130 01	691 92 LT		
	2/14/05	34 461	62 159	2,142 06	2,442 94	300 88 LT		
	6/3/05	47,384	61 451	2,911 79	3,359 05	447 26 LT		
	10/28/05	15 000	64 490	967 35	1,063 35	96 00 LT		
	5/31/07	29 000	75 860	2,199 94	2,055 81	(144 13) LT		
	7/5/07	6 000	85 220	511 32	425 34	(85 98) LT		
	11/20/08	15 000	42 820	642 30	1,063 35	421 05 LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/26/08	17 000	50 360	856 12	1,205.13	349 01 LT		
	4/16/10	77 000	59 344	4,569 51	5,458 53	889 02 LT		
	10/17/11	30 002	70 603	2,118 23	2,126 84	8 61 LT		
	Total	315 000		19,356 71	**22,330.35**	2,973 64 LT	1,083 60	4 85
Share Price $70 890								
SANOFI ADR (SNY)	7/29/04	161 000	32 584	5,246 00	7,628 18	2,382 18 LT		
	1/10/05	60 000	38 250	2,294 98	2,842 80	547 82 LT		
	6/3/05	75 000	44 070	3,305 25	3,553 50	248.25 LT		
	9/26/05	20 000	40 881	817 61	947 60	129 99 LT		
	10/28/05	23 000	39 610	911 03	1,089 74	178 71 LT		
	12/13/06	100 000	45 726	4,572 60	4,738 00	165.40 LT		
	5/31/07	57 000	48 130	2,743 41	2,700 66	(42 75) LT		
	7/5/07	12 000	41 610	499 32	568 56	69 24 LT		
	11/20/08	29 000	26 320	763.28	1,374 02	610 74 LT		
	12/26/08	33 000	31 320	1,033 56	1,563.54	529 98 LT		
	12/21/11	73 000	35 468	2,589 13	3,458 74	869 61 LT		
	Total	643 000		24,776 17	**30,465.34**	5,689 17 LT	920 13	3 02
Share Price $47 380								
SAP AG (SAP)	2/21/08	88 000	48 818	4,295 94	7,073 44	2,777 50 LT		
	11/20/08	22.000	30 260	665 72	1,768 36	1,102 64 LT		
	12/26/08	24 000	33 800	811.20	1,929 12	1,117 92 LT		
	6/8/09	81 000	41 971	3,399 62	6,510 78	3,111 16 LT		
	Total	215 000		9,172 48	**17,281.70**	8,109.22 LT	145 13	0 83
Share Price. $80 380								
SHANGHAI ELECTRIC GROUP CO - H (SIELF)	12/8/08	3,216 000	0 392	1 260 03	1,373 36	113 33 LT		
	4/1/09	7,600.000	0 294	2,230 60	3,245 50	1,014.90 LT		
	7/2/10	5,816 000	0 461	2,683 50	2,483 66	(199 84) LT		
	6/27/11	360 000	0 514	185 18	153 73	(31 45) LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/7/11	1,352 000	0 515	695 87	577 35	(118.52) LT		
	7/11/11	4,965 000	0 515	2,554 99	2,120 25	(434 74) LT		
	10/11/12	10,700 000	0 350	3,747 14	4,569 32	822 18 ST		
	Total	34 009 000		13,357 31	**14,523 20**	343 68 LT 822 18 ST	—	—
Share Price $0 427								
SIEMENS AKTIENGESELLSCHAFT (SI)	9/26/05	4 000	76 633	306 53	437 88	131 35 LT		
	10/28/05	10 000	73 550	735 50	1,094 70	359 20 LT		
	6/2/06	56 000	87 096	4,877 38	6,130 32	1,252 94 LT		
	5/31/07	26 000	131 950	3,430 70	2 846 22	(584 48) LT		
	7/5/07	5 000	149 860	749 30	547 35	(201 95) LT		
	11/20/08	13 000	49 050	637 65	1,423 11	785 46 LT		
	12/26/08	15 000	71 160	1,067 40	1,642 05	574 65 LT		
	9/27/11	24 000	94 071	2 257 70	2,627 28	369 58 LT		
	Total	153 000		14,062 16	**16,748.91**	2,686 75 LT	438 04	2 61
Share Price $109 470, Next Dividend Payable 02/2013								
SILICON PREC IND LTD SP ADR (SPIL)	1/10/11	1,102.000	5 656	6,232 36	5,884 68	(347 68) LT		
	3/23/11	836 000	6 134	5,127 69	4,464 24	(663 45) LT		
	8/3/11	613 000	4 780	2,930 08	3,273 42	343 34 LT		
	Total	2,551 000		14 290 13	**13,622.34**	(667 79) LT	431 12	3 16
Share Price $5 340								
SINGAPORE TELECOM LTD ADR NEW (SGAPY)	11/21/06	315 000	18 926	5,961 53	8,580 60	2,619 07 LT		
	5/31/07	66 000	23 300	1,537 80	1,797 84	260 04 LT		
	7/5/07	13 000	22 700	295 10	354 12	59 02 LT		
	11/6/07	247 000	27 169	6,710 74	6,728 28	17 54 LT		
	11/20/08	47 000	15 200	714 40	1,280 28	565 88 LT		
	12/26/08	53 000	17 500	927 50	1,443 72	516 22 LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	741 000		16,147 07	**20,184.84**	4,037 77 LT	915.14	4 53
Share Price $27 240								
STATOIL ASA ADR (STO)	5/12/09	200 000	21.590	4,317 92	5,008 00	690 08 LT		
	6/3/09	237 000	20 893	4,951.64	5,934 48	982 84 LT		
	12/20/10	189 000	22 940	4,335 68	4,732 56	396 88 LT		
	Total	626 000		13,605 24	**15,675.04**	2,069 80 LT	565.90	3 61
Share Price· $25 040								
SUNCOR ENERGY INC NEW COM (SU)	8/6/12	135 000	31 889	4,304 95	4,452 30	147 35 ST		
	8/30/12	90 000	31 093	2,798 34	2,968.20	169 86 ST		
	Total	225 000		7,103 29	**7,420.50**	317 21 ST	117 90	1 58
Share Price $32.980; Next Dividend Payable 03/2013								
SWIRE PACIFIC SPN ADR LTD CL A (SWRAY)	5/2/03	127 000	4 039	512.92	1,587 50	1,074 58 LT		
	9/26/05	158 000	9 300	1,469 40	1,975 00	505 60 LT		
	10/28/05	56 000	8 950	501 20	700 00	198 80 LT		
	5/31/07	108 000	11 400	1,231 20	1,350 00	118 80 LT		
	7/5/07	22 000	11 200	246 40	275 00	28 60 LT		
	11/20/08	27 000	5 700	153 90	337 50	183 60 LT		
	12/26/08	30 000	6 750	202 50	375 00	172 50 LT		
	Total	528 000		4,317 52	**6,600.00**	2,282 48 LT	209.62	3.17
Share Price $12 500								
SWISS RE LTD SPONSORED ADR (SSREY)	6/6/11	285 000	59 441	16 940 74	20,605 50	3,664 76 LT		
	8/1/12	36 000	63 351	2,280 65	2,602 80	322 15 ST		
	Total	321 000		19,221 39	**23,208 30**	3,664 76 LT 322 15 ST	1,057 37	4 55
Share Price $72 300								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	10/10/07	182 787	10 599	1 937 41	3,136 62	1,199 21 LT		
	2/26/08	397 821	9 957	3 961 22	6,826 60	2,865 38 LT		
	11/20/08	79 370	5 960	473 06	1,361 98	888 92 LT		
	12/26/08	88 412	7 542	666 83	1,517 14	850 31 LT		
	1/30/09	344 608	7 638	2,631 95	5,913 47	3,281 52 LT		
	10/21/10	263 002	10 433	2,743 85	4,513 11	1,769.26 LT		

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1 356 000		12 414 32	23,268 96	10,854 60 LT	539 69	2 31
Share Price $17 160								
TALISMAN ENERGY INC (TLM)	5/12/09	145 000	14 055	2,038 05	1,642 85	(395 20) LT		
	4/23/10	168 000	17 023	2,859 90	1,903 44	(956 46) LT		
	10/6/10	170 000	17 781	3,022 82	1,926 10	(1,096 72) LT		
	10/14/11	303 000	13 146	3 983 33	3,432 99	(550 34) LT		
	12/19/12	268 000	11 396	3,054 21	3,036 44	(17 77) ST		
	Total	1,054 000		14,958 31	11,941 82	(2,998 72) LT (17 77) ST	284 58	2 38
Share Price $11.330, Next Dividend Payable 03/2013								
TELEFONICA SA ADR (TEF)	6/3/05	133 999	15 962	2 138 83	1,807 65	(331 18) LT		
	10/28/05	54 000	16 420	886 68	728 46	(158.22) LT		
	5/31/07	108 000	22 767	2,458 80	1,456 92	(1,001 88) LT		
	7/5/07	21 000	22 537	473 27	283 29	(189 98) LT		
	11/20/08	54 000	17 947	969 12	728 46	(240 66) LT		
	12/26/08	60 000	22 260	1,335 60	809 40	(526 20) LT		
	6/12/09	180 000	21 741	3,913 39	2,428 20	(1,485 19) LT		
	10/12/11	133 001	21 003	2,793 41	1,794 18	(999 23) LT		
	Total	744 000		14,969 10	10,036.56	(4,932 54) LT	1,232.81	12 28
Share Price $13 490								
TELENOR ASA ADS (TELNY)	9/27/05	265 000	27 060	7,170 90	16,096 10	8,925 20 LT		
	10/28/05	24 000	27 490	659 76	1,457 76	798 00 LT		
	5/31/07	45 000	58 584	2,636 28	2,733.30	97 02 LT		
	7/5/07	9 000	57 800	520 20	546 66	26 46 LT		
	11/20/08	23 000	14 280	328 44	1 397 02	1,068 58 LT		
	12/26/08	26 000	18 900	491 40	1,579 24	1,087 84 LT		
	Total	392 000		11 806 98	23,810.08	12 003 10 LT	809 09	3 39
Share Price $60 740								

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Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TESCO PLC SPONSORED ADR (TSCDY)	10/22/08	237 000	16 000	3,792 00	3,929 46	137 46 LT		
	11/20/08	14 000	12 950	181 30	232 12	50 82 LT		
	12/10/08	260 000	15 115	3,929 93	4,310 80	380 87 LT		
	12/26/08	31 000	15 050	466.55	513 98	47 43 LT		
	4/20/12	221 000	15 782	3 487 82	3,664 18	176 36 ST		
	Total	763 000		11,857 60	**12,650.54**	616 58 LT 176 36 ST	502.82	3 97
Share Price $16 580								
TOTAL S A SPON ADR (TOT)	4/16/07	224 000	72 633	16 269 73	11,650 24	(4,619 49) LT		
	5/31/07	29 000	75 690	2,195 01	1,508 29	(686 72) LT		
	7/5/07	6 000	82 040	492 24	312 06	(180 18) LT		
	11/20/08	15 000	45 320	679 80	780 15	100 35 LT		
	12/26/08	17 000	53 600	911 20	884 17	(27 03) LT		
	6/3/09	87 000	57 936	5,040 43	4,524 87	(515 56) LT		
	Total	378 000		25,588 41	**19,659.78**	(5,928 63) LT	947.65	4 82
Share Price $52 010, Next Dividend Payable 01/10/13								
TOYOTA MOTOR CP ADR NEW (TM)	5/5/08	127 000	104 828	13,313 16	11,842 75	(1 470 41) LT		
	10/6/08	37 000	73 264	2,710 77	3,450 25	739 48 LT		
	11/20/08	9 000	59 560	536 04	839 25	303 21 LT		
	12/26/08	10 000	63 410	634 10	932 50	298 40 LT		
	Total	183 000		17,194.07	**17,064.75**	(129 32) LT	251.63	1 47
Share Price· $93 250								
TREND MICRO INC SPON ADR NEW (TMICY)	1/7/11	266 000	33 273	8,850 75	8,011 92	(838 83) LT		
	9/12/12	110 000	27 238	2,996 15	3,313 20	317 05 ST		
	12/14/12	107 000	27 426	2,934 57	3,222 84	288.27 ST		
	Total	483 000		14,781 47	**14,547.96**	(838 83) LT 605 32 ST	457 40	3.14
Share Price $30 120								
TURKCELL ILETISM HIZM AS NEW (TKC)	6/7/07	415 000	15 680	6,507 00	6,698 10	191 10 LT		
	7/5/07	10 000	17 260	172 60	161 40	(11 20) LT		
	11/20/08	24 000	10 390	249 36	387 36	138 00 LT		
	12/26/08	27 000	14 040	379 08	435 78	56 70 LT		

CONTINUED

Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	476 000		7,308 04	7,682 64	374 60 LT	—	—
Share Price $16 140								
UNICREDIT SPA - ORD SHS (UNCFF)	1/3/11	399 708	21 234	8 487 40	1,952 57	(6,534 83) LT		
	7/13/11	149 400	17 033	2,544 73	729 81	(1,814 92) LT		
	9/2/11	439 006	12 855	5,643 43	2,144 54	(3,498 89) LT		
	9/30/11	171 884	10 713	1 841 41	839 65	(1,001 76) LT		
	1/20/12	488 002	4 318	2,107 28	2,383 88	276 60 ST		
	Total	1,648 000		20,624 25	**8,050 48**	(12,850 40) LT 276 60 ST	—	—
Share Price: $4 885								
UNILEVER NV NY SH NEW (UN)	5/31/07	62 000	29 820	1,848 84	2,374 60	525 76 LT		
	7/5/07	21 000	31 070	652 47	804 30	151 83 LT		
	11/20/08	52 000	22 280	1,158 56	1,991 60	833 04 LT		
	12/26/08	59 000	24 240	1,430 16	2,259 70	829 54 LT		
	Total	194 000		5,090 03	**7,430 20**	2,340 17 LT	202 15	2 72
Share Price: $38 300								
VIVENDI (VIVEF)	—	4 000	—	Please Provide	89 39	N/A		
	1/30/08	92 000	39 809	3,662 41	2,055 91	(1,606.50) LT		
	10/6/08	89 000	28 900	2,572 10	1,988 87	(583 23) LT		
	12/4/08	170 000	28 373	4,823 39	3,798 97	(1,024 42) LT		
	12/26/08	21 000	32 300	678 30	469 28	(209 02) LT		
	Total	376 000		11,736 20	**8,402.42**	(3,423 17) LT	—	—
Share Price $22 347								
VODAFONE GP PLC ADS NEW (VOD)	10/28/05	6 000	28 994	173 96	151 14	(22 82) LT		
	12/7/06	186 000	26 992	5 020 47	4,685 34	(335 13) LT		
	5/31/07	72 000	31 500	2,268 00	1 813 68	(454 32) LT		
	7/5/07	15 000	32 890	493 35	377 85	(115 50) LT		
	11/20/08	37 000	17 330	641 21	932 03	290 82 LT		
	12/26/08	41 000	18 940	776 54	1,032 79	256 25 LT		
	3/12/09	145 000	16 107	2,335 49	3,652 55	1,317 06 LT		
	6/21/10	215 000	21 496	4,621 70	5,415 85	794 15 LT		
	Total	717 000		16,330 72	**18,061 23**	1,730 51 LT	1,075 50	5 95
Share Price $25 190, Next Dividend Payable 02/06/13								

Holdings

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION ATTN: JEFFREY

COMMON STOCKS	$1,121,394 48	$1,166,499.39	$(9,871 71) LT $49,865 74 ST	$30,246 84 $0 00	2 59%

STOCKS

PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VALE S A SP (VALE'P)	3/30/09	159 000	$11 438	$1,818 60	$3,226 11	$1,407 51 LT		
	6/18/09	178 000	16 056	2,857 95	3,611 62	753 67 LT		
	7/8/09	194.000	14 037	2,723 10	3,936 26	1,213 16 LT		
	Total	531 000		7 399 65	10,773 99	3,374 34 LT	164 61	1 52

Share Price $20 290

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	96 6%	$1,128,794 13	$1,177,273 38	$(6,497.37) LT $49,865.74 ST	$30,411.45 $0.00	2 58%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,128,794.13	$1,218,712.04	$(6,497.37) LT $49,865 74 ST	$30,415.57 $0.00	2.50%

TOTAL VALUE (includes accrued interest) $1,218,712.04

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

W.L. LYONS BROWN, JR. CHARITABLE FOUNDATION

C/O JEFFREY LISS BESSEMER TRUST
630 FIFTH AVENUE
NEW YORK, NEW YORK 10111

Northern Trust

50 South Lasalle Street
Chicago, IL 6060

THE SANDERSON INTERNATIONAL VALUE FUND

Statement of Changes in Net Asset Value
For the Month Ended December 31, 2012

Market Value Summary :

	Current Period	Year To Date
Beginning Net Asset Value	$ 2,578,787	$ 2,188,266
Contributions	0	0
Ordinary Income/(Loss)	2,840	78,199
Realized Gains/(Losses)	6,745	49,688
Unrealized Gains/(Losses)	67,369	356,260
Advisory Fee	(1,660)	(18,332)
Ordinary Income Distributions	0	0
Withdrawals and Distributions	0	0
Ending Net Asset Value	$ 2,654,080	$ 2,654,080

Unit Value Summary :

Beginning Units	82,830.5871
Current Period Unit Purchases	0.0000
Current Period Unit Sales	0.0000
Unit Redemptions for Advisory Fee	(51.7692)
Ending Units	82,778.8179
Current Period Beginning Unit Value	$ 31.1333
Current Period Ending Unit Value	$ 32.0623
Percentage of Total Trust Units Outstanding	0.0599%

Performance Summary :

Inception Date 02/01/2010

				Annualized				Annualized	
	MTD	QTD	YTD	1-Year	3-Year	5-Year	10-Year	Since Inception	Cumulative Since Inception
Gross Performance:	2.98%	5.82%	22 20%	22.20%	N/A	N/A	N/A	11.15%	36.14%
Net Performance:	2 92%	5.63%	21.29%	21.29%	N/A	N/A	N/A	10 32%	33.19%
EAFE Index:	3.20%	6.57%	17.32%	17.32%	N/A	N/A	N/A	5.27%	16.18%

The index referred to above represents the MSCI EAFE Index, inclusive of income and net of foreign withholding taxes.

The above amounts are the responsibility of the administering general partner

The above unaudited amounts represent your allocable share of economic income and do not reflect adjustments required under the Internal Revenue Code to calculate taxable income.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3 month automatic extension of time to file (6 months for a corporation required to file Form 990 T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990 T and requesting an automatic 6-month extension check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
W L LYONS BROWN JR CHARITABLE FOUNDATION

Employer identification number (EIN) or
61-1233038

Number, street, and room or suite no If a P O box, see instructions
C/O WYATT ET AL,T BERRY,500 W JEFFERSON, NO. 2800

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
LOUISVILLE, KY 40202

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041 A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BESSEMER TRUST
630 FIFTH AVENUE - NEW YORK, NY 10111
Telephone No ▶ 212-708-9216 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3 month (6 months for a corporation required to file Form 990 T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______ and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 39,230.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 29,230.
c	**Balance due** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 10,000.

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1 2013)

223841
01 21 13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: W L LYONS BROWN JR CHARITABLE FOUNDATION

Employer identification number (EIN) or: 61-1233038

Number, street, and room or suite no. If a P O. box, see instructions: C/O WYATT ET AL,T BERRY,500 W JEFFERSON, NO. 2800

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions: LOUISVILLE, KY 40202

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BESSEMER TRUST 630 FIFTH AVENUE - NEW YORK, NY 10111

Telephone No. ▶ 212-708-9216 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL INFORMATION IS NOT AVAILABLE TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 39,230.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 39,230.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev. 1-2013)

223842
01-21-13