Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

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 or province, country, and ZIP or foreign postal code: LOUISVILLE, KY 40202

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 25,311,950.

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 ▶ ☐

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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				
	4 Dividends and interest from securities	385,776.	385,776.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	777,800.			
	b Gross sales price for all assets on line 6a 10,948,856.				
	7 Capital gain net income (from Part IV, line 2)		777,800.		
	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	125,977.	125,977.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,289,553.	1,289,553.		
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 3	55,058.	49,558.		5,500.
	17 Interest				
	18 Taxes STMT 4	20,712.	5,266.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	63,315.	61,724.		1,534.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	139,085.	116,548.		7,034.
	25 Contributions, gifts, grants paid	1,167,926.			1,167,926.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,307,011.	116,548.		1,174,960.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<17,458.>			
	b **Net investment income** (if negative, enter -0-)		1,173,005.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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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	447,683.	454,289.	454,289.
	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	2,879,801.	1,713,722.	1,658,164.
	b	Investments - corporate stock STMT 8	11,246,099.	12,752,341.	15,745,109.
	c	Investments - corporate bonds STMT 9	1,814,096.	1,785,532.	1,806,577.
	11	Investments - land buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	5,018,683.	4,061,722.	5,647,811.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	21,406,362.	20,767,606.	25,311,950.
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	20,933,003.	20,915,545.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	473,359.	<147,939.>	
	30	**Total net assets or fund balances**	21,406,362.	20,767,606.	
	31	**Total liabilities and net assets/fund balances**	21,406,362.	20,767,606.	

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	21,406,362.
2	Enter amount from Part I, line 27a	2	<17,458.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,388,904.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	621,298.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,767,606.

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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	10,948,856.		10,171,056.	777,800.

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				777,800.

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 } 2 777,800.

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))
2012	1,056,398.	21,895,023.	.048248
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

2	Total of line 1, column (d)	2	.275195
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	.055039
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	23,519,918.
5	Multiply line 4 by line 3	5	1,294,513.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,730.
7	Add lines 5 and 6	7	1,306,243.
8	Enter qualifying distributions from Part XII, line 4	8	1,174,960.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	23,460.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	23,460.
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	23,460.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,990.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	33,990.
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	10,530.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 10,530. **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 the 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 2013 or the taxable year beginning in 2013 (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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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 | | 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	23,494,751.
b	Average of monthly cash balances		1b	383,338.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	23,878,089.
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	23,878,089.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	358,171.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	23,519,918.
6	**Minimum investment return.** Enter 5% of line 5		6	1,175,996.

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	1,175,996.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 23,460.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	23,460.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,152,536.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,152,536.
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	1,152,536.

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	1,174,960.
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	1,174,960.
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	1,174,960.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,152,536.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years. ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010	3,953.				
d From 2011					
e From 2012					
f **Total** of lines 3a through e		3,953.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	1,174,960.				
a Applied to 2012, 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 2013 distributable amount					1,152,536.
e Remaining amount distributed out of corpus		22,424.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		26,377.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		26,377.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	3,953.				
c Excess from 2011					
d Excess from 2012					
e Excess from 2013	22,424.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address 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				
ALUMNI ASSOCIATION UVA P.O. BOX 400314 CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
BARBARA LYNCH FOUNDATION 319 A STREET 4TH FLOOR BOSTON, MA 02210	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	16,000.
BOMB MAGAZINE 80 HANSON PLACE, SUITE 703 BROOKLYN, NY 11217	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	30,000.
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	18,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,167,926.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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		
4 Dividends and interest from securities			14	385,776.	
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	125,977.	
8 Gain or (loss) from sales of assets other than inventory			18	777,800.	
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.		1,289,553.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,289,553.

(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

▶ X Stuart Brown 11/5/14 ▶ Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MERILEEN LETZTER	CPA	11/5/14		P00336359

Firm's name ▶ BESSEMER TRUST

Firm's EIN ▶ 13-2792165

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

Phone no. 212-708-9100

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER DIVIDENDS	493,367.	242,433.	250,934.	250,934.	
BESSEMER INTEREST	95,074.	0.	95,074.	95,074.	
MORGANSMITH DIVIDENDS	39,767.	0.	39,767.	39,767.	
MORGANSMITH INTEREST	1.	0.	1.	1.	
TO PART I, LINE 4	628,209.	242,433.	385,776.	385,776.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INT/DIVS	106,579.	106,579.	
PARTNERSHIP OTHER INCOME - NON PASSIVE	21,409.	21,409.	
PARTNERSHIP PASSIVE & ALLOWED LOSS	<2,011.>	<2,011.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	125,977.	125,977.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES - BESSEMER	26,343.	26,343.		0.
INVESTMENT SERVICE FEES - MORGAN STANLEY	23,215.	23,215.		0.
FINANCIAL SERIVCE FEES	5,500.	0.		5,500.
TO FORM 990-PF, PG 1, LN 16C	55,058.	49,558.		5,500.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 BALANCE DUE WITH EXTENSION	10,000.	0.		0.
2013 ESTIMATED TAX PAYMENTS	5,000.	0.		0.
FOREIGN TAXES IN EXCESS OF TREATY	446.	0.		0.
FOREIGN TAXES PAID	5,266.	5,266.		0.
TO FORM 990-PF, PG 1, LN 18	20,712.	5,266.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES - MORGAN STANLEY	859.	859.		0.
FOUNDATION EXPENSES	611.	0.		611.
TELEPHONE EXPENSE - BESSEMER	923.	0.		923.
PARTNERSHIP INVESTMENT EXPENSES	53,929.	53,929.		0.
PARTNERSHIP NONDEDUCTIBLE	57.	0.		0.
PARTNERSHIP FOREIGN TAXES PAID	6,936.	6,936.		0.
TO FORM 990-PF, PG 1, LN 23	63,315.	61,724.		1,534.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
NET PARTNERSHIP RECEIPTS CONTRIBUTIONS FOR TAX BASIS	621,298.
TOTAL TO FORM 990-PF, PART III, LINE 5	621,298.

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		1,713,722.	1,658,164.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,713,722.	1,658,164.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,713,722.	1,658,164.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US LARGE CAP - BESSEMER SEE ATTACHED	3,952,514.	4,892,246.
LARGE CAP STRATEGIES	1,950,000.	2,200,666.
GLOBAL SMALL & MID CAP BESSEMER SEE ATTACHED	2,341,800.	3,720,778.
GLOBAL OPPORTUNITIES-BESSEMER SEE ATTACHED	2,637,299.	2,887,652.
REAL RETURN COMMODOTIES-BESSEMER SEE ATTACHED	702,948.	593,068.
GLOBAL STOCKS-MORGAN STANLEY SEE ATTACHED	1,167,780.	1,450,699.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,752,341.	15,745,109.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED CORP BDS - BESSEMER SEE ATTACHED	1,286,022.	1,294,540.
INTERNATIONAL - BESSEMER SEE ATTACHED	399,510.	408,339.
TAXABLE MUNICIPAL - BESSEMER SEE ATTACHED	100,000.	103,698.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,785,532.	1,806,577.

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	147,066.	237,325.
ALT INV-FIFTH AVE OFFSHORE GLOBAL EQ- SEE ATTACHED	COST	333,500.	611,885.
ALT INV-FIFTH AVE OFFSHORE SPEC SIT A - SEE ATTACHED	COST	350,000.	541,256.
ALT INV-GREEN SPRING 1 - SEE ATTACHED	COST	224,967.	246,740.
ALT INV-GREEN SPRING 2 - SEE ATTACHED	COST	368,893.	604,502.
ALT INV-SANDERSON INT'L FD - SEE ATTACHED	COST	2,637,296.	3,350,356.
EUROPEAN MEZZANINE FUND OFFSHORE - SEE ATTACHED	COST	0.	55,747.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,061,722.	5,647,811.

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

Entity	Activity	Tax Type	Amount	2013 Ordinary	2013 1231 G (L)	Total	Allocate the Disallowed PAL to Ent	Ordinary	Rental	Oth Rent	Other Ded	Oth Inc	1231 Inc	Totals	Activity
	Passive Entities Income (Losses)														
Greenspring 1	Act A	Ordinary Income	-	-		-		-						-	Act A
		1231 gain loss	-		-	-							-		
Greenspring 2	Act B	Ordinary Income	(13)	(13)		(13)		(13)						(13)	Act B
	Act B	1231 gain loss			-	-							-		
OWGlobal RE Fd	Act C	Ordinary Income	(166)	(166)		(166)		(166)						2,073	Act C
	Act C	Net Rental	(1,411)	(1,411)		(1,411)			(1,411)						
	Act C	Cancellation of Debt		-		-						-			
	Act C	Involuntary Conversion		-		-						-			
	Act C	1231 gain loss	4,071		4,071	4,071							4,071		
	Act C	Sec 59 (e)(2)	(421)	(421)		(421)					(421)				
Sanderson Int'l	Act D	Ordinary Income	-	-		-		-						-	Act D
	Act D	1231 gain loss	-		-	-							-		
Total Passive Activity Income (Loss) for Current Year			2,060	(2,011)	4,071	2,060	-	(179)	(1,411)	-	(421)	-	4,071		
				2,060										2,060	

-	(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 2014 -

Summary

-	Act A PAL	Greenspring 1
(13)	Act B PAL	Greenspring 2
2,073	Act C PAL	OWGlobal RE Fd
	Act D PAL	Sanderson Int'l
2,060		

Brown Fdn is a Corporation which uses Form 8810 for Passive Activity Limitations

Bessemer Trust

Account Summary

Report dated December 31, 2013
Amortized tax cost
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	$3,502,362	$3,467,849	100 0%	($34,511)	(1 0%)	$74,485	2 15%
Total	**$3,502,362**	**$3,467,849**	**100.0%**	**($34,511)**	**(1 0%)**	**$74,485**	**2.15%**

Account Analysis

Report dated December 31, 2013
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 FI FIXED						
INCOME						
CASH	$108	$108	0 0%	0 0%	$0	0 00%
CASH EQUIVALENTS	$3,000	$3,000	0 1%	0 1%	$0	0 00%
US GOVT AND AGENCY BONDS	$1,713,722	$1,658,164	47 8%	47 8%	$37,962	2 29%
CORPORATE BONDS	$1,286,022	$1,294,540	37 3%	37 3%	$22,954	1 77%
INTERNATIONAL BONDS	$399,510	$408,339	11.8%	11 8%	$10,650	2 61%
TAXABLE MUNICIPAL BONDS	$100,000	$103,698	3 0%	3 0%	$2,919	2 81%
Total FIXED INCOME	**$3,502,362**	**$3,467,849**	**100.0%**	**100.0%**	**$74,485**	**2.15%**
Total	**$3,502,362**	**$3,467,849**		**100.0%**	**$74,485**	**2.15%**

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

Account Details

Report dated December 31, 2013
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN FI

FIXED INCOME

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 - 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		108 510	$0.00	$108	$0 000	$108	0 0%	$0	$0	0 00%
Total CASH					**$108**		**$108**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	3,000 000	$1 00	$3,000	$1 000	$3,000	0 1%	$0	$0	0 00%
Total CASH EQUIVALENTS					**$3,000**		**$3,000**	**0.1%**	**$0**	**$0**	**0.00%**
Total Fixed Income - CASH AND SHORT TERM					**$3,108**		**$3,108**	**0.1%**	**$0**	**$0**	**0.00%**
US GOVT AND AGENCY BONDS											
153889	FEDERAL NATL MTG ASSN 5 000% 04/15/2015	31359MA45	100,000 000	$113 80	$113,798	$106 060	$106,060	3.1%	($7,738)	$5,000	4 71%
109685	FED NATL MTG ASSOC 09/28/2015	3135G0NV1	75,000 000	$100 06	$75,048	$100 176	$75,132	2 2%	$84	$375	0 50%
110489	US TREASURY NOTE 12/15/2015	912828UC2	700,000 000	$99 56	$696,939	$99 777	$698,439	20 1%	$1,499	$1,750	0 25%
111417	FEDERAL HOME LOAN BANK 12/28/2016	3130A0C65	90,000 000	$99 73	$89,757	$99 580	$89,622	2 6%	($134)	$562	0 63%
109294	FED NATL MTG ASSOC 01/30/2017	3135G0GY3	160,000 000	$101 43	$162,291	$101 202	$161,924	4 7%	($366)	$2,000	1 24%
108010	US TREASURY BONDS 7 250% 08/15/2022	912810EM6	390,000 000	$147 66	$575,889	$135 125	$526,987	15 2%	($48,902)	$28,275	5 37%
Total US GOVT AND AGENCY BONDS					**$1,713,722**		**$1,658,164**	**47.8%**	**($55,557)**	**$37,962**	**2.29%**
CORPORATE BONDS											
200567	PROCTER & GAMBLE CO 02/15/2015	742718DM8	100,000 000	$99 58	$99,580	$103 309	$103,309	3.0%	$3,729	$3,500	3 39%
205520	JPMORGAN CHASE & CO FRN 09/22/2015	46623EJB6	163,000 000	$101 82	$165,961	$101 237	$165,017	4 8%	($943)	$2,234	1 35%
202499	CELGENE CORP 10/15/2015	151020AD6	100,000 000	$99.95	$99,954	$102 729	$102,729	3 0%	$2,775	$2,450	2 38%
205427	ANHEUSER-BUSCH INBEV FIN 01/15/2016	035242AD8	100,000 000	$99.99	$99,994	$99 931	$99,931	2 9%	($63)	$800	0 80%
205698	TOYOTA MOTOR CREDIT CORP 05/17/2016	89236TAL9	100,000 000	$99 89	$99,886	$100 107	$100,107	2 9%	$221	$800	0 80%
204235	COCA-COLA CO 09/01/2016	191216AU4	100,000 000	$102 80	$102,802	$102 402	$102,402	3.0%	($400)	$1,800	1 76%

Account Details

Report dated December 31, 2013
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN FI FIXED

INCOME

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
CORPORATE BONDS											
204296	GENERAL ELEC CAP CORP 01/09/2017	36962G5N0	125,000 000	$103 17	$128,966	$104 397	$130,496	3 8%	$1,530	$3,625	2 78%
204396	BB&T CORPORATION 03/22/2017	05531FAK9	100,000 000	$103 02	$103,018	$101 105	$101,105	2 9%	($1,913)	$2,150	2 13%
204412	AMERICAN EXPRESS CREDIT 03/24/2017	0258M0DD8	97,000 000	$99 73	$96,737	$102 788	$99,704	2 9%	$2,967	$2,303	2 31%
204525	BERKSHIRE HATHAWAY FIN 05/15/2017	084664BS9	100,000 000	$99 92	$99,923	$100 964	$100,964	2.9%	$1,041	$1,600	1 58%
204662	PEPSICO INC 08/13/2017	713448CB2	100,000 000	$99 48	$99,484	$98 929	$98,929	2 9%	($555)	$1,250	1 26%
205611	APPLE INC FRN 05/03/2018	037833AG5	90,000 000	$99.69	$89,717	$99 830	$89,847	2 6%	$130	$442	0 49%
Total CORPORATE BONDS					**$1,286,022**		**$1,294,540**	**37.3%**	**$8,519**	**$22,954**	**1.77%**
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN 03/21/2014	822582AF9	100,000 000	$99 97	$99,973	$100 794	$100,794	2.9%	$821	$4,000	3 97%
603555	CA ONTARIO (PROVINCE OF) 06/16/2015	6832348Y7	200,000 000	$99 95	$199,908	$103 289	$206,578	6 0%	$6,670	$5,400	2 61%
605434	KFW 02/15/2017	500769EY6	100,000 000	$99 63	$99,629	$100 967	$100,967	2 9%	$1,338	$1,250	1 24%
Total INTERNATIONAL BONDS					**$399,510**		**$408,339**	**11.8%**	**$8,829**	**$10,650**	**2.61%**
TAXABLE MUNICIPAL BONDS											
310846	MARYLAND ST COP TAXABLE 09/01/2015	574195PF4	100,000 000	$100 00	$100,000	$103 698	$103,698	3 0%	$3,698	$2,919	2 81%
Total TAXABLE MUNICIPAL BONDS					**$100,000**		**$103,698**	**3.0%**	**$3,698**	**$2,919**	**2.81%**
Total FIXED INCOME					**$3,502,362**		**$3,467,849**	**100.0%**	**($34,511)**	**$74,485**	**2.15%**
Total					**$3,502,362**		**$3,467,849**		**($34,511)**	**$74,485**	**2.15%**

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Account Summary

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	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
W L LYONS BROWN JR CHAR FDN							
CASH AND SHORT TERM	$400,364	$400,364	2 5%	$0	0 0%	$40	0 01%
LARGE CAP CORE - U S	$3,952,514	$4,892,246	30 4%	$939,716	23 8%	$89,468	1 83%
LARGE CAP STRATEGIES	$1,950,000	$2,200,666	13.7%	$250,666	12 9%	$14,647	0 67%
SMALL & MID CAP	$2,341,800	$3,720,778	23 1%	$1,378,977	58 9%	$28,804	0 77%
STRATEGIC OPPORTUNITIES	$2,637,299	$2,887,652	18 0%	$250,353	9 5%	$98,326	3 41%
REAL RETURN/COMMODITIES	$702,948	$593,068	3 7%	($109,879)	(15 6%)	$1,639	0 28%
ALTERNATIVE INVESTMENTS	$830,566	$1,390,466	8 6%	$453,783	48 4%	$0	0 00%
Total	**$12,815,491**	**$16,085,240**	**100.0%**	**$3,163,616**	**24.5%**	**$232,924**	**1.45%**

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Account Analysis

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Amortized tax cost
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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 CASH AND SHORT TERM						
CASH	$64	$64	0 0%	0 0%	$0	0 00%
CASH EQUIVALENTS	$400,300	$400,300	100 0%	2 5%	$40	0 01%
Total CASH AND SHORT TERM	**$400,364**	**$400,364**	**100.0%**	**2.5%**	**$40**	**0.01%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$819,903	$972,260	19 9%	6 0%	$19,804	2 04%
INDUSTRIALS	$433,248	$508,471	10 4%	3.2%	$9,542	1 88%
TELECOM SERVICES	$88,490	$77,395	1 6%	0 5%	$5,248	6 78%
HEALTH CARE	$870,832	$1,113,267	22 8%	6 9%	$13,260	1.19%
FINANCIALS	$449,857	$599,580	12 3%	3 7%	$7,593	1 27%
CONSUMER STAPLES	$252,846	$366,013	7 5%	2 3%	$9,006	2 46%
CONSUMER DISCRETIONARY	$650,621	$819,455	16 8%	5 1%	$12,235	1 49%
ENERGY	$174,408	$214,363	4 4%	1 3%	$6,912	3 22%
UTILITIES	$212,309	$221,442	4 5%	1 4%	$5,868	2.65%
Total LARGE CAP CORE - U.S.	**$3,952,514**	**$4,892,246**	**100.0%**	**30.4%**	**$89,468**	**1.83%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$1,950,000	$2,200,666	100 0%	13 7%	$14,647	0 67%
Total LARGE CAP STRATEGIES	**$1,950,000**	**$2,200,666**	**100.0%**	**13.7%**	**$14,647**	**0.67%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$2,341,800	$3,720,778	100 0%	23 1%	$28,804	0 77%
Total SMALL & MID CAP	**$2,341,800**	**$3,720,778**	**100.0%**	**23.1%**	**$28,804**	**0.77%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$2,637,299	$2,887,652	100 0%	18 0%	$98,326	3 41%
Total STRATEGIC OPPORTUNITIES	**$2,637,299**	**$2,887,652**	**100.0%**	**18.0%**	**$98,326**	**3.41%**
REAL RETURN/COMMODITIES						
REAL RETURN FUNDS	$702,948	$593,068	100 0%	3 7%	$1,639	0 28%
Total REAL RETURN/COMMODITIES	**$702,948**	**$593,068**	**100.0%**	**3.7%**	**$1,639**	**0.28%**
ALTERNATIVE INVESTMENTS						

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Account Analysis

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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						
REAL ESTATE FUNDS	$253,182	$237,325	17 1%	1 5%	$0	0 00%
HEDGE FUNDS	$683,500	$1,153,141	82 9%	7 2%	$0	0 00%
Total ALTERNATIVE INVESTMENTS	**$936,682**	**$1,390,466**	**100.0%**	**8.6%**	**$0**	**0.00%**
Total	**$12,921,607**	**$16,085,240**		**100.0%**	**$232,924**	**1.45%**

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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 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		64 270	$0.00	$64	$0 000	$64	0.0%	$0	$0	0 00%
Total CASH					**$64**		**$64**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	400,300 000	$1 00	$400,300	$1 000	$400,300	100 0%	$0	$40	0 01%
Total CASH EQUIVALENTS					**$400,300**		**$400,300**	**100.0%**	**$0**	**$40**	**0.01%**
Total CASH AND SHORT TERM					**$400,364**		**$400,364**	**100.0%**	**$0**	**$40**	**0.01%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
806047	APPLE INC	037833100	490 000	$485 48	$237,887	$561 018	$274,899	5 6%	$37,012	$5,978	2 17%
842450	INTERNATIONAL BUS MACHINES	459200101	980 000	$196.01	$192,088	$187 569	$183,818	3 8%	($8,269)	$3,724	2 03%
867793	QUALCOMM INC	747525103	2,955 000	$64.31	$190,030	$74 250	$219,408	4 5%	$29,378	$4,137	1 89%
902312	ACCENTURE PLC CL A	G1151C101	1,320 000	$57 56	$75,980	$82 220	$108,530	2 2%	$32,550	$2,455	2 26%
904587	AVAGO TECHNOLOGIES	Y0486S104	3,510 000	$35 30	$123,918	$52 879	$185,605	3 8%	$61,686	$3,510	1 89%
Total INFORMATION TECHNOLOGY					**$819,903**		**$972,260**	**19.9%**	**$152,357**	**$19,804**	**2.04%**
INDUSTRIALS											
822050	CUMMINS INC	231021106	500 000	$130 01	$65,005	$140 970	$70,485	1 4%	$5,479	$1,250	1 77%
841546	ILLINOIS TOOL WORKS INC	452308109	1,935 000	$67 81	$131,212	$84 080	$162,694	3 3%	$31,482	$3,250	2 00%
882670	UNION PACIFIC CORP	907818108	1,050 000	$158 73	$166,665	$168 000	$176,400	3 6%	$9,734	$3,318	1 88%
904606	NIELSEN HOLDINGS BV	N63218106	2,155 000	$32 65	$70,366	$45 890	$98,892	2 0%	$28,526	$1,724	1 74%
Total INDUSTRIALS					**$433,248**		**$508,471**	**10.4%**	**$75,221**	**$9,542**	**1.88%**
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	2,430 000	$36 42	$88,490	$31 850	$77,395	1 6%	($11,094)	$5,248	6 78%

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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 LARGE											
CAP CORE - U.S.											
TELECOM SERVICES											
Total TELECOM SERVICES					**$88,490**		**$77,395**	**1.6%**	**($11,094)**	**$5,248**	**6.78%**
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	2,390 000	$44 23	$105,719	$68 590	$163,930	3 4%	$58,210	$2,151	1 31%
854800	MYLAN INC	628530107	5,500 000	$42.35	$232,924	$43 400	$238,700	4 9%	$5,775	$0	0 00%
864075	PFIZER INC	717081103	7,350 000	$29 86	$219,445	$30 630	$225,130	4 6%	$5,684	$7,644	3 40%
880100	THERMO FISHER SCIENTIFIC	883556102	1,975 000	$61 03	$120,527	$111 350	$219,916	4 5%	$99,388	$1,185	0 54%
888967	ZIMMER HLDGS INC	98956P102	2,850 000	$67 44	$192,217	$93 190	$265,591	5 4%	$73,373	$2,280	0 86%
Total HEALTH CARE					**$870,832**		**$1,113,267**	**22.8%**	**$242,430**	**$13,260**	**1.19%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	2,475 000	$41 78	$103,413	$51 050	$126,348	2 6%	$22,935	$990	0 78%
817156	CITIGROUP INC	172967424	2,550 000	$35 09	$89,478	$52 110	$132,880	2 7%	$43,401	$102	0.08%
844581	KEYCORP NEW	493267108	5,100 000	$12 65	$64,515	$13 420	$68,442	1 4%	$3,927	$1,122	1 64%
854169	MORGAN STANLEY GRP INC	617446448	2,200 000	$29 15	$64,139	$31 360	$68,992	1 4%	$4,852	$440	0 64%
986524	ACE LIMITED	H0023R105	1,960 000	$65 47	$128,312	$103 530	$202,918	4 1%	$74,606	$4,939	2 43%
Total FINANCIALS					**$449,857**		**$599,580**	**12.3%**	**$149,721**	**$7,593**	**1.27%**
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	2,320 000	$42 42	$98,413	$71 570	$166,042	3.4%	$67,628	$2,552	1 54%
846942	LORILLARD INC COM	544147101	1,900 000	$44.76	$85,043	$50 680	$96,292	2 0%	$11,248	$4,180	4 34%
886461	WALGREEN CO	931422109	1,805 000	$38 44	$69,390	$57 440	$103,679	2 1%	$34,288	$2,274	2 19%
Total CONSUMER STAPLES					**$252,846**		**$366,013**	**7.5%**	**$113,164**	**$9,006**	**2.46%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	3,475 000	$44 33	$154,035	$60 320	$209,612	4 3%	$55,576	$0	0 00%
846206	L BRANDS INC	501797104	2,200 000	$57 13	$125,696	$61 850	$136,070	2.8%	$10,373	$2,640	1 94%
848064	MACY'S INC	55616P104	3,840 000	$37.44	$143,751	$53 400	$205,056	4 2%	$61,304	$3,840	1 87%

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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 LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
878468	TARGET CORP	87612E106	2,425 000	$59 06	$143,216	$63 270	$153,429	3 1%	$10,213	$4,171	2 72%
885274	VIACOM INC CL B NEW	92553P201	1,320 000	$63 58	$83,923	$87 339	$115,288	2 4%	$31,365	$1,584	1 37%
Total CONSUMER DISCRETIONARY					**$650,621**		**$819,455**	**16.8%**	**$168,831**	**$12,235**	**1.49%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	1,855 000	$55 65	$103,222	$70 650	$131,055	2.7%	$27,833	$5,119	3 91%
848843	MARATHON OIL CORP	565849106	2,360 000	$30.16	$71,186	$35 300	$83,308	1 7%	$12,121	$1,793	2 15%
Total ENERGY					**$174,408**		**$214,363**	**4.4%**	**$39,954**	**$6,912**	**3.22%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	5,240 000	$40.52	$212,309	$42 260	$221,442	4.5%	$9,132	$5,868	2 65%
Total UTILITIES					**$212,309**		**$221,442**	**4.5%**	**$9,132**	**$5,868**	**2.65%**
Total LARGE CAP CORE - U.S.					**$3,952,514**		**$4,892,246**	**100.0%**	**$939,716**	**$89,468**	**1.83%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	176,476 829	$11.05	$1,950,000	$12 470	$2,200,666	100 0%	$250,666	$14,647	0.67%
Total LARGE CAP STRATEGIES FUNDS					**$1,950,000**		**$2,200,666**	**100.0%**	**$250,666**	**$14,647**	**0.67%**
Total LARGE CAP STRATEGIES					**$1,950,000**		**$2,200,666**	**100.0%**	**$250,666**	**$14,647**	**0.67%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	216,576 141	$10.81	$2,341,800	$17 180	$3,720,778	100 0%	$1,378,977	$28,804	0 77%
Total SMALL & MID CAP FUNDS					**$2,341,800**		**$3,720,778**	**100.0%**	**$1,378,977**	**$28,804**	**0.77%**
Total SMALL & MID CAP					**$2,341,800**		**$3,720,778**	**100.0%**	**$1,378,977**	**$28,804**	**0.77%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											

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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											
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	365,525 581	$7 22	$2,637,299	$7 900	$2,887,652	100 0%	$250,353	$98,326	3 41%
Total STRATEGIC OPPORTUNITIES FUNDS					**$2,637,299**		**$2,887,652**	**100.0%**	**$250,353**	**$98,326**	**3.41%**
Total STRATEGIC OPPORTUNITIES					**$2,637,299**		**$2,887,652**	**100.0%**	**$250,353**	**$98,326**	**3.41%**
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	71,282 328	$9 86	$702,948	$8 320	$593,068	100 0%	($109,879)	$1,639	0 28%
Total REAL RETURN FUNDS					**$702,948**		**$593,068**	**100.0%**	**($109,879)**	**$1,639**	**0.28%**
Total REAL RETURN/COMMODITIES					**$702,948**		**$593,068**	**100.0%**	**($109,879)**	**$1,639**	**0.28%**
ALTERNATIVE INVESTMENTS											
REAL ESTATE FUNDS											
092700	OW GLOBAL RE FUND	5GREF1912	229,521 280	$1 10	$147,066	$1 034	$237,325	17 1%	($15,857)	$0	0 00%
Total REAL ESTATE FUNDS					**$147,066**		**$237,325**	**17.1%**	**($15,857)**	**$0**	**0.00%**
HEDGE FUNDS											
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	218 288	$1,603 39	$350,000	$2,479 550	$541,256	38 9%	$191,256	$0	0 00%
085548	5TH AVE GLBL EQ OFF FD LTD	5GEOF1922	334 194	$997 92	$333,500	$1,830 928	$611,885	44.0%	$278,384	$0	0 00%
Total HEDGE FUNDS					**$683,500**		**$1,153,141**	**82.9%**	**$469,640**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					**$830,566**		**$1,390,466**	**100.0%**	**$453,783**	**$0**	**0.00%**
Total					**$12,815,491**		**$16,085,240**		**$3,163,616**	**$232,924**	**1.45%**

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WLLB JR. CHAR FDN - GSPRING

ALTERNATIVE INVESTMENTS

EXTERNAL P/E, R/E AND VC FUNDS

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
090996	GREENSPRING GLOBAL PTRS I		1 000	$247,982 00	$224,967	TAX	$246,740				
091027	GREENSPRING GLOBAL PTRS II		1 000	$295,000 00	$368,893	TAX	$604,502				
Total EXTERNAL P/E, R/E AND VC FUNDS					**$593,860**		**$851,242**				
Total ALTERNATIVE INVESTMENTS					**$593,860**		**$851,242**				
Total					**$593,860**		**$851,242**				

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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
WLLB JR. CHAR FDN - NON-US											
NON U.S.											
EXTERNAL INTERNATIONAL FUNDS											
901989	SANDERSON INTL VALUE FD		82,211 489		$2,637,296	$40 753	$3,350,356				
Total EXTERNAL INTERNATIONAL FUNDS					**$2,637,296**		**$3,350,356**				
Total					**$2,637,296**		**$3,350,356**				

Account Summary

Investment Management Services Basic Securities Acct.

**W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION**

BALANCE SHEET (^ includes accrued interest)

	This Period (as of 12/31/13)
Cash, BDP, MMFs	$50,215.36
Stocks	1,450,699.07
Total Assets	**$1,500,914.43**
Cash, BDP, MMFs (Debit)	—
Total Liabilities (outstanding balance)	—
TOTAL VALUE	**$1,500,914.43**

INCOME SUMMARY

	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
Qualified Dividends	$2,119.36	$32,907.92
Other Dividends	—	1,905.93
Long Term Capital Gains Distributions	—	—
Interest	—	—
Other Income	—	—
Total Taxable Income	**$2,119.36**	**$34,813.85**
Dividends	—	—
Interest	—	—
Other Income	—	—
Total Tax-Exempt Income	—	—
TOTAL INCOME	**$2,119.36**	**$34,813.85**

Taxable and tax exempt income classifications are based on the characteristics of the underlying securities and not the taxable status of the account.

CASH FLOW

	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
OPENING CASH, BDP, MMFs	**$35,503.03**	**$41,438.66**
Purchases	(19,624.42)	(308,269.77)
Sales and Redemptions	11,187.42	285,130.88
Income	2,119.36	34,814.19
Total Investment Related Activity	**$(6,317.64)**	**$11,675.30**
Electronic Transfers-Credits	21,175.00	21,175.00
Other Debits	(145.03)	(24,073.60)
Total Cash Related Activity	**$21,029.97**	**$(2,898.60)**
CLOSING CASH, BDP, MMFs	**$50,215.36**	**$50,215.36**

GAIN/(LOSS) SUMMARY

	Realized This Period (12/1/13-12/31/13)	Realized This Year (1/1/13-12/31/13)	Unrealized Inception to Date (as of 12/31/13)
Short-Term Gain	—	$8,073.13	$37,134.52
Short-Term (Loss)	—	(5,352.73)	(5,489.09)
Total Short-Term	—	**$2,720.40**	**$31,645.43**
Long-Term Gain	4,712.88	56,236.23	315,164.31
Long-Term (Loss)	—	(49,545.42)	(63,996.42)
Total Long-Term	**$4,712.88**	**$6,690.81**	**$251,167.89**
TOTAL GAIN/(LOSS)	**$4,712.88**	**$9,411.21**	**$282,813.32**

Gain/(Loss) Summary information is provided for informational purposes only and should not be used for tax preparation. This information may change due to basis adjustments.
Refer to the Gain/(Loss) Information in the Expanded Disclosures for additional information.

Account Summary

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

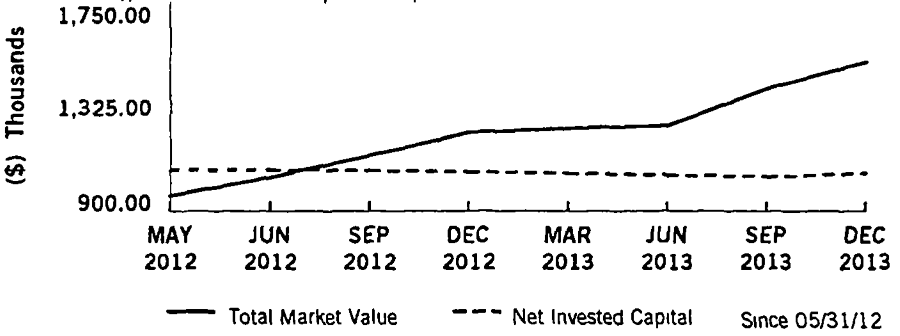
CHANGE IN VALUE OF YOUR ACCOUNTS (includes accrued interest)

	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
TOTAL BEGINNING VALUE	**$1,455,568.27**	**$1,218,712.04**
Credits	21,175.00	21,175.00
Debits	(145.03)	(24,073.60)
Security Transfers	—	—
Net Credits/Debits/Transfers	**$21,029.97**	**$(2,898.60)**
Change in Value	**24,316.19**	**285,100.99**
TOTAL ENDING VALUE	**$1,500,914.43**	**$1,500,914.43**

Net Credits / Debits include investment advisory fees as applicable. See Activity section for details.

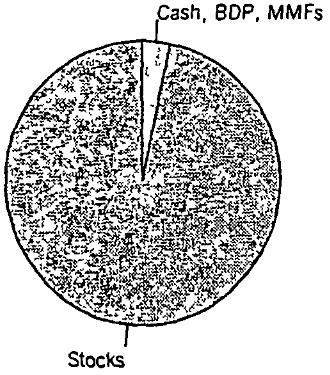
CHANGE IN VALUE OVER TIME

The display of market value (total account value) and net invested capital (total amount invested minus total withdrawn), demonstrates the impact of deposits and withdrawals.



This graph does not reflect corrections to Net Invested Capital or Market Value made subsequent to the dates depicted. It may also exclude transactions in Annuities or where we are not the custodian, which could delay the reporting of Market Value or affect the Net Invested Capital.

ALLOCATION OF HOLDINGS



	Market Value	Percentage %
Cash, BDP, MMFs*	$50,215.36	3.3
Stocks	1,450,699 07	96.7
TOTAL VALUE	**$1,500,914.43**	**100.0%**

This allocation represents holdings on a trade date basis, and projected settled Cash/ BDP and MMF balances. These classifications are not intended to serve as a suitability analysis. ** FDIC rules apply and Bank Deposits are eligible for FDIC insurance but are not covered by SIPC. Cash and securities (including MMFs) are eligible for SIPC coverage. See Expanded Disclosures.*

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

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	$724.71	$327.12 LT		
	9/22/08	79.000	59 752	4,720 42	8,178.87	3,458.45 LT		
	12/26/08	14.000	51 680	723.52	1,449 42	725.90 LT		
	Total	100.000		5,841.53	**10,353.00**	4,511.47 LT	252 00	2.43
Share Price. $103.530; Next Dividend Payable 01/2014								
AIA GROUP LTD, HONG (AAIGF)	12/9/10	4,005.000	2.900	11,615.70	20,092.76	8,477.06 LT		
	10/7/11	735.000	3.099	2,277.77	3,687.43	1,409.66 LT		
	Total	4,740.000		13,893 47	**23,780.20**	9,886.72 LT	—	—
Share Price: $5.017								
AKZO NOBEL NV ADR (AKZOY)	5/12/09	145.000	14.911	2,162.10	3,751.15	1,589.05 LT		
	10/16/09	183.000	22.944	4,198.77	4,734.21	535.44 LT		
	4/14/10	153.000	19.696	3,013.50	3,958 11	944.61 LT		
	11/17/10	150.000	19.712	2,956 76	3,880.50	923.74 LT		
	3/16/11	144.000	21.367	3,076 87	3,725.28	648.41 LT		
	8/15/12	150.000	18.157	2,723.54	3,880.50	1,156.96 LT		
	8/7/13	180 000	19.920	3,585.60	4,656.60	1,071.00 ST		
	Total	1,105.000		21,717.14	**28,586.35**	5,798 21 LT 1,071.00 ST	571.29	1.99
Share Price: $25.870								
ALGETA ASA (ALGZF)	11/1/13	181.000	42.910	7,766.71	**10,704.53**	2,937.82 ST	—	—
Share Price: $59.141								
ALSTOM-REGROUPEMENT-ORDSHR (AOMFF)	6/7/10	100 000	44.608	4,460.84	3,648.12	(812.72) LT		
	1/27/11	59.000	57.605	3,398.67	2,152.39	(1,246.28) LT		
	12/16/11	81.000	29 106	2,357.55	2,954.98	597.43 LT		
	Total	240.000		10,217.06	**8,755.49**	(1,461.57) LT	—	—
Share Price: $36.481								
AVIVA PLC 25P ORD (AIVAF)	4/12/07	366.000	15.226	5,572.61	2,726.02	(2,846.59) LT		
	5/31/07	46.000	16.050	738.30	342.61	(395.69) LT		
	7/5/07	9 000	15.500	139.50	67.03	(72.47) LT		
	8/3/07	356.000	13.709	4,880.33	2,651 54	(2,228 79) LT		
	9/6/07	248.000	14.226	3,528.15	1,847.14	(1,681 01) LT		
	12/26/08	61.000	5 750	350.75	454.33	103.58 LT		
	6/5/09	472.000	5.684	2,682.75	3,515.52	832.77 LT		
	1/25/11	420.000	7.029	2,951.97	3,128.22	176 25 LT		
	8/31/11	394.000	5.505	2,169.01	2,934.57	765.56 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,372.000		23,013.37	**17,667.01**	(5,346 39) LT	—	—
Share Price: $7.448								
AXA ADS (AXAHY)	8/20/02	69.000	14.386	992.66	1,924.41	931.75 LT		
	11/4/04	65.000	22.550	1,465.75	1,812.85	347.10 LT		
	6/3/05	140.000	24.360	3,410.40	3,904.60	494 20 LT		
	10/28/05	27.000	28.290	763.83	753 03	(10.80) LT		
	5/31/07	53.000	43.710	2,316.63	1,478.17	(838.46) LT		
	7/5/07	11.000	43.720	480 92	306 79	(174.13) LT		
	11/20/08	21 000	14.370	301.77	585 69	283.92 LT		
	12/26/08	24.000	21.440	514.56	669.36	154.80 LT		
	3/20/09	133.000	12.646	1,681 97	3,709 37	2,027.40 LT		
	1/25/11	111.000	20.836	2,312.80	3,095.79	782.99 LT		
	8/31/11	171.000	15.968	2,730 61	4,769 19	2,038.58 LT		
	1/11/13	175.000	18.361	3,213 18	4,880.75	1,667.57 ST		
	Total	1,000.000		20,185 08	**27,890.00**	6,037 35 LT 1,667.57 ST	766.00	2.74
Share Price. $27 890								
BAE SYS PLC SPON ADR (BAESY)	2/22/05	24 000	19.312	463.50	702.96	239.46 LT		
	6/3/05	115.000	20 150	2,317.25	3,368.35	1,051.10 LT		
	9/26/05	11.000	23.800	261.80	322.19	60.39 LT		
	10/28/05	49.000	23.100	1,131.90	1,435.21	303.31 LT		
	5/31/07	78.000	36.200	2,823.60	2,284.62	(538.98) LT		
	7/5/07	16 000	33.450	535.20	468.64	(66.56) LT		
	11/20/08	26.000	18 450	479.70	761.54	281.84 LT		
	12/26/08	29.000	20.950	607.55	849.41	241.86 LT		
	Total	348.000		8,620.50	**10,192.92**	1,572 42 LT	416.21	4.08
Share Price: $29.290								
BAYER AG SPON ADR (BAYRY)	10/12/11	67.000	61.484	4,119 46	9,514.00	5,394.54 LT		
	1/25/12	47.000	68.212	3,205 95	6,674.00	3,468.05 LT		
	6/1/12	76.000	60.776	4,618 99	10,792.00	6,173.01 LT		
	8/29/12	34.000	77.744	2,643.31	4,828 00	2,184.69 LT		
	Total	224 000		14,587.71	**31,808.00**	17,220.29 LT	404.32	1.27
Share Price· $142.000								
BILFINGER BERGER AG (BFLBF)	11/20/13	65.000	112.500	7,312 50	**7,302.28**	(10.22) ST	—	—
Share Price: $112.343								

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BNP PARIBAS SP ADR REPSTG (BNPQY)	5/31/12	312 000	15.672	4,889.57	12,230.40	7,340 83 LT		
	6/1/12	577.000	16.035	9,252.14	22,618.40	13,366.26 LT		
	11/1/13	86.000	37.216	3,200 57	3,371.20	170.63 ST		
	Total	975.000		17,342.28	**38,220.00**	20,707.09 LT 170.63 ST	662.03	1.73
Share Price. $39.200								
BP PLC ADS (BP)	12/20/04	172.000	58.895	10,129.93	8,360.92	(1,769.01) LT		
	6/3/05	45.000	60.980	2,744.10	2,187.45	(556.65) LT		
	10/28/05	16.000	65.900	1,054.40	777.76	(276.64) LT		
	5/31/07	30.000	67.210	2,016.30	1,458.30	(558.00) LT		
	7/5/07	6.000	72.930	437.58	291.66	(145.92) LT		
	11/20/08	15.000	40.320	604.80	729.15	124.35 LT		
	12/26/08	17.000	44.360	754.12	826.37	72.25 LT		
	8/29/12	65 000	42.165	2,740.75	3,159.65	418.90 LT		
	Total	366.000		20,481.98	**17,791.26**	(2,690.72) LT	834.48	4.69
Share Price. $48.610								
CARILLION PLC 50P ORD (CIOIF)	7/13/11	969.000	6.079	5,890.55	5,304.20	(586 35) LT		
	2/29/12	596.000	5.190	3,092 94	3,262.44	169.50 LT		
	Total	1,565.000		8,983.49	**8,566.65**	(416.85) LT	—	—
Share Price: $5.474								
CHEUNG KONG HOLDINGS ADR (CHEUY)	6/3/05	152.000	9.200	1,398.40	2,403.12	1,004.72 LT		
	10/28/05	102.000	10 350	1,055.70	1,612.62	556.92 LT		
	5/31/07	197.000	13.050	2,570.85	3,114.57	543.72 LT		
	7/5/07	40.000	13.200	528.00	632.40	104.40 LT		
	11/20/08	60.000	8.200	492 00	948.60	456.60 LT		
	12/26/08	67.000	9.500	636 50	1,059.27	422.77 LT		
	Total	618.000		6,681.45	**9,770.58**	3,089.13 LT	225.57	2.30
Share Price. $15.810								
CHINA MOBILE LTD (CHL)	5/29/09	36.000	48.988	1,763.57	1,882.44	118.87 LT		
	3/30/11	145.000	46.207	6,700.06	7,582.05	881.99 LT		
	Total	181.000		8,463.63	**9,464.49**	1,000.86 LT	364.72	3.85
Share Price: $52.290								
CHINA SHENHUA ENERGY LTD ADR (CSUAY)	11/21/13	531.000	13.545	7,192.50	**6,690.60**	(501.90) ST	271.34	4.05
Share Price: $12.600								

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CHINA TELECOM LTD (CHA)	2/11/09	11.000	36.503	401.53	556.27	154 74 LT		
	4/1/09	71 000	43.524	3,090.17	3,590.47	500.30 LT		
	6/1/09	100 000	50 468	5,046.81	5,057.00	10.19 LT		
	7/31/12	117.000	53.170	6,220.91	5,916.69	(304.22) LT		
	8/13/13	68 000	51.039	3,470.65	3,438 76	(31.89) ST		
	10/22/13	67.000	54.698	3,664.77	3,388 19	(276.58) ST		
	Total	434.000		21,894.84	**21,947.38**	361.01 LT (308.47) ST	427 92	1.94
Share Price: $50.570								
COMMERZBANK AG NEW (CRZBF)	9/4/13	573 000	11.600	6,646.80	**9,208.11**	2,561.31 ST	—	—
Share Price· $16.070								
CREDIT AGRICOLE SA UNSP ADR (CRARY)	8/18/10	647.000	6.817	4,410.53	4,153.74	(256.79) LT		
	1/20/11	632.000	7 172	4,532.70	4,057.44	(475.26) LT		
	9/2/11	680.000	4.541	3,087.81	4,365.60	1,277.79 LT		
	9/29/11	770.000	3 819	2,940.78	4,943 40	2,002.62 LT		
	Total	2,729.000		14,971.82	**17,520.18**	2,548.36 LT	—	—
Share Price. $6.420								
CREDIT SUISSE GROUP (CS)	7/1/11	93.000	38.467	3,577.41	2,886.72	(690.69) LT		
	8/31/11	116 000	28.168	3,267.53	3,600.64	333.11 LT		
	9/29/11	100.000	27.013	2,701.30	3,104.00	402.70 LT		
	3/28/12	100.000	28.556	2,855.59	3,104.00	248.41 LT		
	5/16/12	130.000	19.711	2,562.45	4,035.20	1,472.75 LT		
	6/1/12	348.000	18.534	6,449.66	10,801.92	4,352.26 LT		
	8/29/12	145.000	18.275	2,649.92	4,500.80	1,850.88 LT		
	Total	1,032.000		24,063 86	**32,033.28**	7,969.42 LT	109.39	0.34
Share Price: $31.040								
CRH PLC ADR (CRH)	5/6/09	147.000	25.282	3,716.39	3,755.85	39.46 LT		
	7/2/09	119 000	22 274	2,650.57	3,040.45	389 88 LT		
	8/27/10	166 000	15.619	2,592.79	4,241.30	1,648.51 LT		
	8/15/12	170 000	17.762	3,019.46	4,343.50	1,324.04 LT		
	Total	602.000		11,979 21	**15,381.10**	3,401.89 LT	490 63	3.18
Share Price: $25.550								
DBS GROUP HOLDINGS LTD SP (DBSDY)	5/31/07	13 000	63.400	824.20	705.51	(118.69) LT		
	7/5/07	5 000	59.900	299 50	271 35	(28 15) LT		
	11/20/08	13.000	23.000	299 00	705.51	406.51 LT		
	12/26/08	14.000	25.440	356 16	759.78	403.62 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	2/25/09	132 000	20.785	2,743.58	7,163.64	4,420 06 LT		
	4/23/09	162 000	24.094	3,903.29	8,791.74	4,888.45 LT		
	Total	339.000		8,425.73	**18,397.53**	9,971 80 LT	587 83	3.19
Share Price: $54 270								
DEUTSCHE LUFTHANSA ADR (DLAKY)	6/29/11	203.000	21.765	4,418.31	4,341.35	(76 96) LT		
	10/26/11	193.000	14.299	2,759.78	4,127.49	1,367.71 LT		
	12/16/11	203.000	11.744	2,383.95	4,341.35	1,957.40 LT		
	9/4/13	276.000	16.799	4,636.63	5,902.53	1,265.90 ST		
	10/22/13	142.000	19.875	2,822.22	3,036.81	214 59 ST		
	Total	1,017.000		17,020.89	**21,749.56**	3,248.15 LT 1,480.49 ST	—	—
Share Price. $21.386								
DEUTSCHE POST AG ORD (DPSTF)	6/6/05	22.000	23.670	520.74	805.92	285.18 LT		
	9/27/05	31.000	23.260	721.06	1,135.61	414.55 LT		
	10/28/05	43.000	22.331	960.23	1,575.20	614.97 LT		
	5/31/07	83.000	32.150	2,668.45	3,040.51	372.06 LT		
	7/5/07	17.000	31.800	540.60	622.75	82.15 LT		
	12/26/08	45.000	15.750	708.75	1,648.47	939.72 LT		
	Total	241.000		6,119.83	**8,828.49**	2,708.63 LT	—	—
Share Price: $36.633								
EMBRAER S A ADR (ERJ)	5/31/07	4.000	48.590	194.36	128.72	(65.64) LT		
	7/5/07	13.000	48.580	631.54	418 34	(213.20) LT		
	11/20/08	17.000	12.590	214.03	547.06	333.03 LT		
	12/26/08	19.000	14.980	284.62	611.42	326.80 LT		
	1/18/13	112.000	27.618	3,093.26	3,604.16	510.90 ST		
	12/4/13	120.000	29.713	3,565.58	3,861.60	296.02 ST		
	Total	285.000		7,983 39	**9,171.30**	380.99 LT 806.92 ST	23.08	0.25
Share Price: $32.180, Next Dividend Payable 01/17/14								
ENI SPA AMER DEP RCPT (E)	4/3/01	97.000	26.316	2,552.65	4,703.53	2,150.88 LT		
	6/3/05	62.500	51.600	3,225.00	3,030.62	(194.38) LT		
	9/26/05	7.500	59.884	449.13	363.67	(85.46) LT		
	10/28/05	20.000	53.120	1,062.40	969.80	(92 60) LT		
	5/31/07	37 000	70.880	2,622.56	1,794.13	(828 43) LT		
	7/5/07	8 000	74.100	592.80	387.92	(204.88) LT		
	11/20/08	17.000	40.580	689.86	824.33	134.47 LT		

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

Account Detail

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	19.000	45.890	871.91	921.31	49.40 LT		
	8/4/11	83.000	39 673	3,292.86	4,024 67	731.81 LT		
	10/17/11	49.000	43.232	2,118 35	2,376.01	257.66 LT		
	Total	400.000		17,477.52	**19,396.00**	1,918 47 LT	924.40	4.76
Share Price: $48.490								
ENSIGN ENERGY SERVICES ORD (ESVIF)	5/10/13	584.000	15.645	9,136.45	**9,203.84**	67.39 ST	262 80	2.85
Share Price: $15 760; Next Dividend Payable 01/06/14								
ERICSSON LM TEL ADR CL B NEW (ERIC)	10/16/09	17.000	10.446	177.58	208.08	30.50 LT		
	11/20/09	552.000	10 069	5,558 03	6,756.48	1,198.45 LT		
	5/7/10	291.000	9.966	2,900.02	3,561 84	661.82 LT		
	10/6/10	258.000	10.754	2,774.45	3,157.92	383.47 LT		
	10/20/10	527.000	10 786	5,684.38	6,450.48	766.10 LT		
	6/23/11	318.000	13.199	4,197.31	3,892.32	(304.99) LT		
	Total	1,963.000		21,291.77	**24,027.12**	2,735.35 LT	577.12	2.40
Share Price: $12.240								
FLEXTRONICS INTL LTD (FLEX)	5/7/10	336.000	6 946	2,333 82	2,610.72	276.90 LT		
	10/21/10	594.000	6.182	3,672.35	4,615.38	943.03 LT		
	Total	930.000		6,006.17	**7,226.10**	1,219.93 LT	—	—
Share Price: $7.770								
GALP ENERGIA (GLPEF)	4/3/13	391 000	15.618	6,106.48	6,419.53	313.05 ST		
	6/21/13	208.000	15.850	3,296.80	3,414.99	118 19 ST		
	Total	599.000		9,403.28	**9,834.53**	431.24 ST	—	—
Share Price: $16.418								
GAM HOLDING AG NAMEN -AKT NEW (GMHLF)	11/1/13	377.000	18.900	7,125.30	**7,354.74**	229.44 ST	—	—
Share Price: $19.509								
GETINGE AB UNSPONS ADR (GNGBY)	4/17/13	200.000	29 143	5,828.62	6,832.00	1,003.38 ST		
	6/7/13	173.000	31 065	5,374.19	5,909.68	535 49 ST		
	10/15/13	111.000	31 160	3,458.76	3,791 76	333.00 ST		
	Total	484.000		14,661.57	**16,533.44**	1,871 87 ST	195.54	1.18
Share Price: $34.160								
GLAXOSMITHKLINE PLC ADS (GSK)	6/3/05	49.000	49.650	2,432.85	2,616.11	183.26 LT		
	9/26/05	4 000	51.170	204.68	213 56	8.88 LT		
	10/28/05	19 000	52.580	999 02	1,014.41	15.39 LT		
	12/12/06	91.000	52.857	4,810 01	4,858.49	48.48 LT		
	5/31/07	49.000	52.160	2,555.84	2,616.11	60.27 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

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	52.100	521.00	533.90	12.90 LT		
	11/20/08	25.000	33.250	831.25	1,334 75	503.50 LT		
	12/26/08	28 000	35.970	1,007.16	1,494.92	487.76 LT		
	6/1/12	55.000	43.680	2,402.38	2,936.45	534.07 LT		
	6/20/12	87.000	46.030	4,004.59	4,644.93	640.34 LT		
	9/11/13	77.000	51 055	3,931.21	4,111.03	179 82 ST		
	Total	494.000		23,699 99	**26,374.66**	2,494 85 LT 179.82 ST	1,190.05	4.51
Share Price: $53.390; Next Dividend Payable 01/09/14								
HEIDELBERG CEMENT ADR (HDELY)	5/31/12	495 000	8.784	4,348 03	7,613.10	3,265.07 LT		
	6/20/12	405.000	9.448	3,826.44	6,228.90	2,402.46 LT		
	10/24/12	281.000	10.516	2,955.05	4,321.78	1,366.73 LT		
	Total	1,181.000		11,129.52	**18,163.78**	7,034.26 LT	94.05	0.51
Share Price: $15.380								
HSBC HOLDINGS PLC SPON ADR NEW (HSBC)	3/30/06	11.000	83.982	923.81	606.43	(317.38) LT		
	5/31/07	27.000	92.900	2,508 30	1,488.51	(1,019.79) LT		
	7/5/07	5.000	92.020	460.10	275.65	(184.45) LT		
	11/20/08	7.000	47.010	329.07	385 91	56.84 LT		
	12/26/08	8.000	46.070	368.56	441.04	72.48 LT		
	8/18/10	98.000	51.141	5,011.83	5,402 74	390.91 LT		
	2/3/11	58 000	57.122	3,313 07	3,197.54	(115.53) LT		
	4/20/12	57.000	44.780	2,552.48	3,142.41	589.93 LT		
	Total	271 000		15,467.22	**14,940.23**	(526.99) LT	650.40	4.35
Share Price: $55.130								
HUTCHISON WHAMPOA ADR (HUWHY)	6/3/05	76.890	17.600	1,353.27	2,091.40	738.13 LT		
	10/28/05	24.967	18.601	464.40	679.10	214.70 LT		
	5/31/07	49.935	19.360	966.75	1,358.23	391.48 LT		
	7/5/07	9 987	19.960	199.34	271.64	72.30 LT		
	11/20/08	17.477	8 840	154.50	475.37	320.87 LT		
	12/26/08	19.974	10.260	204.94	543.29	338.35 LT		
	5/6/09	179.770	12.129	2,180.41	4,889.74	2,709.33 LT		
	Total	379 000		5,523.61	**10,308.80**	4,785 16 LT	181.54	1 76
Share Price: $27.200								
ICICI BANK LTD (IBN)	10/28/09	169.000	34.073	5,758.34	**6,281.73**	523.39 LT	112.72	1.79
Share Price: $37.170								

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Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INFINEON TECHNOLOGIES AG (IFNNY)	8/30/12	774.000	6.983	5,404.46	8,374.68	2,970.22 LT		
	9/7/12	907.000	7 151	6,486.23	9,813.74	3,327 51 LT		
	Total	1,681 000		11,890.69	**18,188.42**	6,297.73 LT	237 02	1.30
Share Price: $10.820								
ING GROEP NV ADR (ING)	11/20/08	9.000	6.950	62.55	126.09	63.54 LT		
	12/26/08	37.000	10.020	370.74	518.37	147.63 LT		
	12/17/09	564.000	6.266	3,534.17	7,901.64	4,367.47 LT		
	10/20/10	449.000	10.907	4,897.02	6,290.49	1,393.47 LT		
	4/20/12	339.000	7.306	2,476.87	4,749.39	2,272.52 LT		
	8/29/12	414.000	7.180	2,972 56	5,800.14	2,827.58 LT		
	9/7/12	742 000	8.512	6,316 20	10,395.42	4,079 22 LT		
	Total	2,554.000		20,630.11	**35,781.54**	15,151.43 LT	—	—
Share Price: $14.010								
INTESA SANPAOLO S.P.A. ADR (ISNPY)	4/2/12	509.000	10.463	5,325.76	**7,609.55**	2,283.79 LT	291.66	3.83
Share Price: $14.950								
ITOCHU CORP ADR (ITOCY)	6/30/10	101.000	15.836	1,599.41	2,519.95	920.54 LT		
	12/3/10	140.000	19.503	2,730.45	3,493.00	762.55 LT		
	1/27/11	125.000	22.252	2,781.48	3,118.75	337 27 LT		
	3/15/11	209.000	18.429	3,851.74	5,214.55	1,362.81 LT		
	Total	575.000		10,963.08	**14,346.25**	3,383.17 LT	384.10	2.67
Share Price $24.950								
KB FINANCIAL GRP INC SONS ADR (KB)	10/31/02	17.000	32.845	558.37	688 67	130 30 LT		
	11/1/04	25.000	34.232	855.80	1,012.75	156.95 LT		
	9/26/05	66.000	60.688	4,005.38	2,673.66	(1,331.72) LT		
	10/28/05	15 000	54.250	813.75	607.65	(206.10) LT		
	5/31/07	17.000	90.600	1,540.20	688.67	(851.53) LT		
	7/5/07	3.000	90.940	272.82	121.53	(151.29) LT		
	2/28/08	49 000	64.497	3,160.33	1,984 99	(1,175.34) LT		
	11/20/08	11.000	15 540	170.94	445 61	274.67 LT		
	12/26/08	13 000	26.460	343.98	526.63	182 65 LT		
	2/4/10	104 000	42.828	4,454 08	4,213.04	(241.04) LT		
	7/14/11	97.000	50.469	4,895.46	3,929.47	(965.99) LT		
	5/22/13	100.000	33.652	3,365.19	4,051.00	685.81 ST		
	7/12/13	105.000	31.541	3,311.83	4,253.55	941.72 ST		
	10/24/13	223.000	39.618	8,834.81	9,033.73	198.92 ST		

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Investment Management Services Basic Securities Acct.

**W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION**

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	845.000		36,582.94	**34,230.95**	(4,178.44) LT 1,826.45 ST	329.55	0 96
Share Price: $40.510								
KINGFISHER PLC SPONS ADR NEW (KGFHY)	5/31/07	109 000	9.950	1,084.55	1,399.56	315 01 LT		
	5/31/07	821 000	9.952	8,170 59	10,541.64	2,371 05 LT		
	7/5/07	22.000	9 250	203.50	282.48	78 98 LT		
	9/30/08	673 000	4.744	3,192.64	8,641.32	5,448.68 LT		
	11/20/08	93.000	2.960	275 28	1,194.12	918.84 LT		
	12/26/08	104.000	3 790	394 16	1,335.36	941 20 LT		
	6/22/12	203.000	8.735	1,773.21	2,606 52	833.31 LT		
	7/6/12	322.000	8 444	2,718.97	4,134 48	1,415.51 LT		
	Total	2,347.000		17,812.90	**30,135.48**	12,322 58 LT	631.34	2.09
Share Price: $12.840								
KLOECKNER & CO AG DUISBURG (KLKNF)	9/2/11	354.000	14.971	5,299.84	4,835.49	(464 35) LT		
	8/15/12	303 000	8.950	2,711.85	4,138.85	1,427.00 LT		
	9/4/13	347 000	13.552	4,702 41	4,739.88	37.47 ST		
	Total	1,004.000		12,714.10	**13,714.24**	962.65 LT 37.47 ST	—	—
Share Price: $13.660								
KONICA MINOLTA INC ADR (KNCAY)	6/5/09	74 000	22.256	1,646.96	1,472.60	(174 36) LT		
	7/1/10	235 000	19 262	4,526 57	4,676.50	149 93 LT		
	Total	309.000		6,173.53	**6,149.10**	(24.43) LT	87.14	1.41
Share Price. $19.900								
LLOYDS BANKING GROUP PLC (LYG)	6/1/12	5,010.000	1.597	8,002.97	**26,653.20**	18,650.23 LT	—	—
Share Price. $5.320								
LONZA GROUP AG CHF1 ORD (LZAGF)	5/31/07	6 000	99.750	598.50	570.75	(27 75) LT		
	7/5/07	1.000	92.600	92.60	95.13	2.53 LT		
	8/6/07	43.000	93.140	4,005.04	4,090.40	85.36 LT		
	12/26/08	6.000	90.550	543.30	570 75	27.45 LT		
	10/28/09	33 000	104.937	3,462 91	3,139.15	(323.76) LT		
	Total	89.000		8,702.35	**8,466.18**	(236.17) LT	—	—
Share Price: $95.126								
MARKS & SPENCER GRP PLC ADR (MAKSY)	11/6/09	262.000	12.318	3,227 37	3,755 51	528 14 LT		
	5/7/10	256.000	9.758	2,498.10	3,669.50	1,171.40 LT		
	12/16/10	271.000	11.993	3,250.08	3,884.51	634.43 LT		
	8/9/13	423.000	14.906	6,305.07	6,063.28	(241.79) ST		

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Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,212.000		15,280 62	**17,372.80**	2,333.97 LT (241.79) ST	592.67	3 41
Share Price: $14.334								
MERCK KGAA UNSPON ADR (MKGAY)	7/10/08	94.000	43.306	4,070 80	5,635.30	1,564.50 LT		
	11/20/08	14.000	24 500	343.00	839.30	496.30 LT		
	12/26/08	16.000	28.000	448.00	959 20	511.20 LT		
	6/3/09	110.000	31.726	3,489 86	6,594.50	3,104.64 LT		
	11/6/09	82.000	32.507	2,665.56	4,915.90	2,250 34 LT		
	1/25/10	99 000	30.977	3,066.71	5,935.05	2,868 34 LT		
	Total	415.000		14,083 93	**24,879.25**	10,795.32 LT	207.50	0.83
Share Price: $59 950								
METRO AG ORD SHS (MTAGF)	8/7/13	273 000	37.360	10,199.39	13,282.92	3,083.53 ST		
	8/9/13	100.000	38.648	3,864.78	4,865.54	1,000.76 ST		
	Total	373.000		14,064.17	**18,148.46**	4,084.29 ST	—	—
Share Price: $48.655								
MICHELIN CIE GEN DES ETABLISMN (MGDDF)	10/30/06	65 000	80.448	5,229.09	6,919.02	1,689 93 LT		
	5/31/07	27.000	131.500	3,550.50	2,874.05	(676.45) LT		
	7/5/07	5.000	141 500	707 50	532.23	(175.27) LT		
	12/26/08	10.000	51.500	515.00	1,064.46	549.46 LT		
	12/21/11	43.000	58.918	2,533.48	4,577 20	2,043.72 LT		
	9/27/12	41.000	79.000	3,239.00	4,364.30	1,125.30 LT		
	Total	191.000		15,774.57	**20,331.29**	4,556.69 LT	—	—
Share Price. $106.447								
NIKON CORP ADR (NINOY)	7/30/13	317.000	21.273	6,743 67	**6,099.08**	(644 59) ST	51 04	0.83
Share Price. $19.240								
NISSAN MTR CO LTD SPND ADR (NSANY)	1/20/11	290.000	20.620	5,979 71	4,872.00	(1,107.71) LT		
	6/29/11	157.000	21 121	3,315.98	2,637.60	(678.38) LT		
	8/3/12	128.000	18.967	2,427.79	2,150.40	(277.39) LT		
	9/28/12	167 000	17 320	2,892.41	2,805.60	(86.81) LT		
	1/11/13	219.000	19.552	4,281.78	3,679.20	(602.58) ST		
	6/17/13	212.000	20.879	4,426 37	3,561.60	(864 77) ST		
	9/9/13	160.000	20.894	3,343.01	2,688.00	(655.01) ST		
	Total	1,333.000		26,667.05	**22,394.40**	(2,150.29) LT (2,122.36) ST	619.85	2.76
Share Price: $16.800								

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NOBEL BIOCARE HOLD AG ZUERC (NBHGF)	1/11/13	795.000	9.517	7,565.62	**12,362.25**	4,796 63 ST	—	—
Share Price: $15.550								
NOVARTIS AG ADR (NVS)	10/22/08	20 000	48.907	978.14	1,607.60	629.46 LT		
	11/20/08	19.000	46.100	875.90	1,527.22	651.32 LT		
	12/26/08	21 000	47 760	1,002.96	1,687 98	685.02 LT		
	10/28/09	32 000	52 163	1,669.22	2,572.16	902.94 LT		
	Total	92.000		4,526.22	**7,394.96**	2,868.74 LT	189.24	2.55
Share Price: $80.380; Next Dividend Payable 04/2014								
ORIFLAME COSMETICS SA SPON ADR (ORFLY)	3/19/12	184.000	18.966	3,489.71	2,844.64	(645.07) LT		
	10/3/12	175.000	16.991	2,973.37	2,705.50	(267 87) LT		
	Total	359 000		6,463.08	**5,550.14**	(912.94) LT	337.46	6.08
Share Price: $15.460								
PETROLEO BRASILEIRO SA ADR (PBR'A)	9/5/08	65.000	36 541	2,375.19	954.85	(1,420.34) LT		
	11/20/08	4.000	12.885	51.54	58.76	7.22 LT		
	12/26/08	5.000	19 030	95.15	73.45	(21.70) LT		
	3/11/09	153.000	23.504	3,596.13	2,247.57	(1,348.56) LT		
	3/20/09	69.000	26.169	1,805.66	1,013 61	(792.05) LT		
	6/1/09	102.000	36.224	3,694.84	1,498 38	(2,196.46) LT		
	2/15/12	112.000	26 933	3,016.51	1,645.28	(1,371 23) LT		
	Total	510 000		14,635.02	**7,491.90**	(7,143.12) LT	—	—
Share Price: $14.690								
POSCO ADS (PKX)	7/8/11	43 000	109.566	4,711.33	3,354 00	(1,357.33) LT		
	8/3/11	43.000	108 257	4,655.06	3,354.00	(1,301.06) LT		
	12/14/11	31.000	83.716	2,595.21	2,418 00	(177.21) LT		
	1/20/12	28.000	91.015	2,548.41	2,184 00	(364.41) LT		
	6/21/13	48 000	64.079	3,075.78	3,744.00	668.22 ST		
	8/7/13	49.000	72 874	3,570.81	3,822.00	251.19 ST		
	Total	242.000		21,156.60	**18,876.00**	(3,200.01) LT 919 41 ST	355.98	1.88
Share Price. $78.000								
REPSOL ADR OPT DIV RTS	12/20/13	308.000	— Pending Corp. Action		**N/A**	N/A	—	—
Share Price: N/A								
REPSOL SA SPON ADR (REPYY)	6/3/05	41.000	24 790	1,016.39	1,036 89	20.50 LT		
	10/28/05	26.000	29.240	760.24	657.54	(102.70) LT		
	5/31/07	51 000	36.750	1,874.25	1,289.79	(584.46) LT		
	7/5/07	10.000	40.640	406.40	252.90	(153.50) LT		

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Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

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	328 77	114.66 LT		
	12/26/08	15.000	20.590	308.85	379.35	70.50 LT		
	6/7/12	152.000	16.059	2,441.00	3,844.08	1,403.08 LT		
	Total	308.000		7,021 24	**7,789.32**	768 08 LT	311.70	4.00
Share Price: $25.290								
REXAM PLC SPONSADR COMNOPA (REXMY)	11/20/08	2.000	23.180	46.36	88 42	42.06 LT		
	12/12/08	100.000	28.796	2,879 56	4,421.00	1,541.44 LT		
	12/26/08	13 000	26.589	345.66	574.73	229 07 LT		
	1/10/11	89 000	30.443	2,709.41	3,934.69	1,225.28 LT		
	Total	204.000		5,980.99	**9,018.84**	3,037.85 LT	248.06	2 75
Share Price. $44.210								
ROCHE HOLDINGS ADR (RHHBY)	10/21/08	105.000	37.740	3,962 70	7,371.00	3,408.30 LT		
	11/20/08	6.000	31.325	187.95	421.20	233 25 LT		
	12/9/08	100.000	35.544	3,554.41	7,020.00	3,465.59 LT		
	12/26/08	14.000	37.325	522.55	982.80	460.25 LT		
	3/6/09	50.000	28.566	1,428.30	3,510.00	2,081.70 LT		
	12/16/09	64.000	42 057	2,691 63	4,492.80	1,801.17 LT		
	5/27/10	37.000	34.335	1,270.40	2,597.40	1,327.00 LT		
	5/28/10	48 000	34.559	1,658.85	3,369.60	1,710 75 LT		
	Total	424 000		15,276.79	**29,764.80**	14,488.01 LT	688.58	2.31
Share Price: $70 200								
ROYAL DUTCH SHELL PLC CL B (RDS'B)	6/3/05	27.998	61.451	1,720.50	2,102.93	382 43 LT		
	10/28/05	15 000	64 490	967.35	1,126.65	159.30 LT		
	5/31/07	29.000	75.860	2,199.94	2,178.19	(21.75) LT		
	7/5/07	6.000	85.220	511.32	450 66	(60.66) LT		
	11/20/08	15.000	42.820	642.30	1,126.65	484.35 LT		
	12/26/08	17.000	50.360	856 12	1,276.87	420 75 LT		
	4/16/10	77.000	59 344	4,569.51	5,783.47	1,213.96 LT		
	10/17/11	30.002	70.603	2,118.23	2,253 45	135.22 LT		
	Total	217.000		13,585.27	**16,298.87**	2,713.60 LT	781.20	4.79
Share Price. $75 110								
SAINT GOBAIN FRF ORD (CODGF)	5/31/13	176 000	43 988	7,741 85	9,694.69	1,952.84 ST		
	6/26/13	82.000	40.531	3,323.53	4,516 84	1,193.31 ST		
	10/2/13	61.000	50 952	3,108.05	3,360 09	252.04 ST		
	Total	319.000		14,173.43	**17,571.64**	3,398 19 ST	—	—
Share Price. $55.084								

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SANOFI ADR (SNY)	7/29/04	39 000	32 584	1,270.77	2,091.57	820.80 LT		
	1/10/05	60.000	38.250	2,294.98	3,217.80	922.82 LT		
	6/3/05	75.000	44.070	3,305.25	4,022.25	717.00 LT		
	9/26/05	20.000	40.881	817.61	1,072.60	254.99 LT		
	10/28/05	23.000	39.610	911.03	1,233.49	322 46 LT		
	12/13/06	100.000	45.726	4,572.60	5,363.00	790.40 LT		
	5/31/07	57.000	48.130	2,743.41	3,056.91	313.50 LT		
	7/5/07	12.000	41 610	499.32	643.56	144.24 LT		
	11/20/08	29 000	26 320	763.28	1,555.27	791.99 LT		
	12/26/08	33.000	31 320	1,033 56	1,769.79	736.23 LT		
	12/21/11	73.000	35.468	2,589.13	3,914 99	1,325.86 LT		
	Total	521.000		20,800.94	**27,941.23**	7,140.29 LT	653.86	2.34
Share Price: $53.630								
SAP AG (SAP)	11/20/08	8.000	30.260	242.08	697.12	455.04 LT		
	12/26/08	24.000	33 800	811.20	2,091.36	1,280.16 LT		
	6/8/09	81.000	41.971	3,399.62	7,058 34	3,658 72 LT		
	Total	113.000		4,452.90	**9,846.82**	5,393.92 LT	90.17	0.91
Share Price: $87.140								
SHANGHAI ELECTRIC GROUP CO - H (SIELF)	12/8/08	3,216.000	0 392	1,260.03	1,169.62	(90.41) LT		
	4/1/09	7,600.000	0.294	2,230.60	2,764.04	533.44 LT		
	7/2/10	5,816.000	0 461	2,683.50	2,115.22	(568.28) LT		
	6/27/11	360.000	0.514	185.18	130.92	(54.26) LT		
	7/7/11	1,352.000	0 515	695.87	491 70	(204.17) LT		
	7/11/11	4,965.000	0.515	2,554.99	1,805.72	(749.27) LT		
	10/11/12	10,700.000	0.350	3,747.14	3,891.48	144.34 LT		
	Total	34,009.000		13,357 31	**12,368.73**	(988.61) LT	—	—
Share Price: $0.364								
SHANGHAI PHARMACEUTICALS-H (SHPMF)	12/5/13	2,983.000	2.410	7,189.92	**7,301.90**	111.98 ST	—	—
Share Price: $2.448								
SHINHAN FINANCIAL GROUP CO LTD (SHG)	12/4/13	213 000	41.638	8,868 92	**9,734.10**	865.18 ST	98.41	1.01
Share Price. $45.700								
SIEMENS AKTIENGESELLSCHAFT (SI)	6/2/06	39.000	84.030	3,277.18	5,401.89	2,124.71 LT		
	5/31/07	26.000	127.305	3,309.94	3,601 26	291.32 LT		
	7/5/07	5.000	144.584	722.92	692.55	(30.37) LT		
	11/20/08	13.000	47.323	615.20	1,800.63	1,185.43 LT		
	12/26/08	15.000	68.655	1,029.83	2,077.65	1,047.82 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	9/27/11	24.000	90.760	2,178.23	3,324.24	1,146.01 LT		
	Total	122.000		11,133.30	**16,898.22**	5,764 92 LT	365 51	2 16
Share Price: $138.510; Next Dividend Payable 07/2014								
SINGAPORE TELECOM LTD ADR NEW (SGAPY)	11/21/06	210.000	18.926	3,974.35	6,111.00	2,136 65 LT		
	5/31/07	66.000	23 300	1,537.80	1,920 60	382 80 LT		
	7/5/07	13.000	22.700	295 10	378.30	83 20 LT		
	11/6/07	247 000	27.169	6,710.74	7,187.70	476.96 LT		
	11/20/08	47.000	15.200	714.40	1,367.70	653.30 LT		
	12/26/08	53.000	17.500	927.50	1,542.30	614.80 LT		
	Total	636.000		14,159.89	**18,507.60**	4,347 71 LT	816 62	4.41
Share Price: $29.100								
STATOIL ASA ADR (STO)	5/12/09	200.000	21.590	4,317.92	4,826.00	508.08 LT		
	6/3/09	237.000	20.893	4,951.64	5,718 81	767.17 LT		
	12/20/10	189.000	22.940	4,335.68	4,560.57	224 89 LT		
	Total	626.000		13,605.24	**15,105.38**	1,500.14 LT	537.73	3.55
Share Price: $24.130								
SUNCOR ENERGY INC NEW COM (SU)	8/6/12	135 000	31.889	4,304.95	4,731.75	426.80 LT		
	8/30/12	90.000	31.093	2,798 34	3,154.50	356.16 LT		
	Total	225.000		7,103.29	**7,886.25**	782.96 LT	169.43	2 14
Share Price: $35.050; Next Dividend Payable 03/2014								
SUNTORY BEVERAGE & FOOD LTD (SBFLZ)	9/20/13	202.000	34.200	6,908.40	6,447.93	(460.47) ST		
	10/4/13	106.000	33.047	3,502.93	3,383.57	(119.36) ST		
	Total	308.000		10,411.33	**9,831.50**	(579.83) ST	—	—
Share Price: $31.920								
SWIRE PACIFIC SPN ADR LTD CL A (SWRAY)	5/2/03	127.000	4.039	512.92	1,487.17	974.25 LT		
	9/26/05	158.000	9.300	1,469.40	1,850.18	380.78 LT		
	10/28/05	56.000	8.950	501.20	655.76	154.56 LT		
	5/31/07	108.000	11.400	1,231.20	1,264.68	33.48 LT		
	7/5/07	22.000	11 200	246 40	257.62	11 22 LT		
	11/20/08	27 000	5.700	153.90	316.17	162.27 LT		
	12/26/08	30.000	6.750	202.50	351.30	148.80 LT		
	Total	528.000		4,317.52	**6,182.88**	1,865.36 LT	219.65	3.55
Share Price $11.710								
SWISS RE LTD SPONSORED ADR (SSREY)	6/6/11	243.000	59.441	14,444 21	22,448.34	8,004.13 LT		
	8/1/12	36.000	63.351	2,280 65	3,325.68	1,045.03 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	279.000		16,724.86	**25,774.02**	9,049.16 LT	1,040.39	4.03
Share Price: $92.380								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	2/26/08	381.608	9.957	3,799.78	6,655.24	2,855.46 LT		
	11/20/08	79.370	5.960	473.06	1,384.21	911.15 LT		
	12/26/08	88.412	7.542	666.83	1,541.90	875.07 LT		
	1/30/09	344.608	7.638	2,631.95	6,009.96	3,378.01 LT		
	10/21/10	263 002	10.433	2,743.85	4,586 75	1,842 90 LT		
	Total	1,157.000		10,315.47	**20,178.08**	9,862.59 LT	463.96	2.29
Share Price: $17.440								
TALISMAN ENERGY INC (TLM)	5/12/09	145.000	14.055	2,038.05	1,689.25	(348.80) LT		
	4/23/10	168.000	17.023	2,859.90	1,957.20	(902.70) LT		
	10/6/10	170.000	17.781	3,022.82	1,980.50	(1,042.32) LT		
	10/14/11	303.000	13.146	3,983.33	3,529.95	(453.38) LT		
	12/19/12	268.000	11.396	3,054.21	3,122 20	67.99 LT		
	Total	1,054 000		14,958 31	**12,279.10**	(2,679.21) LT	284.58	2.31
Share Price: $11.650; Next Dividend Payable 03/2014								
TELEFONICA SA ADR (TEF)	6/3/05	133.999	15.962	2,138.83	2,189.54	50.71 LT		
	10/28/05	54.000	16.420	886.68	882.36	(4.32) LT		
	5/31/07	108.000	22.767	2,458.80	1,764.72	(694.08) LT		
	7/5/07	21.000	22.537	473.27	343.14	(130.13) LT		
	11/20/08	54.000	17.947	969.12	882.36	(86.76) LT		
	12/26/08	60 000	22.260	1,335 60	980.40	(355 20) LT		
	6/12/09	180.000	21.741	3,913.39	2,941.20	(972 19) LT		
	10/12/11	133 001	21.003	2,793.41	2,173.24	(620.17) LT		
	6/17/13	298.000	13.758	4,100.00	4,869.32	769.32 ST		
	9/11/13	388.000	14.652	5,684.94	6,339 92	654.98 ST		
	Total	1,430.000		24,754.04	**23,366.20**	(2,812.14) LT 1,424.30 ST	517.66	2.21
Share Price: $16.340								
TELENOR ASA ADS (TELNY)	9/27/05	169.000	27.060	4,573.14	12,095.33	7,522.19 LT		
	10/28/05	24.000	27.490	659.76	1,717.68	1,057.92 LT		
	5/31/07	45.000	58.584	2,636.28	3,220.65	584.37 LT		
	7/5/07	9.000	57 800	520.20	644.13	123.93 LT		
	11/20/08	23.000	14.280	328.44	1,646.11	1,317.67 LT		
	12/26/08	26.000	18 900	491.40	1,860.82	1,369.42 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	296.000		9,209.22	**21,184.72**	11,975.50 LT	766.05	3 61
Share Price: $71 570								
TESCO PLC SPONSORED ADR (TSCDY)	10/22/08	237.000	16.000	3,792.00	3,991.08	199.08 LT		
	11/20/08	14.000	12 950	181.30	235 76	54.46 LT		
	12/10/08	260 000	15.115	3,929.93	4,378 40	448.47 LT		
	12/26/08	31 000	15.050	466.55	522.04	55.49 LT		
	4/20/12	221.000	15.782	3,487.82	3,721.64	233.82 LT		
	6/7/13	342 000	16.166	5,528.94	5,759.28	230.34 ST		
	Total	1,105.000		17,386 54	**18,608.20**	991.32 LT 230.34 ST	712.73	3.83
Share Price $16 840								
TEVA PHARMACEUTICALS ADR (TEVA)	10/31/13	252.000	37.414	9,428.43	**10,100.16**	671.73 ST	273.67	2.70
Share Price. $40.080, Next Dividend Payable 03/2014								
TNT EXPRESS NV (TNTEY)	3/1/13	1,216.000	7.559	9,191.74	11,248.00	2,056.26 ST		
	5/16/13	425.000	7.776	3,304.97	3,931.25	626.28 ST		
	6/26/13	472.000	7.521	3,550.01	4,366.00	815.99 ST		
	Total	2,113.000		16,046.72	**19,545.25**	3,498.53 ST	94.22	0.48
Share Price: $9.250								
TOTAL S A SPON ADR (TOT)	4/16/07	224.000	72 633	16,269.73	13,724.48	(2,545 25) LT		
	5/31/07	29.000	75.690	2,195 01	1,776 83	(418.18) LT		
	7/5/07	6.000	82.040	492.24	367.62	(124.62) LT		
	11/20/08	15.000	45.320	679 80	919.05	239.25 LT		
	12/26/08	17.000	53.600	911.20	1,041.59	130.39 LT		
	6/3/09	87.000	57.936	5,040.43	5,330.49	290.06 LT		
	Total	378.000		25,588.41	**23,160.06**	(2,428.35) LT	992.63	4.28
Share Price· $61.270, Next Dividend Payable 01/07/14								
TOYOTA MOTOR CP ADR NEW (TM)	5/5/08	90.000	104 828	9,434.52	10,972.80	1,538.28 LT		
	10/6/08	37.000	73.264	2,710.77	4,511 04	1,800.27 LT		
	11/20/08	9.000	59 560	536.04	1,097.28	561 24 LT		
	12/26/08	10.000	63.410	634 10	1,219.20	585 10 LT		
	Total	146.000		13,315.43	**17,800.32**	4,484.89 LT	342.52	1.92
Share Price. $121.920								
TREND MICRO INC SPON ADR NEW (TMICY)	1/7/11	266.000	33.273	8,850.75	9,349.90	499 15 LT		
	9/12/12	110.000	27.238	2,996.15	3,866.50	870 35 LT		
	12/14/12	107.000	27 426	2,934.57	3,761.05	826 48 LT		

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	483.000		14,781 47	**16,977.45**	2,195.98 LT	305.26	1.79
Share Price: $35.150								
TRICAN WELL SVCS CO LTD (TOLWF)	1/18/13	697 000	13.739	9,576.36	**8,496.43**	(1,079.93) ST	200 04	2.35
Share Price: $12.190; Next Dividend Payable 01/14/14								
UNICREDIT SPA - ORD SHS (UNCFF)	1/3/11	399.708	21.234	8,487.40	2,981.82	(5,505.58) LT		
	7/13/11	149.400	17.033	2,544.73	1,114.52	(1,430.21) LT		
	9/2/11	439.006	12 855	5,643.43	3,274.98	(2,368.45) LT		
	9/30/11	171.884	10.713	1,841.41	1,282.25	(559 16) LT		
	1/20/12	488.002	4.318	2,107.28	3,640.49	1,533.21 LT		
	1/11/13	567.000	5 706	3,235 19	4,229 82	994 63 ST		
	Total	2,215.000		23,859.44	**16,523.90**	(8,330 19) LT	—	—
						994.63 ST		
Share Price· $7 460								
VIVENDI (VIVEF)	—	4.000	—	Please Provide	105.57	N/A		
	1/30/08	92.000	39 809	3,662.41	2,428.30	(1,234.11) LT		
	10/6/08	89.000	28.900	2,572 10	2,349.12	(222.98) LT		
	12/4/08	170.000	28.373	4,823.39	4,487.08	(336.31) LT		
	12/26/08	21.000	32.300	678.30	554.28	(124.02) LT		
	3/15/13	150.000	21.062	3,159.30	3,959 19	799.89 ST		
	Total	526.000		14,895.50	**13,883.57**	(1,917.42) LT	—	—
						799.89 ST		
Share Price· $26.395								
VODAFONE GP PLC ADS NEW (VOD)	10/28/05	6.000	28.994	173.96	235.86	61 90 LT		
	12/7/06	186.000	26.992	5,020.47	7,311 66	2,291.19 LT		
	5/31/07	72.000	31.500	2,268.00	2,830.32	562.32 LT		
	7/5/07	15.000	32.890	493.35	589 65	96.30 LT		
	11/20/08	37.000	17.330	641.21	1,454.47	813 26 LT		
	12/26/08	41.000	18.940	776 54	1,611.71	835.17 LT		
	3/12/09	145.000	16.107	2,335 49	5,699.95	3,364 46 LT		
	6/21/10	215.000	21.496	4,621.70	8,451.65	3,829 95 LT		
	Total	717.000		16,330.72	**28,185.27**	11,854.55 LT	1,140.03	4.04
Share Price· $39.310; Next Dividend Payable 02/05/14								
COMMON STOCKS				**$1,162,455.69**	**$1,445,711.51**	**$251,504.49 LT**	**$27,024.64**	**1.87%**
						$31,645.43 ST	**$0.00**	

Account Detail

Investment Management Services Basic Securities Acct.

W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION

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)	6/18/09	162.000	$16.056	$2,601.06	$2,269.62	$(331.44) LT		
	7/8/09	194.000	14 037	2,723.10	2,717.94	(5.16) LT		
	Total	356.000		5,324.16	4,987.56	(336.60) LT	46.64	0.93

Share Price: $14.010

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	96.7%	$1,167,779.85	$1,450,699.07	$251,167.89 LT $31,645.43 ST	$27,071.28 $0.00	1.87%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	100.0%	$1,167,779.85	$1,500,914.43	$251,167.89 LT $31,645.43 ST	$27,076.27 $0.00	1.80%

TOTAL VALUE (includes accrued interest) $1,500,914.43

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.

Morgan Stanley

CLIENT STATEMENT | For the Period October 1 - December 31, 2013

Account Summary

Basic Securities Account **W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION**

BALANCE SHEET (^ includes accrued interest)

	Last Period (as of 9/30/13)	This Period (as of 12/31/13)
Cash, BDP, MMFs	$21,776.20	$601.72
Alternative Investments+	55,746.94	55,746.94
Total Assets	**$77,523.14**	**$56,348.66**
Total Assets Held At Morgan Stanley	*21,776.20*	*$601.72*
Total Assets Externally Held+	*55,746.94*	*$55,746.94*
Total Liabilities (outstanding balance)	—	—
TOTAL VALUE	**$77,523.14**	**$56,348.66**

+Values may include assets externally held, which are provided to you as a courtesy, and may not be covered by SIPC. For additional information, refer to the corresponding section of this statement.

CASH FLOW

	This Period (10/1/13-12/31/13)	This Year (1/1/13-12/31/13)
OPENING CASH, BDP, MMFs	**$21,776.20**	—
Income	0.52	1.40
Total Investment Related Activity	**$0.52**	**$1.40**
Electronic Transfers-Debits	(21,175.00)	(21,175.00)
Other Credits	—	21,775.32
Total Cash Related Activity	**$(21,175.00)**	**$600.32**
CLOSING CASH, BDP, MMFs	**$601.72**	**$601.72**

INCOME SUMMARY

	This Period (10/1/13-12/31/13)	This Year (1/1/13-12/31/13)
Qualified Dividends	—	—
Other Dividends	0.52	1.40
Long Term Capital Gains Distributions	—	—
Interest	—	—
Other Income	—	—
Total Taxable Income	**$0.52**	**$1.40**
Dividends	—	—
Interest	—	—
Other Income	—	—
Total Tax-Exempt Income	—	—
TOTAL INCOME	**$0.52**	**$1.40**

Taxable and tax exempt income classifications are based on the characteristics of the underlying securities and not the taxable status of the account.

GAIN/(LOSS) SUMMARY

	Realized This Period (10/1/13-12/31/13)	Realized This Year (1/1/13-12/31/13)	Unrealized Inception to Date (as of 12/31/13)
TOTAL GAIN/(LOSS)	—	—	—

*Gain/(Loss) Summary information is provided for informational purposes only and should not be used for tax preparation. This information may change due to basis adjustments.
Refer to the Gain/(Loss) Information in the Expanded Disclosures for additional information.*

Account Detail

Basic Securities Account W.L. LYONS BROWN JR.
CHARITABLE FOUNDATION.

Investment Objectives †: Capital Appreciation, Aggressive Income, Speculation

Brokerage Account

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could 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 may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, 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, 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 on covered securities 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. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS LIQUID ASSET FUND	$601.72	$0.06	0.010	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, BDP, AND MMFs	1.1%	$601.72	$0.06 $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.

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		VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
e	5TH AVE TECH GR OFF FD S23		VARIOUS	VARIOUS
f	5TH AVE TECH GR OFF FD DC1		VARIOUS	VARIOUS
g	ST MORGAN STANLEY		VARIOUS	VARIOUS
h	LT MORGAN STANLEY		VARIOUS	VARIOUS
i	EUROPEAN MEZZANINE		VARIOUS	VARIOUS
j	PARTNERSHIP GAINS SHORT TERM		VARIOUS	VARIOUS
k	PARTNERSHIP GAINS LONG TERM		VARIOUS	VARIOUS
l	PARTNERHIP 1231 GAIN		VARIOUS	VARIOUS
m	CAPITAL GAINS DIVIDENDS			
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	1,632,161.		1,511,790.	120,371.
b	3,573,519.		3,616,403.	<42,884.>
c	1,227,596.		1,233,004.	<5,408.>
d	3,112,173.		3,288,322.	<176,149.>
e	297,142.		231,732.	65,410.
f	277.		20,935.	<20,658.>
g	27,867.		19,993.	7,874.
h	257,264.		248,877.	8,387.
i	21,775.			21,775.
j	3,803.			3,803.
k	548,775.			548,775.
l	4,071.			4,071.
m	242,433.			242,433.
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				120,371.
b				<42,884.>
c				<5,408.>
d				<176,149.>
e				65,410.
f				<20,658.>
g				7,874.
h				8,387.
i				21,775.
j				3,803.
k				548,775.
l				4,071.
m				242,433.
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	777,800.
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 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
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.
CORKS & CURLS C/O UVA FUND P.O. BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
FISHERS ISLAND COMMUNITY CENTER 66 HOUND LANE FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	100.
FISHERS ISLAND CONSERVANCY P.O. BOX 553 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	100.
FRALIN MUSEUM OF ART 155 RUGBY ROAD P.O. BOX 400119 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	30,000.
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	100.
Total from continuation sheets				1,080,426.

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
HORIZONS STUDENT ENRICHMENT PROGRAM 545 PONUS RIDGE P.O. BOX 997 NEW CANAAN, CT 06840	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	500.
ISLAND HEALTH PROJECT P.O. BOX 344 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,100.
JUST FOR KIDS FOUNDATION 619 W COLUMBIA AVE TELLURIDE, CO 81435	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE NEW YORK, NY 10028	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	206,644.
MONTICELLO 931 THOMAS JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	21,667.
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.
PAN MASS CHALLENGE 77 4TH AVE NEEDHAM, MA 02494	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	3,600.
POMFRET SCHOOL ANNUAL FUND 398 POMFRET SCHOOL POMFRET, CT 06258	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
ST. ANNE'S - BELFIELD SCHOOL 2132 IVY ROAD CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	40,000.
Total from continuation sheets				

323631
05-01-13

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
ST. JAMES' CHURCH 865 MADISON AVE NEW YORK, NY 10021	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	3,000.
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	50,000.
STORM KING ART CENTER P.O. BOX 280 MOUNTAINVILLE, NY 10953	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
THE AMERICAN AUSTRAIN FOUNDATION 150 E 42ND STREET, 42ND FLOOR NEW YORK, NY 10017	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	6,920.
THE FRICK COLLECTION 1 E 70TH ST NEW YORK, NY 10021	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	13,280.
THE FUND FOR PARK AVENUE 445 PARK AVE NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,000.
THE METROPOLITAN OPERA 70 LINCOLN CENTER PLZ NEW YORK, NY 10023	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	7,500.
THE NATURE CONSERVANCY OF MA 99 BEDFORD ST, 5TH FLOOR BOSTON, MA 02111	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,000.
THE NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD NEW YORK, NY 10458	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,500.
Total from continuation sheets				

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05-01-13

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 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.
THUNDERBIRD ANNUAL FUND 1 GLOBAL PLACE GLENDALE, AZ 85306	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
UNIVERSITY OF GEORGIA GIFT-ACCOUNTING ATHENS, GA 30602-5582	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	20,000.
UNIVERSITY OF VIRIGNIA P.O. BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	20,000.
U. VA FUND P.O. BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,000.
UNIVERSITY OF VIRGINIA LAW SCHOOL 580 MASSIE ROAD CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	12,500.
UNIVERSITY OF VIRGINIA - SCHOOL OF ARCHITECTURE 110 BAYLY DRIVE CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	100,000.
UVA COLLEGE OF ARTS & SCIENCES ANNUAL FUND 2410 OLD IVY ROAD, SUITE 100 P.O. BOX 400801, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
Total from continuation sheets				

323631
05-01-13

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 DARDEN SCHOOL FOUNDATION 2300 SOUTHERN BLVD BRONX, NY 10460	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
WESTMINISTER ANNUAL FUND 995 HOPMEADOW STREET SIMSBURY, CT 06070	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	18,000.
WINTERTHUR ANNUAL FUND 5105 KENNETT PIKE WILIMGTON, DE 19735	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,000.
WINTERTHUR GARDEN & LANDSCAPE 5105 KENNETT PIKE WILIMGTON, DE 19735	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
WOODBERRY FOREST SCHOOL 898 WOODBERRY ROAD WOODBERRY FOREST, VA 22989	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	207,500.
WORLD MONUMENTS FUND 350 5TH AVE STE 2412 NEW YORK, NY 10118	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	100,000.
Total from continuation sheets				

323631
05-01-13

Form **8868**
(Rev January 2014)
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.**
▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*.

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.

		Enter filer's identifying number
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 (other than individual)	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, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ ☒ calendar year 2013 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 38,990.
b	If this application is for Forms 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	$ 25,990.
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	$ 13,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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 1-2014)
323841
12-31-13

- 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 (other than individual)	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, 2014.

5 For calendar year 2013, 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

ADDITONAL INFORMATION IS NOT AVAILABLE TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 38,990.
b	If this application is for Forms 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	$ 38,990.
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. 1-2014)