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## EXTENDED TO NOVEMBER 16, 2 Return of Private Foundation

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

OMB No 1545-0052 Open to Public Inspection

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

▶ 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.

Name of demokloon   A Employer Identification number	i oi cali	endar year 2014 or tax year beginning		, and ending		
Total point and serve for 2 to be number of mail and delivered to serve addressory   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800	Name	of foundation			A Employer identificatio	n number
Total point and serve for 2 to be number of mail and delivered to serve addressory   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800   2800	W ]	L LYONS BROWN JR CHARITA	BLE FOUNDATI	ON	61-123303	3
Second 1997						
City of them, state or province, country, and ZiP or foreign postal code  LOUISVILLE XY 40202  6 Check all that apply:	C/0	O WYATT ET AL,T BERRY,50	0 W JEFFERSO	N 2800		235
Check all that apply:		· · · · · · · · · · · · · · · · · · ·				
Final return	LO	JISVILLE, KY 40202				
Mortex bype of organization:   Address change   Name change   Section 59(c)(3) exempl private foundation	G Che	ck all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organization	ns, check here
Find the type of organization:   Section 501(x)(3) example private foundation   Section 4947(x)(1) nonexempt charitable trust   Other taxable private foundation   Find market value of all assets at end of year   Accounting method:   XI Cash   Accounting (from Part II, co.l. (c), Ine 16)   Other (speechy)   Other (speechy)   The third taxable private foundation   The taxable private foundatio		Final return	Amended return			
Section 4947(a)(1) necempte charable trust		Address change	Name change		Z. Foreign organizations m check here and attach of	computation
Fair market value of all assets at end of year   Accounting method:   X  Cash   Accrual   If the feundation is in a 80-month termination   Importance   Importa	H_Che				E If private foundation st	atus was terminated
Controllation and Expenses and Expenses are controlled in the control of the co				ation	under section 507(b)(1	I)(A), check here . 🕨 📖
Part		· I ——	-	Accrual	F If the foundation is in a	60-month termination
Part I   Analysis of Revenue and Expenses   (a) Revenue and   (a) Perenue and   (b) Net investment   (c) Adjusted net   microme   (d) notice services   (a) Perenue and   (e) Revenue and   (e				<del> </del>	under section 507(b)(1	I)(B), check here
1			mn (d) must be on cash l	basis.)		
1 Contributions, gifts, grants, etc., received	Part	The total of amounts in columns (b), (c), and (d) may not				(d) Disbursements for charitable purposes
Interest on exempts and temporary	701	necessarily equal the amounts in column (a) )	expenses per books	income		
Interest on exempts and temporary	100				N/A	<u> </u>
Dividentics and interest from securities   328,074.   328,074.   STATEMENT 1	2					
10a and elowances   10a	9 3		202 27:	202 27:		
10a and elowances   10a	5 4 >	<u> </u>	328,074.	328,074.		STATEMENT 1
10a and lowances   10b   10b	5   5	a Gross rents				
10a and lowances   10b   10b		b Net rental income or (loss)	204 205			
10a and lowances   10b   10b	1 g 6		984,026.	<u></u>		<u> </u>
10a and lowances   10b   10b		assets on line 6a 0,321,043.	004 006			
10a and lowances   10b   10b	<b>F</b> &   '			984,026.		
10a and elowances   10a	ا ∫ ﴿					<del>                                     </del>
1	<b>-</b>	Income modifications EIVED				
C Gross Folit or (1739) 1 9 2015   1   Other Integree   1   1   Other Integree   1   1   1   Other Integree   1   1   1   1   1   1   1   1   1		and allowances				
12   Total   Add lines   Hypurch   1   1   1   1   1   1   1   1   1		Cross Cest of goods sold				
12   Total   Add lines   Hypurch   1   1   1   1   1   1   1   1   1		Other income	152 247	152 247		CONTRACTOR 2
13   Compensation of diffices, directors, business, etc.   14   Other employee salaries and wages   15   Pension plans, employee benefits   16   Legal fees   17   Interest   18   Taxes   19   Depreciation and depletion   17   Pension plans, employee benefits   19   Depreciation and depletion   19   Depreciation and depletion   19   Depreciation and depletion   17   Travel, conferences, and meetings   17   Travel, conferences, and meetings   17   Travel, conferences   18   Taxes   18	1					SIAIEMENI Z
14 Other employee salaries and wages   15 Pension plans, employee benefits   16a Legal fees   b Accounting fees   STMT   3   5,500   0   0   5,500   0   0   0   0   0   0   0   0   0		GODEN, U1				1
15   Pension plans, employee benefits   16a   Legal fees   b   Accounting fees   STMT   3   5,500   0   0   5,500   0   0   0   0   0   0   0   0   0	L.			•		<del></del>
16a Legal fees   b Accounting fees   STMT   3   5,500   0   0   5,500   0   0   0   0   0   0   0   0   0	1					
b Accounting fees STMT 3 5,500. 0. 5,500.  c Other professional fees STMT 4 52,436. 52,436. 0.  Interest 18 Taxes STMT 5 49,416. 14,916. 0.  Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 6 23,251. 23,178. 15.  24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 1,372,298. 90,530. 1,241,695.  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 1,373,817.						<del></del>
17 Interest   18 Taxes   STMT   5   49,416.   14,916.   0.     19 Depreciation and depletion   20 Occupancy   21 Travel, conferences, and meetings   22 Printing and publications   23 Other expenses   STMT   6   23,251.   23,178.   15.     24 Total operating and administrative   expenses. Add lines 13 through 23   130,603.   90,530.   5,515.     25 Contributions, gifts, grants paid   1,241,695.   21,241,695.     26 Total expenses and disbursements.   Add lines 24 and 25   1,372,298.   90,530.   1,247,210.     27 Subtract line 26 from line 12:   a Excess of revenue over expenses and disbursements   b Net investment income (if negative, enter -0-)   1,373,817.   N/A	ens	- · · · · · · · · · · · · · · · · · · ·	5,500.	0.		5.500.
17   Interest   18   Taxes   STMT   5   49   416   14   916   0   0     19   Depreciation and depletion	χ	_	52,436.			
22 Printing and publications 23 Other expenses STMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	<u>9</u> 17					
22 Printing and publications 23 Other expenses STMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	18 2 18	Taxes STMT 5	49,416.	14,916.		0.
22 Printing and publications 23 Other expenses STMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	is   19					
22 Printing and publications 23 Other expenses STMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	[ 20	Occupancy				
23 Other expenses STMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements.  Add lines 24 and 25 27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	₹ 21	Travel, conferences, and meetings				
23 Other expenses STMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements.  Add lines 24 and 25 27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	E 22	Printing and publications				
25 Contributions, girts, grants paid  26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	ဥ် 23	Other expenses STMT 6	23,251.	23,178.		15.
25 Contributions, girts, grants paid  26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	[ 24	Total operating and administrative				
25 Contributions, girts, grants paid  26 Total expenses and disbursements.  Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	per	expenses. Add lines 13 through 23		90,530.		5,515.
Add lines 24 and 25  27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)  c Adjusted net Income (if negative, enter -0-)  N/A	0 25	Contributions, gifts, grants paid	1,241,695.			1,241,695.
27 Subtract line 26 from line 12:  a Excess of revenue over expenses and disbursements  b Net investment income (if negative, enter -0-)  c Adjusted net Income (if negative, enter -0-)  N/A	26	Total expenses and disbursements.				
a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)  N/A		Add lines 24 and 25	1,372,298.	90,530.		1,247,210.
b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)  N/A	27	Subtract line 26 from line 12;				1
c Adjusted net Income (if negative, enter -0-)		a Excess of revenue over expenses and disbursements	92,049.			<b></b>
				1,373,817.		
423501 LIA For Papaguark Paduation Act Notice and instructions	423501				N/A	Form 990-PE (2014)

Г	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	f year
	arı	Column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	454,289.	496,689.	496,689.
	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 ▶			
ţ	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges		, , , , , , , , , , , , , , , , , , , ,	
Ä	10a	Investments - U.S. and state government obligations	1,713,722.	1,641,232.	1,632,710.
	b	Investments - corporate stock	12,752,341.	12,701,048.	15,593,951.
	C	Investments - corporate bonds	1,785,532.	1,838,693.	1,844,676.
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other	4,061,722.	4,125,649.	5,677,982.
	14	Land, buildings, and equipment; basis ▶			
		Less accumulated depreciation			
	15	Other assets (describe >			
	1	Total assets (to be completed by all filers - see the	***		
		instructions. Also, see page 1, item I)	20,767,606.	20,803,311.	25,246,008.
	17	Accounts payable and accrued expenses		• •	
	18	Grants payable			
Ş	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
аþ	21	Mortgages and other notes payable			
<b>=</b>	22	Other liabilities (describe >			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
ces	24	Unrestricted	•		
lan	25	Temporarily restricted			
Ва	26	Permanently restricted			
Fund Balanc		Foundations that do not follow SFAS 117, check here			
Ę		and complete lines 27 through 31.			
S	27	Capital stock, trust principal, or current funds	20,767,606.	20,803,311.	
Net Assets or	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
As	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
Š	30	Total net assets or fund balances	20,767,606.	20,803,311.	
_	31	Total liabilities and net assets/fund balances	20,767,606.	20,803,311.	
P	art	Analysis of Changes in Net Assets or Fund B	alances		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30		
		st agree with end-of-year figure reported on prior year's return)		1	20,767,606.
	•	r amount from Part I, line 27a		2	92,049.
		r increases not included in line 2 (itemize)		3	0.
4	Add	lines 1, 2, and 3		4	20,859,655.
		eases not included in line 2 (itemize)	· · · · · · · · · · · · · · · · · · ·	5	56,344.
<u>6</u>	Total	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	20,803,311.

W L LYONS BROWN JR CHARITABLE FOUNDATION

61-1233038

Page 2

Form **990-PF** (2014)

		YONS BROWN JR I Losses for Tax on Ir			ND	ATION	6	1-123	3038	Page 3
ٺ	<u> </u>	the kind(s) of property sold (e.g		t income	(b) h	low acquired	(c) Date	acquired	(d) Dat	te sold
		ouse; or common stock, 200 sh			D	- Purchase - Donation	` (mo., c	lay, yr.)	(mó., d	
<u>1a</u>					ļ <u>.</u>					
<u>_b</u>		TATEMENT			_	·· · · · ·				· <del></del>
<u>c</u>		<del></del>	. <u>-</u>	<del></del>		<del></del> .				
e				•						
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale		· · · <del>-</del>		iaın or (loss s (f) mınus (		
a				_						
<u>b</u>	<del>-</del>	<del> </del>								
_ <u>c</u>		<del></del> .								
_ <u>d</u> e	6 504 640	<del></del>		5,537,61	7	<u></u>			984	,026.
<u> </u>	Complete only for assets showing ga	un in column (h) and owned by			′•		(I) Gains (C	Col. (h) gain		,020.
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (ı)		(	ol. (k), but	not less that (from col. (	1 -0-) or	
a										
_ <u>b</u>										
C										
<u>d</u>									0.04	026
<u>e</u>		<i>Cu</i>	l	_	╮┤				984	,026.
	Capital gain net income or (net capital	, ( (1000), 0	- in Part I, line	7 7 .	<b>)</b>	2			984	,026.
	Net short-term capital gain or (loss) a If gain, also enter in Part I, line 8, colu If (loss), enter -0- in Part I, line 8		nd (6):		}	a		N/A		
_	art V Qualification Und	er Section 4940(e) for	Reduced	Tax on Net	Inv	estment Ir	ncome	11/11		
(Fo	r optional use by domestic private fou	ndations subject to the section 4	4940(a) tax on	net investment in	come	.)				
lf s	ection 4940(d)(2) applies, leave this p	art hlank								
Wa	s the foundation liable for the section	4942 tax on the distributable am		•	od?				Yes	X No
	fes," the foundation does not qualify ue  Enter the appropriate amount in each				ntries					
÷	(a)	(b)	1511 00110113 00	Toro making any o	(c)	·			(d) ution ratio	
(	Base period years Calendar year (or tax year beginning in	Admeted analytica dia	tributions	Net value of no		ıtable-use asse	ts	Distrib (col. (b) div	ution ratio ided by col.	(c))
	2013	1,17	4,960.		23	,519,91	.8.		.0	49956
_	2012		6,398.			<u>,895,02</u>				48248
	2011		1,203.			<u>,064,49</u>				<u>45143</u>
_	2010		<u>0,974.</u> 9,930.			,630,97 ,208,57				54819
—	2009	1,30	9,930.		44	, 200, 57	1.	}	. 0	<u>62585</u>
2	Total of line 1, column (d)						2	ŀ	. 2	60751
	Average distribution ratio for the 5-year	ar base period - divide the total (	on line 2 by 5,	or by the number	of yea	ars				
	the foundation has been in existence i	f less than 5 years					3		.0	<u>52150</u>
4	Enter the net value of noncharitable-u	se assets for 2014 from Part X,	line 5				4_	2	5,361	,257.
5 Multiply line 4 by line 3					5		1,322			
	•									
6	Enter 1% of net investment income (1	% of Part I, line 27b)					6		13	<u>.738.</u>
7	Add lines 5 and 6						7		1,336	,328.
	Enter qualifying distributions from Pai		dh and				8		1,247	<u>,210.</u>
	If line 8 is equal to or greater than line See the Part VI instructions.	7, CHECK THE DOX IN PART VI, line	io, and comp	piete that part usin	g a 19	6 tax rate.				

Form 990-I Part VI		FOU <b>O(a),</b> 4	NDATI 1940(b),	<u>ON</u> 4940(e), c			1233 see i			Page 4 ns)
1a Exem	pt operating foundations described in section 4940(d)(2), check here 🕨 🔙 and e			)						
	of ruling or determination letter; (attach copy of letter if ne									
b Dome	stic foundations that meet the section 4940(e) requirements in Part V, check here	▶ 🔲	and enter 1	%		1		2	<u>7,4</u>	<u>76.</u>
of Pa	t I, line 27b									
	ner domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%			ol. (b). 🜖						
2 Tax u	nder section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. O	thers en	ter -0-)			2				0.
3 Add I	nes 1 and 2					3		2	7,4	<u> 76.</u>
4 Subtr	le A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. O	Others en	nter -0-)		.	4				<u>0.</u>
5 Tax b	ased on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	-			}	5		2	7,4	<u>76.</u>
	s/Payments.									
	estimated tax payments and 2013 overpayment credited to 2014	6a		<u>32,03</u>	<u>o .</u>					
<b>b</b> Exem	pt foreign organizations - tax withheld at source	6b								
с Тах р	aid with application for extension of time to file (Form 8868)	6c		24,00	0.					
d Backı	p withholding erroneously withheld	6d								
7 Total	credits and payments. Add lines 6a through 6d					7		5	<u>6,0</u>	<u>30.</u>
8 Enter	any penalty for underpayment of estimated tax. Check here 🔀 if Form 2220 is atta	ched			.	.8				<u>13.</u>
9 Tax d	ue. If the total of lines 5 and 8 is more than line 7, enter amount owed			ļ	▶	9				
10 Overp	ayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				<b>▶</b> [	10		2	8,5	<u>41.</u>
11 Enter	the amount of line 10 to be: Credited to 2015 estimated tax	2	8,541	Refunded	<b>&gt;</b>	11				0.
Part VI	I-A Statements Regarding Activities									
1a Durin	g the tax year, did the foundation attempt to influence any national, state, or local legis	slation or	r did it partic	ipate or interv	/ene	ın			Yes	No
any p	olitical campaign?							1a		X
b Did it	spend more than \$100 during the year (either directly or indirectly) for political purpo	ses (see	instructions	s for the defin	ition)	?		1b		X
If the	answer is "Yes" to 1a or 1b, attach a detailed description of the activities an	d copie	es of any m	aterials pub	lis <b>he</b>	d or				
dıstrı	buted by the foundation in connection with the activities.		•							
c Did th	e foundation file Form 1120-POL for this year?							1c		X
	the amount (if any) of tax on political expenditures (section 4955) imposed during the	e year:								
	in the foundation. > \$ 0 . (2) On foundation managers				0.					
	the reimbursement (if any) paid by the foundation during the year for political expend			ı foundation						
mana	gers. ▶ \$ 0 •		•							
2 Has ti	ne foundation engaged in any activities that have not previously been reported to the l	RS?						2		Х
	s," attach a detailed description of the activities.									
	ne foundation made any changes, not previously reported to the IRS, in its governing	ınstrume	ent, articles	of incorporation	on, o	r		!		
	s, or other similar instruments? If "Yes," attach a conformed copy of the chang		,	•	•			3		Х
	e foundation have unrelated business gross income of \$1,000 or more during the yea				-		•	4a	Х	
	s," has it filed a tax return on Form 990-T for this year?		• •	•		•	•	4b	X	
	here a liquidation, termination, dissolution, or substantial contraction during the year?	?						5		X
	s," attach the statement required by General Instruction T.									
	e requirements of section 508(e) (relating to sections 4941 through 4945) satisfied e	ither:								
	anguage in the governing instrument, or									
•	state legislation that effectively amends the governing instrument so that no mandator	v directi	ons that cor	flict with the :	state	law				
	n in the governing instrument?	,						6	X	
	e foundation have at least \$5,000 in assets at any time during the year? If "Yes," coi	mplete l	Part II. col.	(c), and Pan	·XV		-	7	X	
			,	(-),				· · · -	_==_	
8a Enter	the states to which the foundation reports or with which it is registered (see instruction	ıns) 🕨								
KY	· · · · · · · · · · · · · · · · · · ·	,				·				
	answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	\ttornev	General (or	designate)						
	h state as required by General Instruction G? If "No," attach explanation		_3 (O)					8b	х	
	foundation claiming status as a private operating foundation within the meaning of se	 ection 49	42(1)(3) or 4	1942(1)(5) for	caler	 ıdar	••••			
	1014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," o				-4.01			9		х
	ry persons become substantial contributors during the tax year? if "Yes," attach a schedi					•	• •	10		X
	, personal desired and an ing the tax your in res, stract a screen	<u>no nothing</u>	men names ar	auu 62262		<del>.                                      </del>	Forr	n <b>990</b>	-PF	
							• •	_	١,	

11-24-14

11 All any time duming the year, did the foundation, directly or indirectly, now a controlled entity within the missaning of section \$12(0)(15)(17)(17)(17)(17)(17)(17)(17)(17)(17)(17		1990-PF (2014) W L LYONS BROWN JR CHARITABLE FOUNDATION 61-123 art VII-A   Statements Regarding Activities (continued)	3038		Page 5
12 Did the foundation make a distribution to a dinor advised fund over which the foundation or a disqualified person had advisory privileges?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address № N/A  13 The books are in care of ▶ BESSEMER TRUST  Located at ▶ 53.0 FIPTH AVENUE, NEW YORK, NY  Section 4947(1)(1) nonexempt charitable trusts filing from 980-PF in the of Ferm 1041-Check here  and enter the amount of tax-exempt interest received or accrued during the year  and enter the amount of tax-exempt interest received or accrued during the year  A klary time during claimed year 2014, did the foundation have a naivest in a signature or other authority over a bank,  See the instructions for execptions and filing requirements for FinCEN Form 114, (formerly 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  File Form 4720 if any Item is checked in the "Yes" column, unless an exception applies.  1. During the year did the loundation (either directly):  (1) Engage in the said or exchange, or lesing of property with a disqualified person?  (3) Furnish goods, services, or includes to (or accept the mirror) a disqualified person?  (4) Pay compression to, or pay or remithures the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either avenualized person)?  (6) Agree to pay money from, lend money to, or otherwise extendired calls for one production and production appears of property to a government official for a period after termination of government service, if termination of proventines the expenses of, a disqualified person?  (5) Agree to pay money or property to a government official for a period after termination of government service, if terminating volume the exceptions described in Regulation section 4942(a)(3) or 4942(a) or an activation payor and proventines the season	11				
If Yes, attach statement (see instructions)  2			11		<u>X</u>
No   BESSEMER TRUST   Telephone no.   212-708-9216	12				
Website address ► M/A  1 The books are in care of ► BESSEMER TRUST  1 Telephone no. ► 212-708-9216  1 The books are in care of ► BESSEMER TRUST  1 Telephone no. ► 217-708-9216  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The books are in care of ► BESSEMER TRUST  1 The Control of the Control of the Control of the Control of the Very Trust of the Control of the Control of the Very Trust of Very Trust of the Very Trust of Very Trust of the Very Trust of Very Trust					<u>X</u>
14. The books are in care of ▶ BESSEMER TRUST  Located at ▶ 63.0 PIFPTH AVENUE, NEW YORK, NY  15. Section 4947(a)(1) nonexempt chantable 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 of Atlany time during cleandar year 2014, 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?  See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TDF 90-22.1), if "Yes," enter the name of the financial country is been seen and filing requirements for FinCEN Form 114, (formerly TDF 90-22.1), if "Yes," enter the name of the financial country is been seen and filing requirements for FinCEN Form 114, (formerly TDF 90-22.1), if "Yes," enter the name of the financial country is been exchange, or financial country is been seen exchange, or financial country is been exchange, or financial country is been exchange, or financial country is been exchanged in the Seen exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) as disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (3) Furnish goods, services, or facilities to or seeps them from) a disqualified person?  (3) Furnish goods, services, or facilities to or seeps them foreign or make any of either available for the benefit or use of a disqualified person?  (3) Furnish goods, services, or facilities to or seeps them foreign or make any of either available for the benefit or use of a disqualified person?  (4) Pay compensation to, or pay or remitties the expension of either available for the benefit or use of a disqualified person?  (5) Agreet to pay money or property to a government service or foreign the pay money or pr	13		13	X	
Located at   6.30 FTFTH AVENUE, NEW YORK, NY   Service   10.111					
15 Section 4947(a)(1) nonexempt chamtable 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  16 At any time during calendar year 2014, 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?  See the instructions for exceptions and fining requirements for FinCEN Form 114, (formerly TD F 90-22.1), If "Yes," enter the name of the foreign country.  Peart VII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  10 During the year did the foundation (either directly or indirectly):  11 During the year did the foundation (either directly or indirectly):  12 Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  23 Furnish podos, services, or facilities to (or accept them from) a disqualified person?  24 Fee Complete State	14				
and enter the amount of tax-exempt interest received or accrued during the year  8 At any time during calendar year 2014, 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?  See the instructions for exceptions and thing requirements for FinCEN Form 114, (formerly 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  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 dequalited person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualited person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay complemation to, or pay or ramburse the expenses of, a disqualified person?  (5) Transfer any incerime or assets to a disqualified person (or make any of either available for the benification assets are set of the foundation agreed to make a girant to or employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answers is "Yes" to full(1)-6), did any of the acts also thoughly funder the exceptions described in Regulations section 53.44 (1)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current			0111		
18 A tany time during calendar year 2014, 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?  See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1), If "Yes," either the name of the foreign country.  Part VII—B Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a During the year oid the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person or yes ∑ No  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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) or make any of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of the difficial for a pend after termination of peny 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 pend after termination of peny money or property to a government official? (Exception, Check "No" if the foundation engage in a prior year in any of the acts discrebed in fa, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?  1 a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and	15			. , . ▶	
securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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  File Form 4720 If any item is checked in the "Yes" column, unless an exception applies.  1 During the year old the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (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 exerce, if terminating within 90 days.)  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(6)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(a)(3) or 4942(f)(5):  1 Aftite the foundation and acception of the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (II applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions).  If "Yes," list the years be sentructions).  If the provisions of section 4					
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a During they say did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?   Yes   X No    (2) Borrow money from, lend money to, or otherwise exdend credit to (or accept if from)   Yes   X No    (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?   Yes   X No    (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?   Yes   X 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) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person)?   Yes   X No    (5) Agree to pay money or property to a government official? (Exception, Check "No"   the foundation agreed to make agrant to or to employ the official for a period after termination of government service, if terminating within 90 days.)   Yes   X No    b If any answer is "Yes" to lat()-(6), did any of the acts fat to quality under the exceptions described in Regulations section 53.494 (10)-3 or in a current notice regarding dissater assistance (see instructions)?   N/A    1b   Ves   X No   Template   Ves   X No   Template	16		ı	Yes	
Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required			16		<u>X</u> _
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a 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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for a pend after termination of government service, if terminating within 90 days.)  1 If a part of the available for a part of the available for a part of the exceptions described in Regulations section 490 days of the tax year beginning of the access busines for t					
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1s 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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person)  (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.)  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(0)-3 or in 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 2014?  1 Taxes on failure to distribute income (Section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(0)(3) or 4942(				Yes	No
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(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.)  b If any answer is "Yes" to 14(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  To a failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(a)(3) or 4942(b)(5)):  At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?  If "Yes," Ist the years"  A the end of tax year sundistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  If "Yes," Ist the years with 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.)  If "Yes," Ist the years become 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Let the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Let the provisions of section 4942(a)(2) are being ap					
a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (6) Agree to pay money or property to a government official? (Exception, Check "No" if the foundation argined to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  1b  Organizations relying on a current notice regarding disaster assistance (see instructions)?  N/A  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(i)(3) or 4942(i)(5)):  a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?  If Yes, Isst the years  A to the end of tax year solited 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? (lif applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see ins				1 ]	
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11-24-14

Form 990-PF (2014) W L LYONS BROWN JR CHARI Part VII-B   Statements Regarding Activities for Which F		TION Required (contin	61-12330 ued)	38 Page 6
<ul> <li>Part VII-B   Statements Regarding Activities for Which F</li> <li>5a During the year did the foundation pay or incur any amount to: <ol> <li>Carry on propaganda, or otherwise attempt to influence legislation (section 2) influence the outcome of any specific public election (see section 4955); or any voter registration drive?</li> <li>Provide a grant to an individual for travel, study, or other similar purposes: <ol> <li>Provide a grant to an organization other than a charitable, etc., organization 4945(d)(4)(A)? (see instructions)</li> <li>Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals?</li> <li>If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und section 53.4945 or in a current notice regarding disaster assistance (see instru Organizations relying on a current notice regarding disaster assistance check h</li> <li>If the answer is "Yes" to question 5a(4), does the foundation claim exemption frexpenditure responsibility for the grant?</li> </ol> </li> <li>If "Yes," attach the statement required by Regulations section 53.4945</li> </ol></li></ul>	n 4945(e))? or to carry on, directly or indirectly or described in section or educational purposes, or the described indirectly or indirectly	ectly,  Ye  Ye  for  Ye  In Regulations	es X No	5b
<ul> <li>6a Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract?</li> <li>b Did the foundation, during the year, pay premiums, directly or indirectly, on a p if "Yes" to 6b, file Form 8870.</li> <li>7a At any time during the tax year, was the foundation a party to a prohibited tax s</li> <li>b If "Yes," did the foundation receive any proceeds or have any net income attributed.</li> </ul>	pay premiums on ersonal benefit contract? helter transaction?		es X No	6b X
Part VIII Information About Officers, Directors, Trustored Paid Employees, and Contractors	-	ınagers, Highly	/	
1 List all officers, directors, trustees, foundation managers and their  (a) Name and address  SEE STATEMENT 12	compensation.  (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
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."		L
(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

Form 990-PF (2014) W L LYONS BROWN JR CHARITABLE FOUNDATION  Part VIII Information About Officers, Directors, Trustees, Foundation Manage Paid Employees, and Contractors (continued)		<u>233038</u> Р	age 7
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) Compen	sation
NONE			
Total number of others receiving over \$50,000 for professional services		<b>•</b>	
Part IX-A Summary of Direct Charitable Activities	<del> </del>		<u> </u>
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information su number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	ch as the	Expenses	
1 <u>N/A</u>			
2			
3			
4			
Part IX-B Summary of Program-Related Investments		A	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.  N/A		Amount	
I N/A			
2			
All other program-related investments. See instructions.  3			
Total Add lines 1 through 3			

	art X	01	-1233030 Tugot
	Minimum Investment Return (All domestic foundations must complete this part. Foreign fou	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	25,333,679.
b	Average of monthly cash balances	1b	413,790.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	25,747,469.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,747,469.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	386,212.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,361,257.
6	Minimum Investment return. Enter 5% of line 5	6	1,268,063.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a	nd certain	
	foreign organizations check here 🕨 🔛 and do not complete this part.)	, ,	
1	Minimum investment return from Part X, line 6	1	1,268,063.
2a		1 1	
b	Income tax for 2014. (This does not include the tax from Part VI.)	<b>↓</b>	
C	Add lines 2a and 2b	2c	28,745.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,239,318.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,239,318.
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	1,239,318.
Р	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,247,210.
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	1,247,210.
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	1,247,210.
	Note. The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation	qualifies fo	r the section

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4940(e) reduction of tax in those years.

Form 990-PF (2014) W L LYONS BE	ROWN JR CHAR	TABLE FOUNDA	TION	61-1	233038	Page 9
Part XIII Undistributed Income (see	instructions)					
	(a) Corpus	(b) Years prior to 2013	(c) 2013		(d) 2014	
Distributable amount for 2014 from Part XI, line 7					1,239	,318.
2 Undistributed income, if any, as of the end of 2014						
a Enter amount for 2013 only			· <del>-</del>	0.		
b Total for prior years:	i					
		0.				
3 Excess distributions carryover, if any, to 2014:						
a From 2009	į					
b From 2010 3,953.				1		
c From 2011						
d From 2012				l		
e From 2013 22, 424.	26 277					
f Total of lines 3a through e	26,377.			-		
4 Qualifying distributions for 2014 from						
Part XII, line 4: ►\$ 1,247,210.				ا م		
a Applied to 2013, but not more than line 2a				0.		
b Applied to undistributed income of prior		0.				
years (Election required - see instructions)		0.			-	
c Treated as distributions out of corpus	0.					
(Election required - see instructions)					1,239	210
d Applied to 2014 distributable amount	7,892.				1,439	, 310.
e Remaining amount distributed out of corpus	7,892.			<del> </del>		0.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0•					<u>U •</u>
6 Enter the net total of each column as indicated below:						
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,269.					
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 2013. Subtract line						
4a from line 2a. Taxable amount - see instr.				0.		
f Undistributed income for 2014. Subtract						
lines 4d and 5 from line 1. This amount must						
be distributed in 2015						0.
7 Amounts treated as distributions out of						
corpus to satisfy requirements imposed by						
section 170(b)(1)(F) or 4942(g)(3) (Election						
may be required - see instructions)	0.					
8 Excess distributions carryover from 2009						
not applied on line 5 or line 7	0.					
9 Excess distributions carryover to 2015.						
Subtract lines 7 and 8 from line 6a	34,269.					
10 Analysis of line 9:						
a Excess from 2010 3,953.						

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22,424.

b Excess from 2011 c Excess from 2012

d Excess from 2013 e Excess from 2014 423581 11-24-14

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Part XIV Private Operating F	<del></del>		-A, question 9)	N/A	
1 a If the foundation has received a ruling o					
foundation, and the ruling is effective fo		-	▶ ∟	<u> </u>	
b Check box to indicate whether the found		ng foundation described i		4942(j)(3) or49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	/b) 2012	Prior 3 years	(4) 0011	/ol Total
income from Part I or the minimum	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
investment return from Part X for					
each year listed		_			
b 85% of line 2a					
c Qualifying distributions from Part XII,	1				
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 Info			if the foundation	n had \$5,000 or me	ore in assets
at any time during t	<del></del>	ructions.)			
1 Information Regarding Foundation	-				
a List any managers of the foundation wh year (but only if they have contributed n			ributions received by th	e foundation before the clo	se of any tax
	nore than \$5,000). (See s	ection 507 (a)(2).)			
NONE					
b List any managers of the foundation wh other entity) of which the foundation has			or an equally large port	ion of the ownership of a p	artnersnip or
NONE					
2 Information Regarding Contributi					
Check here 🕨 🗶 if the foundation o	only makes contributions	to preselected charitable	organizations and does	not accept unsolicited requ	iests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indiv	viduals or organizations u	nder other conditions, o	complete items 2a, b, c, and	j d
a The name, address, and telephone num $\mathbf{N/A}$	ber or e-mail address of	the person to whom appli	cations should be addre	essed:	
11/11					
b The form in which applications should b	oe submitted and informa	tion and materials they st	rould include:		
N/A					
c Any submission deadlines:					
N/A	<del></del>				
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields,	kinds of institutions, or	other factors:	
N/A					
423601 11-24-14					Form 990-PF (2014)

Amount

40,000. BERKSHIRE SCHOOL N/A PUBLIC GENERAL EXEMPT PURPOSE 245 N UNDERMOUNTAIN ROAD SHEFFIELD, MA 01257 30,000. BETHESDA HOSPITAL FOUNDATION PUBLIC GENERAL EXEMPT PURPOSE N/A 2815 S. SEACREST BLVD BOYNTON BEACH, FL 33435 10,000. BOMB MAGAZINE N/A PUBLIC GENERAL EXEMPT PURPOSE 80 HANSON PLACE, SUITE 703 BROOKLYN, NY 11217 10,000, GENERAL EXEMPT PURPOSE BROOKS SCHOOL ANNUAL FUND N/A PUBLIC 1160 GREAT POND ROAD NORTH ANDOVER MA 01845 2,000. SEE CONTINUATION SHEET(S) ▶ 3a 241 695 Total b Approved for future payment NONE Total

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## **Analysis of Income-Producing Activities** Part XVI-A

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		ded by section 512, 513, or 514	(e)
•	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	Code		1000		
a	-		├		
b					
C					
d			<u> </u>		
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	328,074.	
5 Net rental income or (loss) from real estate:				0_0/0	· · · · · · · · · · · · · · · · · · ·
a Debt-financed property	-				
b Not debt-financed property			i		
	-		i		<del></del>
6 Net rental income or (loss) from personal					
property	<u> </u>	· · · · · · · · · · · · · · · · · · ·	0.1	150 047	
7 Other investment income			01	152,247.	<del></del>
8 Gain or (loss) from sales of assets other					
than inventory	<b></b>		18	984,026.	
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.		1,464,347.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	
(See worksheet in line 13 instructions to verify calculations.)		• •			
Part XVI-B Relationship of Activities to	- th- A	emplishment of Ex		t Dumpees	
relationship of Activities to	o the Acc	ompushinent of Ex	kemp	t Purposes	
Line No. Explain below how each activity for which incor			contrib	uted importantly to the accom	olishment of
▼ the foundation's exempt purposes (other than I	by providing fu	inds for such purposes).			
N/A					
				·	
		<del></del>			
		· · · · · · · · · · · · · · · · · · ·			
	<u>-</u>		-		<del></del>
_	<del></del>				
	<del> </del>	<del> </del>		<del></del>	<del></del>
	•				
		<del></del>		<del>=</del>	
1					
423621 11-24-14					Form <b>990-PF</b> (2014)

Sign Here	and be	penalties of perjury, I declare that I have examined the blief, it is true, correct, and complete Declaration of produced the correct period of the produced that the correct period of the produced that the produced the produced that the produced			rmation of which prepar		May the IRS discuss this return with the preparer shown below (see inst )?  X Yes No
Paid Prepa Jse C	rar	Print/Type preparer's name  MERILEEN LETZTER	Preparer's a	gnature CPA	Date II /II	self- employed	P00336359
		Firm's name ► BESSEMER TRU  Firm's address ► 630 FIFTH A  NEW YORK, N	VENUE	1-0333		Firm's EIN ► 13  Phone no. 212	-2792165 
							Form <b>990-PF</b> (2014

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FORM 990-PF	DIVIDENDS	AND INTER	EST	FROM SECU	RITIES	STATEMENT
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDEND		(A) REVENUE PER BOOKS	(B) NET INVEST MENT INCOM	
BESSEMER DIVIDENDS BESSEMER INTEREST MORGAN STANLEY	MER INTEREST 56,458. 0. 56,458					
DIVIDENDS MORGAN STANLEY	51,116.	. 0.		51,116	-	
INTEREST  TO PART I, LINE 4	704,954.			328,074	<del>_</del>	•
=			<b>—</b> =		=	
FORM 990-PF		OTHER I	NCOI	ME		STATEMENT
DESCRIPTION			RE		(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INT/DIVS				147,872.	147,872.	
PASSIVE PARTNERSHIP PASSIVE & ALLOWED LOSS				5,686. 5,686. -1,3111,311.		
TOTAL TO FORM 990-PF	F, PART I, 1	LINE 11		152,247.	152,247.	
FORM 990-PF		ACCOUNTI	NG 1	FEES		STATEMENT
DESCRIPTION		(A) EXPENSES PER BOOKS		(B) F INVEST- NT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABL PURPOSES
FINANCIAL SERIVCE FE	EES	5,500.		0.		5,500
TO FORM 990-PF, PG 1, LN 16B		5,500.		0.		5,500

		<del></del>				
FORM 990-PF (	THER PROFES	SIONAL FEES	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT SERVICE FEES - BESSEMER INVESTMENT SERVICE FEES -	25,884.	·		0.		
MORGAN STANLEY	26,552.			0.		
TO FORM 990-PF, PG 1, LN 16C =	52,436.	52,436.		0.		
FORM 990-PF	TAX	ES	S'	TATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
2013 BALANCE DUE WITH EXTENSION 2014 3RD QTR ESTIMATED TAX	13,000.	0.		0.		
PAYMENT 2014 4TH QTR ESTIMATED TAX PAYMENT	6,500. 15,000.	0.		0.		
STATE TAX WITHHELD ON OWGREF	184.			0.		
FOREIGN TAXES PAID -	14,732.	14,732.	·	0.		
TO FORM 990-PF, PG 1, LN 18 =	49,416.	14,916.	<del></del>	0.		
FORM 990-PF	OTHER E	XPENSES	S	ratement 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ADR FEES - MORGAN STANLEY KENTUCKY FILING FEE PARTNERSHIP INVESTMENT	1,132. 15.			0. 15.		
EXPENSES PARTNERSHIP NONDEDUCTIBLE	22,046. 58.			0.		
TO FORM 990-PF, PG 1, LN 23	23,251.	23,178.		15.		

FORM 990-PF OTHER DECREASES IN NET ASSETS OR I	FUND BALANCES	STATEMENT	7	
DESCRIPTION		AMOUNT		
NET PARTNERSHIP RECEIPTS CONTRIBUTIONS FOR TAX BA	56,344.			
TOTAL TO FORM 990-PF, PART III, LINE 5		56,34	4.	
FORM 990-PF U.S. AND STATE/CITY GOVERNMENT	OBLIGATIONS	STATEMENT	8	
DESCRIPTION U.S. OTHER GOV'T GOV'T	BOOK VALUE	FAIR MARKET VALUE	?	
FIXED US OBLIGATIONS- BESSEMER X	1,641,232.	1,632,71	.0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS	1,641,232.	1,632,710.		
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			_	
TOTAL TO FORM 990-PF, PART II, LINE 10A	1,641,232.	1,632,71	0.	
FORM 990-PF CORPORATE STOCK		STATEMENT	 9 	
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
US LARGE CAP - BESSEMER SEE ATTACHED LARGE CAP STRATEGIES GLOBAL SMALL & MID CAP BESSEMER SEE ATTACHED GLOBAL OPPORTUNITIES-BESSEMER SEE ATTACHED REAL RETURN COMMODOTIES-BESSEMER SEE ATTACHED GLOBAL STOCKS-MORGAN STANLEY SEE ATTACHED	4,572,378. 2,500,000. 1,819,404. 1,900,278. 702,948. 1,206,040.	2,854,088. 2,885,499. 2,019,255. 506,817.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,701,048.	15,593,95	51.	

	RM 990-PF CORPORATE BONDS		STATEMENT 10	
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE 1,440,138 302,766 101,772		
FIXED CORP BDS - BESSEMER SEE ATTAC INTERNATIONAL - BESSEMER SEE ATTACH TAXABLE MUNICIPAL - BESSEMER SEE AT	1,439,156. 299,537. 100,000.			
TOTAL TO FORM 990-PF, PART II, LINE	1,838,693.	1,844,676		
FORM 990-PF OTHE	R INVESTMENTS		STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
ALT INV-OW GLOBAL RE FD-BESSEMER SEE ATTACHED	COST	136,137.	273,557.	
ALT INV-FIFTH AVE OFFSHORE GLOBAL EQ- SEE ATTACHED	COST	333,500.	620,372.	
ALT INV-FIFTH AVE OFFSHORE SPEC SIT A - SEE ATTACHED	COST	350,000.	563,966.	
	COST	202,562.	268,110.	
ALT INV-GREEN SPRING 1 - SEE ATTACHED ALT INV-GREEN SPRING 2 - SEE	COST	202,302	200,110.	
	COST	341,501.	597,567.	

26

5,677,982.

4,125,649.

TOTAL TO FORM 990-PF, PART II, LINE 13

	PART VIII - LIST OF OFFICERS, DIRECTORS STATEMEN TRUSTEES AND FOUNDATION MANAGERS				
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB		
ALICE CARY BROWN 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	PRESIDENT/DIRE 5.00	CTOR 0.	0.	0.	
STUART R. BROWN 500 WEST JEFFERSON ST,STE 2800 LOUISVILLE, KY 40202	SECRETARY/TREA 5.00	SURER 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.	

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

Part IV	Capital Gains and Los	sses for Tax on Investment Income				
		describe the kind(s) of property solick warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUB	LICLY TRADE	D SECURITIES			VARIOUS	VARIOUS
b PUB	LICLY TRADE	D SECURITIES			VARIOUS	VARIOUS
c PUB	LICLY TRADE	D SECURITIES			VARIOUS	VARIOUS
d PUB	LICLY TRADE	D SECURITIES			VARIOUS	<u>VARIOUS</u>
e ST	MORGAN STAN	LEY			VARIOUS	<u>VARIOUS</u>
	MORGAN STAN				VARIOUS	VARIOUS
g EUR	OPEAN MEZZA	NINE			VARIOUS	VARIOUS_
h PAR		INS SHORT TERM			VARIOUS	VARIOUS_
ı PAR	<del></del>	INS LONG TERM			VARIOUS	VARIOUS_
	TNERSHIP 12				VARIOUS	VARIOUS_
k CAP	ITAL GAINS	DIVIDENDS				_
1						_
m						
n						
0					L	l
(e)	Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		Gain or (loss) lus (f) minus (g)	
a	429,316.		477,314.			<u>-47,998.</u>
b	1,155,757.		1,154,143.			1,614.
С	1,389,202.		1,411,811.			-22,609.
d	2,716,089.		2,220,552.		<del> </del>	<u>495,537.</u>
е	32,364.		39,555.			<u>-7,191.</u>
f	278,801.		234,242.			44,559.
g	32,807.					32,807.
h	19,643.					19,643.
!	78,413.					78,413.
<u> </u>	12,371.					12,371.
k	376,880.			_ <del></del>		<u>376,880.</u>
<u> </u>						
m						
n						
0 Come!	ata anki far agasta ahawin	a say in column (b) and award by	the foundation on 10/21/60			
	M.V. as of 12/31/69	g gain in column (h) and owned by (j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess o	ses (from col. (h)) of col. (h) gain ove ot less than "-0-")	
2					<u> </u>	-47,998.
<u>a</u> b						1,614.
C .						-22,609.
<u>c</u> d						495,537.
e						-7,191.
<u></u> f						44,559.
g						32,807.
h						19,643.
ı						78,413.
1				-		12,371.
k						376,880.
ı						
n						
n						
0						
	gain net income or (net ca	pital loss) { If gain, also enter If (loss), enter "-0	ın Part I, line 7	2		984,026.
		s) as defined in sections 1222(5) an	, I			<u> </u>
	also enter in Part I, line 8, . enter "-0-" in Part I. line 8		P	a	N / A	