EXTENDED TO NOVEMBER 15, 2016

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 **2015** Open to Public Inspection

For calendar year 2015 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, 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: [X] 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) ▶$ 23,629,400.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line	(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 ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	295,471.	295,471.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,503,236.			
	b Gross sales price for all assets on line 6a 10,119,658.				
	7 Capital gain net income (from Part IV, line 2)		1,503,236.		
	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	131,040.	126,040.		STATEMENT 2
	12 Total. Add lines 1 through 11	1,929,747.	1,924,747.		
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 STMT 3	5,500.	0.		5,500.
	c Other professional fees STMT 4	66,364.	66,364.		0.
	17 Interest				
	18 Taxes STMT 5	56,584.	12,967.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	33,526.	33,444.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	161,974.	112,775.		5,515.
	25 Contributions, gifts, grants paid	1,231,139.			1,231,139.
	26 Total expenses and disbursements. Add lines 24 and 25	1,393,113.	112,775.		1,236,654.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	536,634.			
	b Net investment income (if negative, enter -0-)		1,811,972.		
	c Adjusted net income (if negative, enter -0-)			N/A	

~~POSTMARK 11 03 2016~~ ~~RECEIVED 11 07 2016~~ ~~05 OGDEN SERVICE CENTER~~

SCANNED NOV 15 2016

523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2015)

6 70 14

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	496,689.	354,952.	354,952.
	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	1,641,232.	1,273,906.	1,268,749.
	b Investments - corporate stock STMT 8	12,701,048.	11,915,189.	13,734,929.
	c Investments - corporate bonds STMT 9	1,838,693.	3,716,901.	3,714,364.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	4,125,649.	4,102,775.	4,556,406.
	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 I)	20,803,311.	21,363,723.	23,629,400.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	20,803,311.	21,363,723.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	20,803,311.	21,363,723.	
	31 Total liabilities and net assets/fund balances	20,803,311.	21,363,723.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,803,311.
2	Enter amount from Part I, line 27a	2	536,634.
3	Other increases not included in line 2 (itemize) ▶ BOOK TO TAX ADJUSTMENT	3	23,778.
4	Add lines 1, 2, and 3	4	21,363,723.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,363,723.

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	10,119,658.		8,616,422.	1,503,236.

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				1,503,236.

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 — 1,503,236.

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))
2014	1,247,210.	25,361,257.	.049178
2013	1,174,960.	23,519,918.	.049956
2012	1,056,398.	21,895,023.	.048248
2011	1,041,203.	23,064,490.	.045143
2010	1,130,974.	20,630,979.	.054819

2	Total of line 1, column (d)	2	.247344
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	.049469
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	25,799,861.
5	Multiply line 4 by line 3	5	1,276,293.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,120.
7	Add lines 5 and 6	7	1,294,413.
8	Enter qualifying distributions from Part XII, line 4	8	1,236,654.

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	36,239.
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	36,239.
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	36,239.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	46,841.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	46,841.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	10,602.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	10,602.	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?	4b	X	
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 2015 or the taxable year beginning in 2015 (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. ▶ 516-508-9623

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 2015, 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 FinCEN Form 114. 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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	4b		X

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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) [ ] Yes [X] 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 [X] 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 [X] No

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] 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.

523561
11-24-15

14551028 791007 61-1233038 2015.04030 W L LYONS BROWN JR CHARITAB 61-12331

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	25,834,614.
b	Average of monthly cash balances	1b	358,138.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	26,192,752.
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	26,192,752.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	392,891.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,799,861.
6	**Minimum investment return.** Enter 5% of line 5	6	1,289,993.

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	1,289,993.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	36,239.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	1,944.		
c	Add lines 2a and 2b			2c	38,183.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,251,810.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,251,810.
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	1,251,810.

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	1,236,654.
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	1,236,654.
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	1,236,654.

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.

523571
11-24-15

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,251,810.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 — 3,953.				
b From 2011				
c From 2012				
d From 2013 — 22,424.				
e From 2014 — 7,892.				
f Total of lines 3a through e	34,269.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 1,236,654.				
a Applied to 2014, 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 2015 distributable amount				1,236,654.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	15,156.			15,156.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,113.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	19,113.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013 — 11,221.				
d Excess from 2014 — 7,892.				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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 ▶ [X] 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				
AMAZON CONSERVATION ASSOCIATION 1822 R STREET, NW 4TH FLOOR WASHINGTON, DC 20009	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	30,000.
BERKSHIRE SCHOOL 245 N UNDERMOUNTAIN ROAD SHEFFIELD, MA 01257	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	28,000.
BOMB MAGAZINE 80 HANSON PLACE, SUITE 703 BROOKLYN, NY 11217	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	20,000.
BROOKS SCHOOL ANNUAL FUND 1160 GREAT POND ROAD NORTH ANDOVER, MA 01845	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	3,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRYS LANDING ROAD CAMBRIDGE, MA 02138	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,231,139.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	295,471.	
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	126,040.	
8 Gain or (loss) from sales of assets other than inventory			18	1,503,236.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND			01	5,000.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,929,747.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,929,747.

(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

Signature of officer or trustee: Stuart R Brown | Date: 10/29/16 | Title: TREASURER

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	M Letzter	10/28/16		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	

523622
11-24-15

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
f	ST MORGAN STANLEY	P	VARIOUS	VARIOUS
g	LT MORGAN STANLEY	P	VARIOUS	VARIOUS
h	EUROPEAN MEZZANINE-GAIN IN EXCESS OF BASIS	P	VARIOUS	VARIOUS
i	PARTNERSHIP ST-LOSSES	P	VARIOUS	VARIOUS
j	PARTNERSHIP LT-GAINS	P	VARIOUS	VARIOUS
k	PARTNERSHIP 1231 GAINS	P	VARIOUS	VARIOUS
l	ADDITIONAL LITIGATION RECEIPTS	P	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	613,047.		604,743.	8,304.
b	1,307,689.		1,271,911.	35,778.
c	1,460,992.		1,565,039.	<104,047.>
d	4,616,012.		3,732,047.	883,965.
e	1,356,665.		1,361,324.	<4,659.>
f	3,562.		10,327.	<6,765.>
g	49,308.		53,983.	<4,675.>
h	11,474.			11,474.
i			17,048.	<17,048.>
j	380,612.			380,612.
k	18,748.			18,748.
l	265.			265.
m	301,284.			301,284.
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				8,304.
b				35,778.
c				<104,047.>
d				883,965.
e				<4,659.>
f				<6,765.>
g				<4,675.>
h				11,474.
i				<17,048.>
j				380,612.
k				18,748.
l				265.
m				301,284.
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	1,503,236.
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
CENTRAL PARK CONSERVANCY 14 E 60TH ST FLOOR 8 NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	6,000.
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.
FLORIDA COALITION FOR PRESERVATION 235 NE 6TH AVENUE DELRAY BEACH, FL 33483	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
GETTYSBURG COLLEGE ANNUAL FUND 300 N WASHINGTON STREET GETTSBURG, PA 17325	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
GROTON SCHOOL ANNUAL FUND 282 FARMERS ROW GROTON, MA 01450	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
HENRY L. FERGUSON MUSEUM P.O. BOX 554 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	200.
HORIZONS STUDENT ENRICHMENT PROGRAM 545 PONUS RIDGE P.O. BOX 997 NEW CANAAN, CT 06840	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	250.
IFKHM 623 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	6,000.
ISLAND HEALTH PROJECT P.O. BOX 344 FISHERS ISLAND, NY 06390	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,100.
Total from continuation sheets				1,149,139.

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
MEMORIAL SLOAN-KETTERING CANCER CENTER P.O. BOX 27106 NEW YORK, NY 10087	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	199,800.
METROPOLITAN OPERA 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	12,729.
MUSEUM OF FINE ARTS, BOSTON 465 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	18,000.
NATURE CONSERVANCY IN COLORADO 3350 TURKEY CANYON ROAD COLORADO SPRINGS, CO 80926	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	115,000.
NEUE GALERIE NEW YORK 1048 FIFTH AVENUE NEW YORK, NY 10028	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	815.
NEW YORK PHILARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,200.
POMFRET SCHOOL ANNUAL FUND 398 POMFRET SCHOOL POMFRET, CT 06258	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
ST. JAMES' CHURCH 865 MADISON AVENUE NEW YORK, NY 10021	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	3,000.
ST. JOHN'S CHURCH 2319 E. BROAD STREET RICHMOND, VA 23223	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,200.
Total from continuation sheets				

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 AMERICAN AUSTRAIN FOUNDATION 150 E 42ND STREET, 42ND FLOOR NEW YORK, NY 10017	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
THE FRICK COLLECTION 1 E 70TH STREET NEW YORK, NY 10021	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	8,785.
THE FUND FOR PARK AVENUE 445 PARK AVENUE NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,000.
THE NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD NEW YORK, NY 10458	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,500.
THE SALZBURG FESTIVAL SOCIETY 509 MADISON AVENUE NEW YORK, NY 10022	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,350.
THE THOMAS JEFFERSON FOUNDATION P.O. BOX 217 CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
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.
UNIVERSITY OF VIRIGNIA P.O. BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	200,000.
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	15,000.
Total from continuation sheets				

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.
UVA FUNA P.O. BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,500.
WESTMINISTER ANNUAL FUND 995 HOPMEADOW STREET SIMSBURY, CT 06070	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
WINTERTHUR ANNUAL FUND 5105 KENNETT PIKE WILIMGTON, DE 19735	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	5,000.
WINTERTHUR GARDEN & LANDSCAPE 5105 KENNETT PIKE WILIMGTON, DE 19735	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	30,000.
WOODBERRY FOREST SCHOOL 898 WOODBERRY ROAD WOODBERRY FOREST, VA 22989	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	215,000.
PARK AVENUE ARMORY 643 PARK AVENUE NEW YORK, NY 10065	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	15,000.
DENDRIFUND--COMMUNITY FOUNDATION OF LOUSIVILLE 325 WEST MAIN STREET SUITE 1110 LOUISVILLE , KY 40202	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	43,000.
FRALIN MUSEUM OF ART AT UVA PO BOX 400119 CHARLOTTESVILLE, VA 22904-4119	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
SECOND STREET GALLERY 115 SECOND STREET SE CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
Total from continuation sheets				

523631
04-01-15

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
LOCAL FOOD HUB PO BOX 4647 CHARLOTTESVILLE, VA 22905	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	20,000.
VIRGINIA MUSEUM OF THE FINE ARTS 200 NORTH BOULEVARD RICHMOND, VA 23220	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	9,500.
TELLURIDE MOUNTAIN SCHOOL 200 SAN MIGUEL RIVER DRIVE TELLURIDE, CO 81435	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
LEWA WILDLIFE CONSERVANCY USA 38 MILLER AVENUE #507 MILL VALLEY, CA 94941	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	7,500.
DEERFIELD ACADEMY 7 BOYDEN LANE DEERFIELD, MA 01342	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	1,000.
HACK CVILLE 313 2ND STREET S.E. SUITE 207 CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,500.
FOCUSED ULTRASOUND FOUNDATION 1230 CEDARS COURT SUITE 206 CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	25,000.
WORLD MONUMENTS FUND 350 FIFTH AVENUE SUITE 2412 NEW YORK, NY 10118	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	9,510.
KENTUCKY COUNTRY DAY SCHOOL 4100 SPRINGDALE ROAD LOUISVILLE, KY 40241	N/A	PUBLIC	GENERAL EMEMPT PURPOSE	250.
Total from continuation sheets				

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 COLONNADE CLUB PAVILLION VII--WEST LAWN CHARLOTTESVILLE, VA 22903	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	2,000.
BARBARA LYNCH FOUNDATION 550 TREMONT STREET UNIT 2 BOSTON, MA 02116	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	10,000.
THE COLLEGE FOUNDATION OF UVA PO BOX 400314 CHARLOTTESVILLE, VA 22904	N/A	PUBLIC	GENERAL EXEMPT PURPOSE	33,750.
Total from continuation sheets				

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	512,864.	301,284.	211,580.	211,580.	
BESSEMER INTEREST	45,724.	0.	45,724.	45,724.	
MORGAN STANLEY DIVIDENDS	38,163.	0.	38,163.	38,163.	
MORGAN STANLEY INTEREST	4.	0.	4.	4.	
TO PART I, LINE 4	596,755.	301,284.	295,471.	295,471.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INT/DIVS	111,754.	111,754.	
PARTNERSHIP OTHER INCOME - NON PASSIVE	7,745.	7,745.	
PARTNERSHIP PASSIVE INCOME	5,411.	5,411.	
ADR FEE REIMBURSEMENT	1,130.	1,130.	
FEDERAL TAX REFUND	5,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	131,040.	126,040.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERIVCE FEES	5,500.	0.		5,500.
TO FORM 990-PF, PG 1, LN 16B	5,500.	0.		5,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES - BESSEMER	41,743.	41,743.		0.
INVESTMENT SERVICE FEES - MORGAN STANLEY	24,621.	24,621.		0.
TO FORM 990-PF, PG 1, LN 16C	66,364.	66,364.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2014 BALANCE DUE WITH EXTENSION	25,317.	0.		0.
2015 3RD QTR ESTIMATED TAX PAYMENT	10,000.	0.		0.
2015 4TH QTR ESTIMATED TAX PAYMENT	1,300.	0.		0.
STATE TAX WITHHELD ON OWGREF	357.	357.		0.
FOREIGN TAXES PAID	12,610.	12,610.		0.
2015 2ND QTR ESTIMATED TAX PAYMENT	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	56,584.	12,967.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KENTUCKY FILING FEE	15.	0.		15.
PARTNERSHIP INVESTMENT EXPENSES	33,444.	33,444.		0.
PARTNERSHIP NONDEDUCTIBLE	67.	0.		0.
TO FORM 990-PF, PG 1, LN 23	33,526.	33,444.		15.

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		1,273,906.	1,268,749.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,273,906.	1,268,749.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,273,906.	1,268,749.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US LARGE CAP - BESSEMER SEE ATTACHED	4,645,349.	5,531,900.
LARGE CAP STRATEGIES-BESSEMER SEE ATTACHED	2,217,076.	2,472,324.
GLOBAL SMALL & MID CAP BESSEMER SEE ATTACHED	1,497,418.	2,182,406.
STRATEGIC OPPORTUNITIES-BESSEMER SEE ATTACHED	2,308,980.	2,301,323.
REAL RETURN COMMODOTIES-BESSEMER SEE ATTACHED	0.	0.
GLOBAL STOCKS-MORGAN STANLEY SEE ATTACHED	1,187,482.	1,196,959.
ETFS AND CTFS-MORGAN STANLEY	58,884.	50,017.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,915,189.	13,734,929.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED CORP BDS - BESSEMER SEE ATTACHED	1,137,196.	1,134,291.
INTERNATIONAL - BESSEMER SEE ATTACHED	99,629.	100,223.
LARGE CAP SELECT - BESSEMER SEE ATTACHED	2,480,076.	2,479,850.
TAXABLE MUNICIPAL- BESSEMER	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,716,901.	3,714,364.

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	112,732.	239,353.
ALT INV-OW GLOBAL RA FD-BESSEMER SEE ATTACHED	COST	0.	0.
ALT INV-OW PRIVATE EQUITY SEE ATTACHED	COST	44,217.	48,830.
ALT INV-FIFTH AVE OFFSHORE TECH GRO FD C-S5- SEE ATTACHED	COST	335,000.	337,126.
ALT INV-GREEN SPRING 1 - SEE ATTACHED	COST	210,074.	268,110.
ALT INV-GREEN SPRING 2 - SEE ATTACHED	COST	294,141.	487,633.
ALT INV-SANDERSON INT'L FD - SEE ATTACHED	COST	3,106,611.	3,173,491.
ALT INV-EUROPEAN MEZZANINE FUND-SEE ATTACHED	COST	0.	1,863.
ALT INV-FIFTH AVE OFFSHORE GLOBAL EQ- SEE ATTACHED	COST	0.	0.
AKT INV-FIFTH AVE OFFSHORE SPEC SIT A - SEE ATTACHED	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,102,775.	4,556,406.

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.

Consolidated Summary

CHANGE IN VALUE OF YOUR ACCOUNTS (includes accrued interest)

	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
TOTAL BEGINNING VALUE	**$1,363,093.62**	**$1,404,330.01**
Credits	2,336.33	2,339.43
Debits	(132.93)	(25,830.28)
Security Transfers	—	—
Net Credits/Debits/Transfers	**$2,203.40**	**$(23,490.85)**
Change in Value	**(42,111.10)**	**(57,653.24)**
TOTAL ENDING VALUE	**$1,323,185.92**	**$1,323,185.92**

Includes Assets Externally Held. $1,863.08

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

ASSET ALLOCATION (includes accrued interest)

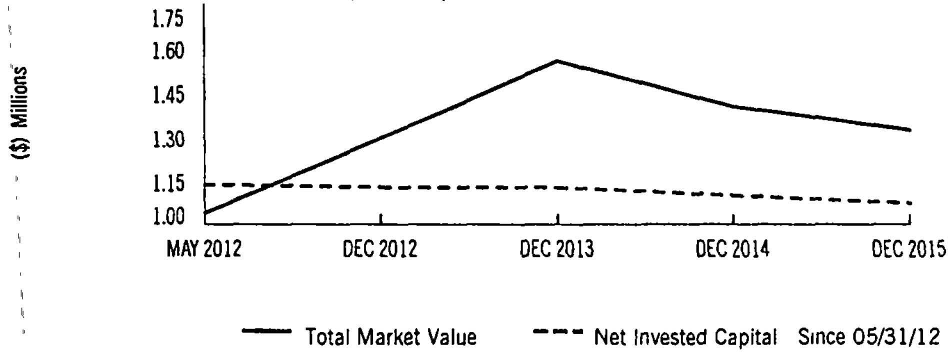
	Market Value	Percentage
Cash	$74,346.62	5.62
Equities	1,246,976.22	94.24
Alternatives	1,863.08	0.14
TOTAL VALUE	**$1,323,185.92**	**100.00%**

Includes Assets Externally Held: $1,863.08

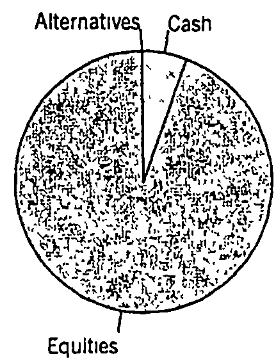
FDIC rules apply and Bank Deposits are eligible for FDIC insurance but are not covered by SIPC. Cash and securities (including MMFs) are eligible for SIPC coverage. See Expanded Disclosures.
Values may include assets externally held, which are provided to you as a courtesy, and may not be covered by SIPC. For additional information, refer to the corresponding section of this statement.

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 exclude transactions in Annuities or positions where we are not the custodian, which could delay the reporting of Market Value or affect the Net Invested Capital.



This asset allocation represents holdings on a trade date basis, and projected settled Cash/ BDP and MMF balances. These classifications do not constitute a recommendation and may differ from the classification of instruments for regulatory or tax purposes.

Consolidated Summary

BALANCE SHEET (^ includes accrued interest)

	Last Period (as of 11/30/15)	This Period (as of 12/31/15)
Cash, BDP, MMFs	$75,186.23	$74,346.62
Stocks	1,232,854.57	1,196,958.53
ETFs & CEFs	53,189.74	50,017.69
Alternative Investments+	1,863.08	1,863.08
Total Assets	**$1,363,093.62**	**$1,323,185.92**
Total Assets Held At Morgan Stanley	*$1,361,230.54*	*$1,321,322.84*
Total Assets Externally Held+	*$1,863.08*	*$1,863.08*
Total Liabilities (outstanding balance)	—	—
TOTAL VALUE	**$1,363,093.62**	**$1,323,185.92**

+ *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 (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
OPENING CASH, BDP, MMFs	**$75,186.23**	**$54,126.36**
Purchases	(21,653.97)	(329,430.78)
Sales and Redemptions	15,153.07	328,202.81
Income and Distributions	3,457.89	33,465.03
Total Investment Related Activity	**$(3,043.01)**	**$32,237.06**
Checks Deposited	—	3.10
Other Credits	2,336.33	13,810.38
Other Debits	(132.93)	(25,830.28)
Total Cash Related Activity	**$2,203.40**	**$(12,016.80)**
CLOSING CASH, BDP, MMFs	**$74,346.62**	**$74,346.62**

Account Summary

Investment Management Services Basic Securities Acct.

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

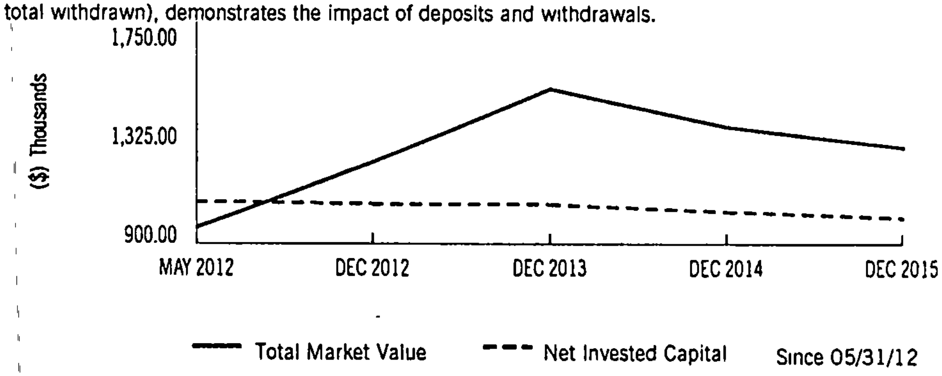
CHANGE IN VALUE OF YOUR ACCOUNTS (includes accrued interest)

	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
TOTAL BEGINNING VALUE	**$1,316,342.18**	**$1,357,066.86**
Credits	2,336.33	2,339.43
Debits	(132.93)	(25,830.28)
Security Transfers	—	—
Net Credits/Debits/Transfers	**$2,203.40**	**$(23,490.85)**
Change in Value	**(42,111.49)**	**(57,141.92)**
TOTAL ENDING VALUE	**$1,276,434.09**	**$1,276,434.09**

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.

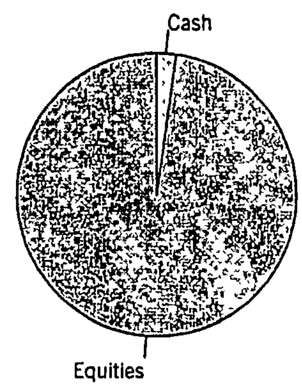


This graph does not reflect corrections to Net Invested Capital or Market Value made subsequent to the dates depicted. It may exclude transactions in Annuities or positions where we are not the custodian, which could delay the reporting of Market Value or affect the Net Invested Capital.

ASSET ALLOCATION (includes accrued interest)

	Market Value	Percentage
Cash	$29,457.87	2.31
Equities	1,246,976.22	97.69
TOTAL VALUE	**$1,276,434.09**	**100.00%**

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.
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.



This asset allocation represents holdings on a trade date basis, and projected settled Cash/ BDP and MMF balances. These classifications do not constitute a recommendation and may differ from the classification of instruments for regulatory or tax purposes.

Account Summary

Investment Management Services Basic Securities Acct. 5

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

BALANCE SHEET (^ includes accrued interest)

	Last Period (as of 11/30/15)	This Period (as of 12/31/15)
Cash, BDP, MMFs	$30,297.87	$29,457.87
Stocks	1,232,854.57	1,196,958.53
ETFs & CEFs	53,189.74	50,017.69
Total Assets	**$1,316,342.18**	**$1,276,434.09**
Total Liabilities (outstanding balance)	—	—
TOTAL VALUE	**$1,316,342.18**	**$1,276,434.09**

CASH FLOW

	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
OPENING CASH, BDP, MMFs	**$30,297.87**	**$20,715.83**
Purchases	(21,653.97)	(329,430.78)
Sales and Redemptions	15,153.07	328,202.81
Income and Distributions	3,457.50	33,460.86
Total Investment Related Activity	**$(3,043.40)**	**$32,232.89**
Checks Deposited	—	3.10
Other Credits	2,336.33	2,336.33
Other Debits	(132.93)	(25,830.28)
Total Cash Related Activity	**$2,203.40**	**$(23,490.85)**
CLOSING CASH, BDP, MMFs	**$29,457.87**	**$29,457.87**

INCOME AND DISTRIBUTION SUMMARY

	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
Qualified Dividends	$2,246.52	$30,106.23
Other Dividends	1,210.52	3,341.05
Interest	0.46	1.27
Other Income and Distributions	—	12.11
Total Taxable Income And Distributions	**$3,457.50**	**$33,460.66**
Total Tax-Exempt Income	—	—
TOTAL INCOME AND DISTRIBUTIONS	**$3,457.50**	**$33,460.66**

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 (12/1/15-12/31/15)	Realized This Year (1/1/15-12/31/15)	Unrealized Inception to Date (as of 12/31/15)
Short-Term Gain	$1,086.23	$1,953.07	$3,147.94
Short-Term (Loss)	—	(10,327.24)	(44,440.55)
Total Short-Term	**$1,086.23**	**$(8,374.17)**	**$(41,292.61)**
Long-Term Gain	5,419.24	61,277.69	180,235.76
Long-Term (Loss)	(93.19)	(66,616.52)	(138,333.35)
Total Long-Term	**$5,326.05**	**$(5,338.83)**	**$41,902.41**
TOTAL GAIN/(LOSS)	**$6,412.28**	**$(13,713.00)**	**$609.80**

The Gain/(Loss) Summary, which may change due to basis adjustments, is provided for informational purposes and should not be used for tax preparation. Refer to Gain/(Loss) in the Expanded Disclosures.

Security Mark

Investment Management Services Basic Securities Acct.

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

Account Summary

ADDITIONAL ACCOUNT INFORMATION

Category	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
Foreign Tax Paid	$205.85	$4,702.54

Account Detail

Investment Management Services Basic Securities Acct.

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

Investment Objectives †: Capital Appreciation, Aggressive Income, Income

Investment Advisory Account
Manager: TEMPLETON PORTFOLIO ADVISORS

† Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class: Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	7-Day Current Yield %	Est Ann Income	APY %
MORGAN STANLEY PRIVATE BANK NA #	$29,457.87	—	$6.00	0.020

	Percentage of Holdings	Market Value	Est Ann Income
CASH, BDP, AND MMFs	2.31%	$29,457.87	$6.00

 # Bank Deposits are held at Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC and each a national bank and FDIC member.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ABB LTD (ABB)	7/7/14	328.000	$22.938	$17.730	$7,523.63	$5,815.44	$(1,708 19) LT		
	9/2/14	320.000	22.927	17.730	7,336.77	5,673.60	(1,663.17) LT		
	10/20/15	256.000	18.051	17.730	4,621.18	4,538.88	(82.30) ST		
	Total	904 000			19,481.58	16,027.92	(3,371.36) LT (82.30) ST	516 00	3 21
Asset Class: Equities									
AEGON NV ADR (AEG)	5/22/15	1,891.000	8.006	5 670	15,140.10	10,721.97	(4,418 13) ST		
	10/20/15	840.000	6.021	5.670	5,057.22	4,762.80	(294 42) ST		

Investment Management Services Basic Securities Acct.

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

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	2,731.000			20,197.32	15,484.77	(4,712.55) ST	623.00	4.02
Asset Class: Equities									
AIA GROUP LTD, HONG (AAIGF)	12/9/10	1,370.000	2.900	6.013	3,973.41	8,237.50	4,264.09 LT		
	10/7/11	735 000	3.099	6.013	2,277 77	4,419.39	2,141.62 LT		
	Total	2,105.000			6,251.18	12,656.90	6,405.71 LT	143.00	1.12
Asset Class· Equities									
AKZO NOBEL NV ADR (AKZOY)	8/15/12	115.000	18.157	22 215	2,088.05	2,554.72	466.67 LT		
	8/7/13	180.000	19.920	22.215	3,585 60	3,998.69	413.09 LT		
	Total	295.000			5,673.65	6,553.42	879.76 LT	129.00	1 96
Asset Class: Equities									
AVIVA PLC 25P ORD (AIVAF)	1/25/11	156.000	7.029	7.605	1,096.45	1,186.42	89.97 LT		
	8/31/11	394.000	5.505	7.605	2,169.01	2,996.49	827.48 LT		
	4/9/14	1,322.000	8.434	7.605	11,149.22	10,054.22	(1,095.00) LT		
	Total	1,872.000			14,414.68	14,237.15	(177.55) LT	524.00	3.68
Asset Class· Equities									
AXA ADS (AXAHY)	8/20/02	50.000	14.386	27.315	719.32	1,365 74	646.42 LT		
	11/4/04	65.000	22.550	27.315	1,465.75	1,775.47	309.72 LT		
	6/3/05	140.000	24.360	27.315	3,410.40	3,824.09	413.69 LT		
	10/28/05	27.000	28.290	27.315	763.83	737.50	(26.33) LT		
	5/31/07	53.000	43.710	27.315	2,316.63	1,447.69	(868.94) LT		
	7/5/07	11.000	43.720	27.315	480.92	300.46	(180.46) LT		
	11/20/08	21.000	14.370	27.315	301.77	573.61	271.84 LT		
	12/26/08	24.000	21.440	27.315	514.56	655.55	140.99 LT		
	3/20/09	133.000	12.646	27.315	1,681.97	3,632.89	1,950.92 LT		
	1/25/11	111.000	20.836	27.315	2,312.80	3,031.96	719.16 LT		
	8/31/11	171.000	15.968	27.315	2,730 61	4,670.86	1,940.25 LT		
	1/11/13	175.000	18.361	27.315	3,213.18	4,780.12	1,566 94 LT		
	Total	981.000			19,911.74	26,796.01	6,884 20 LT	845 00	3.15
Asset Class· Equities									
BAE SYS PLC SPON ADR (BAESY)	9/16/15	468.000	28.105	29.455	13,152.95	13,784.94	631.99 ST	567.00	4 11
Asset Class: Equities									
BANGKOK BANK PUBLIC CO-NVDR (BGKKF)	3/24/14	1,414.000	5 471	4.238	7,735.29	5,992.34	(1,742.95) LT		
	4/1/15	467.000	5.757	4 238	2,688.71	1,979.08	(709 63) ST		
	10/20/15	930 000	4.800	4.238	4,464.00	3,941.21	(522.79) ST		

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	2,811.000			14,888.00	11,912.65	(1,742.95) LT (1,232.42) ST	—	—
Asset Class: Equities									
BARCLAYS PLC ADR (BCS)	2/2/15	470.000	14 143	12.960	6,647.30	6,091.20	(556.10) ST		
	3/31/15	500 000	14.503	12.960	7,251.70	6,480.00	(771.70) ST		
	11/4/15	333.000	14.312	12.960	4,766.06	4,315 68	(450 38) ST		
	Total	1,303.000			18,665.06	16,886.88	(1,778.18) ST	498 00	2.94
Asset Class: Equities									
BAYER AG SPON ADR (BAYRY)	10/12/11	7.000	61.484	124.835	430.39	873.84	443.45 LT		
	1/25/12	47.000	68.212	124.835	3,205.95	5,867.24	2,661.29 LT		
	6/1/12	76.000	60.776	124.835	4,618.99	9,487.46	4,868.47 LT		
	8/29/12	34.000	77.744	124.835	2,643.31	4,244.39	1,601.08 LT		
	Total	164.000			10,898.64	20,472.94	9,574.29 LT	294.00	1.43
Next Dividend Payable 06/2016; Asset Class: Equities									
BNP PARIBAS SP ADR REPSTG (BNPQY)	5/31/12	293.000	15.672	28.260	4,591.81	8,280.18	3,688.37 LT		
	6/1/12	577.000	16.035	28.260	9,252.14	16,306.02	7,053.88 LT		
	11/1/13	86.000	37.216	28.260	3,200.57	2,430.36	(770.21) LT		
	Total	956.000			17,044.52	27,016.56	9,972.04 LT	553.00	2.04
Asset Class: Equities									
BP PLC ADS (BP)	12/20/04	163.000	58.895	31.260	9,599.88	5,095.38	(4,504.50) LT		
	6/3/05	45.000	60.980	31.260	2,744.10	1,406.70	(1,337.40) LT		
	10/28/05	16.000	65.900	31.260	1,054.40	500.16	(554.24) LT		
	5/31/07	30.000	67.210	31.260	2,016.30	937.80	(1,078.50) LT		
	7/5/07	6.000	72.930	31.260	437.58	187.56	(250.02) LT		
	11/20/08	15.000	40.320	31.260	604.80	468.90	(135.90) LT		
	12/26/08	17.000	44.360	31.260	754.12	531.42	(222.70) LT		
	8/29/12	65.000	42.165	31.260	2,740.75	2,031.90	(708.85) LT		
	2/2/15	72.000	39.260	31.260	2,826.69	2,250.72	(575.97) ST		
	3/31/15	112.000	39.024	31.260	4,370.68	3,501.12	(869.56) ST		
	12/14/15	71.000	30.064	31.260	2,134.52	2,219.46	84.94 ST		
	Total	612.000			29,283 82	19,131.12	(8,792.11) LT (1,360 59) ST	1,457 00	7.61
Asset Class: Equities									
CANON INC ADR NEW (CAJ)	9/2/14	271.000	32.851	30.130	8,902.62	8,165.23	(737.39) LT		
	12/14/15	33.000	30.041	30.130	991.36	994.29	2.93 ST		

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	304.000			9,893.98	9,159.52	(737.39) LT 2.93 ST	339.00	3 70
Asset Class: Equities									
CHINA LIFE INSURANCE CO LTD (LFC)	2/19/14	165.000	14.818	15.990	2,445 03	2,638.35	193 32 LT		
	3/26/14	414 000	13.692	15 990	5,668 34	6,619.86	951.52 LT		
	9/2/14	354.000	14 470	15 990	5,122.32	5,660.46	538.14 LT		
	10/20/15	152.000	19.408	15.990	2,950.00	2,430.48	(519 52) ST		
	Total	1,085.000			16,185.69	17,349.15	1,682 98 LT (519.52) ST	297 00	1.71
Asset Class: Equities									
CHINA MOBILE LTD (CHL)	5/29/09	32.000	48.988	56.330	1,567.61	1,802 56	234.95 LT		
	3/30/11	145.000	46.207	56.330	6,700.06	8,167.85	1,467.79 LT		
	10/20/15	155.000	61.694	56.330	9,562.57	8,731.15	(831.42) ST		
	Total	332.000			17,830.24	18,701.56	1,702.74 LT (831.42) ST	560.00	2.99
Asset Class: Equities									
CHINA TELECOM LTD (CHA)	2/11/09	3.000	36.503	46.450	109.51	139.35	29.84 LT		
	4/1/09	71.000	43.524	46.450	3,090.17	3,297.95	207.78 LT		
	6/1/09	100.000	50.468	46.450	5,046.81	4,645.00	(401.81) LT		
	7/31/12	117.000	53.170	46.450	6,220.91	5,434.65	(786.26) LT		
	8/13/13	68.000	51.039	46.450	3,470.65	3,158.60	(312.05) LT		
	10/22/13	67.000	54.698	46.450	3,664.77	3,112.15	(552.62) LT		
	Total	426.000			21,602 82	19,787.70	(1,815.12) LT	470.00	2.37
Asset Class: Equities									
CK HUTCHISON HLDGS LTD ADR (CKHUY)	6/3/05	90.000	7.985	13.440	718.61	1,209.60	490.99 LT		
	10/28/05	34.000	8.464	13.440	287.77	456.96	169 19 LT		
	5/31/07	68.000	8.810	13 440	599.07	913.92	314.85 LT		
	7/5/07	14.000	8.824	13.440	123.53	188.16	64.63 LT		
	11/20/08	24.000	3.989	13.440	95.74	322.56	226.82 LT		
	12/26/08	27.000	4.704	13.440	127.00	362.88	235.88 LT		
	5/6/09	246.000	5.492	13.440	1,351.13	3,306.24	1,955.11 LT		
	9/3/14	275.000	11.965	13.440	3,250.27	3,696.00	445.73 LT		
	12/14/15	202.000	12.930	13.440	2,611.86	2,714.88	103.02 ST		
	Total	980.000			9,164.98	13,171.20	3,903.20 LT 103 02 ST	71.00	0 53
Asset Class: Equities									

Morgan Stanley
PRIVATE WEALTH MANAGEMENT

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
CREDIT AGRICOLE SA UNSP ADR (CRARY)	8/18/10	1.000	6.817	5.860	6.82	5.86	(0.96) LT		
	1/20/11	632.000	7.172	5.860	4,532.70	3,703.52	(829.18) LT		
	9/2/11	680.000	4.541	5.860	3,087.81	3,984.80	896.99 LT		
	9/29/11	770.000	3.819	5 860	2,940.78	4,512.20	1,571.42 LT		
	Total	2,083.000			10,568.11	**12,206.38**	1,638 27 LT	283.00	2.31
Asset Class: Equities									
CREDIT SUISSE GROUP (CS)	8/31/11	65.000	28.168	21.690	1,830.94	1,409.85	(421.09) LT		
	9/29/11	100.000	27.013	21.690	2,701.30	2,169.00	(532.30) LT		
	3/28/12	100.000	28.556	21.690	2,855.59	2,169.00	(686.59) LT		
	5/16/12	130.000	19.711	21.690	2,562.45	2,819.70	257.25 LT		
	6/1/12	348.000	18.534	21.690	6,449.66	7,548.12	1,098.46 LT		
	8/29/12	145.000	18.275	21.690	2,649.92	3,145.05	495.13 LT		
	Total	888.000			19,049.86	**19,260.72**	210.86 LT	662.00	3.43
Asset Class: Equities									
CRH PLC ADR (CRH)	5/6/09	10.000	25.282	28.820	252.82	288.20	35.38 LT		
	7/2/09	119.000	22.274	28.820	2,650.57	3,429.58	779.01 LT		
	8/27/10	166.000	15.619	28.820	2,592.79	4,784.12	2,191.33 LT		
	8/15/12	170.000	17.762	28.820	3,019.46	4,899.40	1,879.94 LT		
	11/19/14	344.000	22.272	28.820	7,661.60	9,914.08	2,252.48 LT		
	Total	809.000			16,177.24	**23,315.38**	7,138.14 LT	549.00	2.35
Asset Class: Equities									
DBS GROUP HOLDINGS LTD SP (DBSDY)	2/25/09	105.000	20.785	46.695	2,182.39	4,902.97	2,720.58 LT		
	4/23/09	162.000	24.094	46.695	3,903.29	7,564.58	3,661.29 LT		
	Total	267.000			6,085.68	**12,467.56**	6,381.87 LT	456.00	3.65
Asset Class: Equities									
DEUTSCHE BOERSE AG UNSPON ADR (DBOEY)	5/7/14	1,502.000	7.498	8.750	11,262.45	**13,142.50**	1,880.05 LT	233.00	1.77
Asset Class: Equities									
DEUTSCHE LUFTHANSA ADR (DLAKY)	6/29/11	181.000	21.765	15.705	3,939.48	2,842.60	(1,096.88) LT		
	10/26/11	193.000	14.299	15.705	2,759.78	3,031.06	271.28 LT		
	12/16/11	203.000	11.744	15.705	2,383.95	3,188.11	804.16 LT		
	9/4/13	276.000	16.799	15.705	4,636.63	4,334.58	(302.05) LT		
	10/22/13	142.000	19.875	15.705	2,822.22	2,230.11	(592.11) LT		
	8/29/14	133 000	17.280	15.705	2,298.27	2,088.76	(209.51) LT		
	Total	1,128.000			18,840.33	**17,715.24**	(1,125 11) LT	—	—
Asset Class: Equities									

Investment Management Services Basic Securities Acct.

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

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ENI SPA AMER DEP RCPT (E)	4/3/01	89.000	26.316	29.800	2,342.12	2,652.20	310.08 LT		
	6/3/05	62.500	51.600	29.800	3,225 00	1,862.50	(1,362.50) LT		
	9/26/05	7.500	59.884	29.800	449.13	223 50	(225.63) LT		
	10/28/05	20.000	53.120	29.800	1,062.40	596.00	(466.40) LT		
	5/31/07	37.000	70.880	29.800	2,622.56	1,102.60	(1,519.96) LT		
	7/5/07	8 000	74 100	29 800	592.80	238 40	(354 40) LT		
	11/20/08	17.000	40.580	29.800	689.86	506.60	(183.26) LT		
	12/26/08	19.000	45.890	29 800	871.91	566.20	(305 71) LT		
	8/4/11	83.000	39 673	29.800	3,292.86	2,473.40	(819 46) LT		
	10/17/11	49.000	43.232	29.800	2,118.35	1,460.20	(658.15) LT		
	Total	392.000			17,266.99	11,681.60	(5,585.39) LT	601.00	5.14
Asset Class: Equities									
GALP ENERGIA (GLPEF)	4/3/13	379.000	15.618	11.645	5,919.07	4,413.50	(1,505.57) LT		
	6/21/13	208.000	15.850	11.645	3,296.80	2,422.18	(874.62) LT		
	Total	587.000			9,215.87	6,835.69	(2,380.19) LT	242.00	3.54
Next Dividend Payable 03/2016; Asset Class: Equities									
GCL-POLY ENERGY HOLDINGS (GCPEF)	10/22/14	22,390.000	0.352	0.150	7,888.00	3,351.11	(4,536.89) LT		
	2/2/15	38,693.000	0.219	0.150	8,473.77	5,791.17	(2,682.60) ST		
	Total	61,083.000			16,361.77	9,142.29	(4,536.89) LT (2,682.60) ST	—	—
Asset Class: Equities									
GEA GROUP AG SPON ADR (GEAGY)	9/16/15	393.000	38.800	40.190	15,248.28	15,794.67	546.39 ST	211.00	1.33
Asset Class: Equities									
GETINGE AB UNSPONS ADR (GNGBY)	4/17/13	191.000	29.143	26.120	5,566.33	4,988.92	(577.41) LT		
	6/7/13	173.000	31.065	26.120	5,374.19	4,518.76	(855.43) LT		
	10/15/13	111.000	31.160	26.120	3,458.76	2,899.32	(559.44) LT		
	Total	475.000			14,399.28	12,407.00	(1,992.28) LT	118 00	0.95
Asset Class: Equities									
GLAXOSMITHKLINE PLC ADS (GSK)	6/3/05	39.000	49.650	40.350	1,936.35	1,573.65	(362.70) LT		
	9/26/05	4.000	51.170	40.350	204.68	161.40	(43.28) LT		
	10/28/05	19.000	52.580	40.350	999.02	766.65	(232.37) LT		
	12/12/06	91 000	52.857	40.350	4,810.01	3,671 85	(1,138.16) LT		
	5/31/07	49.000	52 160	40.350	2,555.84	1,977.15	(578.69) LT		
	7/5/07	10.000	52.100	40.350	521.00	403.50	(117.50) LT		
	11/20/08	25 000	33.250	40.350	831.25	1,008.75	177.50 LT		
	12/26/08	28.000	35.970	40.350	1,007.16	1,129.80	122.64 LT		

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	6/1/12	55 000	43.680	40.350	2,402.38	2,219.25	(183.13) LT		
	6/20/12	87.000	46.030	40.350	4,004.59	3,510.45	(494.14) LT		
	9/11/13	77.000	51.055	40.350	3,931.21	3,106.95	(824.26) LT		
	6/23/15	146.000	43.355	40.350	6,329 89	5,891.10	(438.79) ST		
	Total	630.000			29,533.38	**25,420.50**	(3,674.09) LT (438.79) ST	1,528.00	6 01
Next Dividend Payable 01/14/16; Asset Class: Equities									
GLENCORE PLC ADR (GLNCY)	11/4/15	2,245.000	3.943	2.625	8,851.81	5,893.12	(2,958.69) ST		
	12/14/15	828.000	2.471	2.625	2,045.74	2,173.49	127.75 ST		
	Total	3,073.000			10,897.55	**8,066.62**	(2,830.94) ST	983.00	12.18
Asset Class: Equities									
HEIDELBERG CEMENT ADR (HDELY)	5/31/12	468.000	8.784	16.650	4,110.87	7,792.20	3,681.33 LT		
	6/20/12	405.000	9.448	16.650	3,826.44	6,743.25	2,916.81 LT		
	10/24/12	281.000	10.516	16.650	2,955.05	4,678.65	1,723.60 LT		
	2/26/14	224.000	16.261	16.650	3,642.55	3,729.60	87.05 LT		
	Total	1,378.000			14,534.91	**22,943.70**	8,408.79 LT	150.00	0.65
Asset Class: Equities									
HSBC HOLDINGS PLC SPON ADR NEW (HSBC)	3/30/06	3.000	83.982	39.470	251.95	118.41	(133.54) LT		
	5/31/07	27.000	92.900	39.470	2,508.30	1,065.69	(1,442.61) LT		
	7/5/07	5.000	92.020	39.470	460.10	197.35	(262.75) LT		
	11/20/08	7.000	47.010	39.470	329.07	276.29	(52.78) LT		
	12/26/08	8.000	46.070	39.470	368.56	315.76	(52.80) LT		
	8/18/10	98.000	51.141	39.470	5,011.83	3,868.06	(1,143.77) LT		
	2/3/11	58.000	57.122	39.470	3,313.07	2,289.26	(1,023.81) LT		
	4/20/12	57.000	44.780	39.470	2,552.48	2,249.79	(302.69) LT		
	9/2/14	147.000	53.494	39.470	7,863.66	5,802.09	(2,061.57) LT		
	Total	410.000			22,659.02	**16,182.70**	(6,476.32) LT	1,025.00	6.33
Asset Class: Equities									
INFINEON TECHNOLOGIES AG (IFNNY)	8/30/12	165.000	6.983	14.650	1,152.11	2,417.25	1,265.14 LT		
	9/7/12	907.000	7.151	14.650	6,486.23	13,287.55	6,801.32 LT		
	8/25/15	229.000	10.830	14.650	2,480.12	3,354.85	874.73 ST		
	Total	1,301.000			10,118 46	**19,059.65**	8,066.46 LT 874.73 ST	247.00	1.29
Asset Class: Equities									

Account Detail

Investment Management Services Basic Securities Acct. 5

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ING GROEP NV ADR (ING)	4/20/12	70 000	7.306	13.460	511.45	942.20	430.75 LT		
	8/29/12	414 000	7.180	13.460	2,972.56	5,572.44	2,599 88 LT		
	9/7/12	742.000	8.512	13.460	6,316.20	9,987.32	3,671.12 LT		
	12/14/15	333.000	13.146	13.460	4,377.78	4,482.18	104 40 ST		
	Total	1,559 000			14,177.99	20,984.14	6,701 75 LT 104.40 ST	511.00	2.43
Asset Class: Equities									
KB FINANCIAL GRP INC SONS ADR (KB)	7/12/13	44.000	31 541	27.870	1,387.81	1,226.28	(161.53) LT		
	10/24/13	223.000	39.618	27.870	8,834.81	6,215 01	(2,619.80) LT		
	Total	267.000			10,222.62	7,441.29	(2,781.33) LT	151 00	2 02
Asset Class: Equities									
KINGFISHER PLC SPONS ADR NEW (KGFHY)	5/31/07	109.000	9.950	9.715	1,084.55	1,058 93	(25.62) LT		
	5/31/07	349.000	9.952	9.715	3,473.25	3,390.53	(82.72) LT		
	7/5/07	22.000	9.250	9.715	203.50	213.73	10.23 LT		
	9/30/08	673.000	4.744	9.715	3,192 64	6,538.19	3,345.55 LT		
	11/20/08	93.000	2.960	9.715	275.28	903.49	628.21 LT		
	12/26/08	104.000	3.790	9.715	394.16	1,010.36	616.20 LT		
	6/22/12	203.000	8.735	9.715	1,773.21	1,972.14	198.93 LT		
	7/6/12	322.000	8.444	9.715	2,718.97	3,128.23	409.26 LT		
	8/29/14	227.000	10.170	9.715	2,308.66	2,205.30	(103.36) LT		
	Total	2,102.000			15,424.22	20,420.93	4,996.68 LT	582.00	2.85
Asset Class: Equities									
KONICA MINOLTA INC ADR (KNCAY)	6/5/09	58.000	22.256	20.060	1,290.86	1,163.48	(127.38) LT		
	7/1/10	235.000	19.262	20.060	4,526.57	4,714.10	187.53 LT		
	6/20/14	531.000	19.288	20 060	10,241.98	10,651.86	409.88 LT		
	Total	824.000			16,059.41	16,529.44	470.03 LT	244.00	1.47
Asset Class: Equities									
KUNLUN ENERGY CO LTD ADR (KLYCY)	4/8/14	69.000	16.527	8.980	1,140.35	619.62	(520.73) LT		
	4/11/14	368.000	16 583	8.980	6,102.62	3,304 64	(2,797.98) LT		
	9/3/14	463.000	16.968	8.980	7,856.00	4,157.74	(3,698.26) LT		
	11/3/14	150.000	13.205	8.980	1,980.74	1,347.00	(633.74) LT		
	Total	1,050.000			17,079.71	9,429.00	(7,650.71) LT	238 00	2.52
Asset Class: Equities									
LANXESS AG (LNXSF)	2/2/15	280.000	49.290	46.688	13,801.20	13,072.66	(728.54) ST	152.00	1.16
Asset Class: Equities									

Account Detail

Investment Management Services Basic Securities Acct,

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
LLOYDS BANKING GROUP PLC (LYG)	6/1/12	3,812.000	1.597	4.360	6,089.29	**16,620.32**	10,531.03 LT	351.00	2.11
Asset Class: Equities									
MARKS & SPENCER GRP PLC ADR (MAKSY)	5/7/10	239.000	9.758	13.355	2,332.21	3,191.84	859.63 LT		
	12/16/10	271.000	11.993	13.355	3,250.08	3,619.20	369.12 LT		
	8/9/13	423.000	14.906	13.355	6,305.07	5,649.16	(655 91) LT		
	4/9/14	291.000	15.390	13.355	4,478.37	3,886.30	(592 07) LT		
	Total	1,224.000			16,365.73	**16,346.52**	(19.23) LT	655.00	4 00
Asset Class: Equities									
MERCK KGAA UNSPON ADR (MKGAY)	6/3/09	131.000	15.863	32.400	2,078.05	4,244.40	2,166.35 LT		
	11/6/09	164.000	16.253	32.400	2,665.56	5,313.60	2,648.04 LT		
	1/25/10	198.000	15.488	32.400	3,066.71	6,415.20	3,348.49 LT		
	Total	493.000			7,810.32	**15,973.20**	8,162.88 LT	260.00	1.62
Asset Class: Equities									
METRO AG ORD SHS (MTAGF)	8/7/13	158.000	37.360	32.000	5,902.94	5,056.03	(846.91) LT		
	8/9/13	100.000	38.648	32.000	3,864.78	3,200.02	(664.76) LT		
	8/29/14	268.000	35.130	32.000	9,414.84	8,576.05	(838.79) LT		
	Total	526.000			19,182.56	**16,832.11**	(2,350.46) LT	571.00	3.39
Next Dividend Payable 02/2016; Asset Class: Equities									
MICHELIN CIE GEN DES ETABLISMN (MGDDF)	10/30/06	65.000	80.448	95.486	5,229.09	6,206.57	977.48 LT		
	5/31/07	27.000	131.500	95.486	3,550.50	2,578.11	(972.39) LT		
	7/5/07	5.000	141.500	95.486	707.50	477.42	(230.08) LT		
	12/26/08	10.000	51.500	95.486	515.00	954.85	439.85 LT		
	12/21/11	43.000	58.918	95.486	2,533.48	4,105.88	1,572.40 LT		
	9/27/12	41.000	79.000	95.486	3,239.00	3,914.91	675.91 LT		
	Total	191.000			15,774.57	**18,237.78**	2,463.17 LT	519.00	2.84
Next Dividend Payable 05/2016; Asset Class: Equities									
MORPHOSYS AG SPONS ADR (MPSYY)	2/2/15	152.000	42.476	31.070	6,456 38	**4,722.64**	(1,733.74) ST	—	—
Asset Class: Equities									
NISSAN MTR CO LTD SPND ADR (NSANY)	1/20/11	260.000	20.620	20.985	5,361.12	5,456.09	94.97 LT		
	6/29/11	157.000	21.121	20.985	3,315.98	3,294 64	(21.34) LT		
	8/3/12	128.000	18.967	20.985	2,427.79	2,686.07	258.28 LT		
	9/28/12	167.000	17.320	20.985	2,892.41	3,504.49	612.08 LT		
	1/11/13	219.000	19.552	20.985	4,281.78	4,595.71	313.93 LT		
	6/17/13	212.000	20.879	20.985	4,426.37	4,448.81	22.44 LT		
	9/9/13	160.000	20.894	20.985	3,343.01	3,357.59	14.58 LT		
	4/30/14	218.000	17.250	20.985	3,760.50	4,574.72	814.22 LT		

Account Detail

Investment Management Services Basic Securities Acct.
5

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	1,521.000			29,808.96	31,918.18	2,109.16 LT	751 00	2 35
Asset Class: Equities									
PETROFAC LTD LONDON UNSPON ADR (POFCY)	10/8/14	863.000	7.874	5 810	6,794.92	5,014.03	(1,780.89) LT		
	2/2/15	1,021.000	5.475	5.810	5,589 67	5,932.01	342 34 ST		
	Total	1,884.000			12,384.59	10,946.04	(1,780.89) LT 342.34 ST	561.00	5.12
Asset Class: Equities									
PRECISION DRILLING COR (PDS) *Next Dividend Payable 02/2016; Asset Class: Equities*	5/21/15	1,039 000	7 337	3.940	7,623.25	4,093.66	(3,529.59) ST	218.00	5 32
QIAGEN NV ORD (QGEN) *Asset Class: Equities*	5/23/14	659 000	22.584	27.650	14,883.05	18,221.35	3,338.30 LT	—	—
REXAM PLC (REXMY)	12/12/08	85.000	32.600	44.720	2,770.97	3,801.20	1,030 23 LT		
	12/26/08	11.000	31.424	44.720	345.66	491.92	146.26 LT		
	1/10/11	81.000	33.450	44.720	2,709.41	3,622.32	912.91 LT		
	Total	177.000			5,826.04	7,915.44	2,089 40 LT	238.00	3.00
Asset Class: Equities									
ROCHE HOLDINGS ADR (RHHBY)	10/21/08	193.000	18.870	34.470	3,641.91	6,652.71	3,010 80 LT		
	11/20/08	12.000	15.663	34.470	187.95	413.64	225.69 LT		
	12/9/08	200.000	17.772	34.470	3,554.41	6,894.00	3,339.59 LT		
	12/26/08	28.000	18.663	34.470	522.55	965.16	442.61 LT		
	3/6/09	100.000	14.283	34.470	1,428.30	3,447.00	2,018.70 LT		
	12/16/09	128.000	21.028	34.470	2,691.63	4,412 16	1,720.53 LT		
	5/27/10	74.000	17.168	34.470	1,270.40	2,550.78	1,280.38 LT		
	5/28/10	96.000	17.280	34.470	1,658.85	3,309.12	1,650.27 LT		
	Total	831.000			14,956.00	28,644.57	13,688.57 LT	686.00	2.39
Asset Class: Equities									
ROYAL DUTCH SHELL PLC CL B (RDS'B)	6/3/05	23.998	61.451	46.040	1,474.70	1,104.87	(369.83) LT		
	10/28/05	15.000	64.490	46.040	967.35	690.60	(276.75) LT		
	5/31/07	29.000	75.860	46.040	2,199.94	1,335.16	(864.78) LT		
	7/5/07	6.000	85 220	46.040	511.32	276.24	(235.08) LT		
	11/20/08	15 000	42 820	46.040	642.30	690.60	48.30 LT		
	12/26/08	17 000	50.360	46.040	856.12	782.68	(73.44) LT		
	4/16/10	77.000	59.344	46.040	4,569.51	3,545.08	(1,024.43) LT		
	10/17/11	30.002	70.603	46.040	2,118.23	1,381.29	(736.94) LT		
	10/20/15	84.000	55.087	46.040	4,627.27	3,867.36	(759.91) ST		
	12/14/15	124.000	44.136	46.040	5,472.89	5,708 96	236 07 ST		

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	421 000			23,439 63	**19,382.84**	(3,532.95) LT (523.84) ST	1,583 00	8.16
Asset Class: Equities									
SAINT GOBAIN FRF ORD (CODGF)	5/31/13	170 000	43.988	43.289	7,477.92	7,359.14	(118.78) LT		
	6/26/13	82.000	40.531	43.289	3,323.53	3,549.70	226.17 LT		
	10/2/13	61.000	50.952	43.289	3,108.05	2,640.63	(467.42) LT		
	5/21/15	95.000	48.497	43.289	4,607.19	4,112.46	(494.73) ST		
	Total	408.000			18,516.69	**17,661.93**	(360.03) LT (494.73) ST	550.00	3.11
Next Dividend Payable 07/2016; Asset Class: Equities									
SANOFI ADR (SNY)	7/29/04	29.000	32.584	42.650	944.93	1,236.85	291.92 LT		
	1/10/05	60.000	38.250	42.650	2,294.98	2,559.00	264.02 LT		
	6/3/05	75.000	44.070	42.650	3,305.25	3,198.75	(106.50) LT		
	9/26/05	20.000	40.881	42.650	817.61	853.00	35.39 LT		
	10/28/05	23.000	39.610	42.650	911.03	980.95	69.92 LT		
	12/13/06	100.000	45.726	42.650	4,572.60	4,265.00	(307.60) LT		
	5/31/07	57.000	48.130	42.650	2,743.41	2,431.05	(312.36) LT		
	7/5/07	12.000	41.610	42.650	499.32	511.80	12.48 LT		
	11/20/08	29.000	26.320	42.650	763.28	1,236.85	473.57 LT		
	12/26/08	33.000	31.320	42.650	1,033.56	1,407.45	373.89 LT		
	12/21/11	73.000	35.468	42.650	2,589.13	3,113.45	524.32 LT		
	Total	511.000			20,475.10	**21,794.15**	1,319.05 LT	555.00	2.54
Asset Class: Equities									
SAP AG (SAP)	11/20/08	6.000	30.260	79.100	181.56	474.60	293.04 LT		
	12/26/08	24.000	33.800	79.100	811.20	1,898.40	1,087.20 LT		
	6/8/09	81.000	41.971	79.100	3,399.62	6,407.10	3,007.48 LT		
	12/14/15	52.000	77.304	79 100	4,019.82	4,113.20	93.38 ST		
	Total	163.000			8,412.20	**12,893.30**	4,387.72 LT 93.38 ST	143 00	1.10
Asset Class: Equities									
SBM OFFSHORE NV (SBFFF)	10/31/14	530.000	12.388	12.666	6,565.75	**6,713.11**	147 36 LT	—	—
Asset Class: Equities									
SHANGHAI PHARMACEUTICALS-H (SHPMF)	12/5/13	2,983.000	2.410	2.165	7,189.92	**6,458.52**	(731.40) LT	141.00	2.18
Next Dividend Payable 07/2016; Asset Class: Equities									
SHINHAN FINANCIAL GROUP CO LTD (SHG)	12/4/13	209.000	41.638	33.590	8,702.37	**7,020.31**	(1,682.06) LT	137.00	1.95
Asset Class: Equities									

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
SIEMENS AKTIENGESELLSCHAFT (SIEGY)	5/31/07	23.000	127.305	96.175	2,928.02	2,212.02	(716 00) LT		
	7/5/07	5.000	144 584	96.175	722.92	480.87	(242 05) LT		
	11/20/08	13.000	47 323	96.175	615.20	1,250 27	635.07 LT		
	12/26/08	15.000	68.655	96.175	1,029.83	1,442.62	412.79 LT		
	9/27/11	24.000	90.760	96.175	2,178.23	2,308 19	129.96 LT		
	6/22/15	51.000	109.207	96.175	5,569.54	4,904.92	(664 62) ST		
	Total	131 000			13,043.74	12,598.92	219.77 LT (664.62) ST	362.00	2.87
Asset Class· Equities									
SINGAPORE TELECOM LTD ADR NEW (SGAPY)	5/31/07	18.000	23.300	25.750	419.40	463.50	44.10 LT		
	7/5/07	13 000	22.700	25.750	295.10	334.75	39.65 LT		
	11/6/07	247.000	27.169	25 750	6,710.74	6,360.25	(350 49) LT		
	11/20/08	47.000	15.200	25.750	714.40	1,210.25	495.85 LT		
	12/26/08	53.000	17.500	25.750	927.50	1,364.75	437.25 LT		
	Total	378.000			9,067.14	9,733.50	666.36 LT	454.00	4 66
Asset Class: Equities									
SKY PLC (SKYAY)	8/29/14	315.000	58.766	65.880	18,511.14	20,752.20	2,241.06 LT	625.00	3.01
Asset Class: Equities									
SOFTBANK CORP UNSPONS ADR (SFTBY)	4/1/15	490 000	29 043	25.185	14,230.83	12,340.64	(1,890 19) ST		
	6/22/15	138 000	29.916	25.185	4,128.34	3,475.52	(652.82) ST		
	10/20/15	131.000	26.852	25.185	3,517.57	3,299.23	(218.34) ST		
	Total	759.000			21,876.74	19,115.41	(2,761.35) ST	85.00	0.44
Asset Class: Equities									
STANDARD CHARTER PLC USD.50 (SCBFF)	12/15/14	729.000	14.310	8.308	10,431.99	6,056.79	(4,375.20) LT		
	10/20/15	441.000	11.380	8.308	5,018.58	3,663 99	(1,354.59) ST		
	Total	1,170.000			15,450.57	9,720.79	(4,375.20) LT (1,354.59) ST	187 00	1.92
Asset Class: Equities									
SUBSEA 7 S.A. SPONSORED ADR (SUBCY)	7/8/15	787.000	8.951	7.015	7,044.67	5,520.80	(1,523.87) ST		
	8/13/15	293.000	8.521	7.015	2,496.74	2,055.39	(441.35) ST		
	10/20/15	454.000	8.195	7.015	3,720.48	3,184.81	(535.67) ST		
	Total	1,534 000			13,261.89	10,761.01	(2,500.89) ST	—	—
Asset Class: Equities									
SUMITOMO RUBBER INDUSTRIES LTD (SMTUF)	10/20/15	1,136.000	14.400	13 143	16,358.40	14,930.09	(1,428.31) ST	472.00	3 16
Asset Class: Equities									

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
SUNCOR ENERGY INC NEW COM (SU)	8/6/12	126.000	31.889	25.800	4,017.95	3,250.80	(767.15) LT		
	8/30/12	90.000	31.093	25.800	2,798.34	2,322.00	(476.34) LT		
	2/2/15	237.000	30.807	25.800	7,301.28	6,114.60	(1,186.68) ST		
	4/1/15	200.000	29.654	25.800	5,930.76	5,160.00	(770.76) ST		
	Total	653.000			20,048.33	16,847.40	(1,243.49) LT (1,957.44) ST	547 00	3 24
Next Dividend Payable 03/2016; Asset Class: Equities									
SUNTORY BEVERAGE & FOOD LTD (STBFF)	9/20/13	202.000	34.200	44.225	6,908.40	8,933.36	2,024.96 LT		
	10/4/13	106.000	33.047	44.225	3,502.93	4,687.80	1,184.87 LT		
	Total	308.000			10,411.33	13,621.17	3,209.83 LT	169.00	1.24
Asset Class: Equities									
SWISS RE LTD SPONSORED ADR (SSREY)	6/6/11	560.000	14.860	24.515	8,321.77	13,728.40	5,406.63 LT		
	8/1/12	144.000	15.838	24.515	2,280.65	3,530.16	1,249.51 LT		
	Total	704.000			10,602.42	17,258.56	6,656.14 LT	778.00	4.50
Asset Class: Equities									
TECHNIP-COFLEXIP (TKPPY)	3/21/14	290.000	25.347	12.505	7,350.71	3,626.45	(3,724.26) LT		
	7/8/15	246.000	13.980	12.505	3,439.10	3,076.23	(362.87) ST		
	Total	536.000			10,789.81	6,702.68	(3,724.26) LT (362.87) ST	195.00	2.90
Asset Class: Equities									
TELEFONICA SA ADR (TEF)	6/3/05	105.999	15.962	11.060	1,691.91	1,172.35	(519 56) LT		
	10/28/05	54.000	16.420	11.060	886.68	597.24	(289.44) LT		
	5/31/07	108.000	22.767	11.060	2,458.80	1,194.48	(1,264.32) LT		
	7/5/07	21.000	22.537	11.060	473.27	232.26	(241.01) LT		
	11/20/08	54.000	17.947	11.060	969.12	597.24	(371 88) LT		
	12/26/08	60.000	22.260	11.060	1,335.60	663.60	(672.00) LT		
	6/12/09	180.000	21.741	11.060	3,913.39	1,990.80	(1,922.59) LT		
	10/12/11	133.001	21.003	11.060	2,793.41	1,470.99	(1,322.42) LT		
	6/17/13	298.000	13.758	11.060	4,100.00	3,295.88	(804 12) LT		
	9/11/13	388.000	14.652	11.060	5,684.94	4,291.28	(1,393.66) LT		
	Total	1,402.000			24,307.12	15,506.12	(8,801.00) LT	1,089.00	7.02
Asset Class: Equities									
TELENOR ASA ADS (TELNY)	9/27/05	163.000	27.060	49.775	4,410.78	8,113.32	3,702.54 LT		
	10/28/05	24.000	27.490	49.775	659.76	1,194.60	534.84 LT		
	5/31/07	45.000	58.584	49.775	2,636.28	2,239.87	(396.41) LT		
	7/5/07	9.000	57.800	49.775	520.20	447.97	(72.23) LT		

Account Detail

Investment Management Services Basic Securities Acct.

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	11/20/08	23.000	14.280	49.775	328.44	1,144.82	816.38 LT		
	12/26/08	26.000	18.900	49.775	491.40	1,294.15	802.75 LT		
	Total	290 000			9,046.86	**14,434.75**	5,387.87 LT	656.00	4.54
Asset Class: Equities									
TESCO PLC SPONSORED ADR (TSCDY)	10/22/08	211.000	16.000	6 590	3,376.00	1,390.49	(1,985.51) LT		
	11/20/08	14.000	12.950	6.590	181.30	92.26	(89.04) LT		
	12/10/08	260.000	15.115	6.590	3,929.93	1,713 40	(2,216.53) LT		
	12/26/08	31.000	15.050	6.590	466.55	204 29	(262.26) LT		
	4/20/12	221.000	15.782	6.590	3,487 82	1,456.39	(2,031.43) LT		
	6/7/13	342.000	16 166	6.590	5,528.94	2,253.78	(3,275.16) LT		
	8/29/14	230.000	11.667	6.590	2,683 30	1,515 70	(1,167.60) LT		
	10/20/15	961.000	8.825	6.590	8,481.11	6,332.99	(2,148.12) ST		
	Total	2,270.000			28,134.95	**14,959.30**	(11,027.53) LT (2,148.12) ST	—	—
Asset Class: Equities									
TEVA PHARMACEUTICALS ADR (TEVA)	10/31/13	244.000	37.414	65.640	9,129.11	16,016.16	6,887.05 LT		
	2/19/14	76.000	46.271	65.640	3,516.63	4,988.64	1,472.01 LT		
	7/7/14	99.000	54 183	65.640	5,364.08	6,498 36	1,134.28 LT		
	Total	419.000			18,009.82	**27,503.16**	9,493.34 LT	486.00	1.76
Next Dividend Payable 03/2016; Asset Class: Equities									
TOSHIBA CORP UNSPONS ADR (TOSYY) *Asset Class: Equities*	7/27/15	759.000	18.988	12.235	14,411.59	**9,286.36**	(5,125 23) ST	122.00	1.31
TOTAL S A SPON ADR (TOT)	4/16/07	217.000	72.633	44.950	15,761.30	9,754.15	(6,007.15) LT		
	5/31/07	29.000	75.690	44.950	2,195.01	1,303.55	(891.46) LT		
	7/5/07	6.000	82.040	44.950	492.24	269.70	(222.54) LT		
	11/20/08	15.000	45.320	44.950	679 80	674.25	(5.55) LT		
	12/26/08	17 000	53.600	44.950	911.20	764.15	(147.05) LT		
	6/3/09	87.000	57.936	44.950	5,040 43	3,910.65	(1,129 78) LT		
	Total	371.000			25,079.98	**16,676.45**	(8,403.53) LT	844.00	5 06
Asset Class: Equities									
TOYOTA MOTOR CP ADR NEW (TM)	5/5/08	19.000	104.828	123.040	1,991.73	2,337.76	346.03 LT		
	10/6/08	37.000	73.264	123.040	2,710.77	4,552.48	1,841.71 LT		
	11/20/08	9.000	59.560	123.040	536.04	1,107 36	571.32 LT		
	12/26/08	10 000	63.410	123.040	634.10	1,230.40	596.30 LT		
	9/2/14	52.000	116 003	123.040	6,032.18	6,398.08	365.90 LT		

Account Detail

Investment Management Services Basic Securities Acct

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

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	127.000			11,904.82	15,626.08	3,721.26 LT	410.00	2 62
Asset Class: Equities									
TURKCELL ILETISM HIZM AS NEW (TKC)	8/20/15	957.000	10.188	8.490	9,750.20	8,124.93	(1,625.27) ST	1,373.00	16.89
Asset Class: Equities									
UNICREDIT SPA - ORD SHS (UNCFF)	1/3/11	343.708	21.234	5.470	7,298.30	1,880 08	(5,418.22) LT		
	7/13/11	149.400	17.033	5.470	2,544.73	817.22	(1,727.51) LT		
	9/2/11	439.006	12.855	5.470	5,643.43	2,401.36	(3,242.07) LT		
	9/30/11	171.884	10.713	5.470	1,841.41	940.21	(901.20) LT		
	1/20/12	488.002	4.318	5.470	2,107.28	2,669 37	562.09 LT		
	1/11/13	567.000	5.706	5.470	3,235.19	3,101.49	(133.70) LT		
	1/31/14	656.000	7.399	5.470	4,853.50	3,588 32	(1,265.18) LT		
	Total	2,815.000			27,523.84	15,398.05	(12,125.79) LT	—	—
Asset Class: Equities									
VODAFONE GROUP PLC (VOD)	12/7/06	96.000	49.664	32.260	4,767.70	3,096.96	(1,670.74) LT		
	5/31/07	39.000	58.154	32.260	2,268.00	1,258.14	(1,009.86) LT		
	7/5/07	8.000	61.669	32.260	493.35	258.08	(235.27) LT		
	11/20/08	20.000	32.061	32.260	641.21	645.20	3.99 LT		
	12/26/08	22.000	35.297	32.260	776.54	709.72	(66.82) LT		
	3/12/09	79.000	29.563	32.260	2,335.49	2,548.54	213.05 LT		
	6/21/10	119.000	38.838	32.260	4,621.70	3,838.94	(782.76) LT		
	Total	383.000			15,903 99	12,355.58	(3,548.41) LT	656.00	5.30
Next Dividend Payable 02/03/16; Asset Class: Equities									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	93.77%	$1,187,482.26	$1,196,958.53	$50,185.07 LT $(40,709.26) ST	$34,481.00	2.88%

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ISHARES MSCI SOUTHKOREA CP ETF (EWY)	10/31/14	918.000	$58.693	$49.670	$53,879.72	$45,597.06	$(8,282.66) LT		
	2/2/15	89.000	56 224	49.670	5,003.98	4,420.63	(583.35) ST		
	Total	1,007.000			58,883.70	50,017.69	(8,282.66) LT (583.35) ST	1,210 00	2.41
Next Dividend Payable 12/2016; Asset Class: Equities									

Security Mark at Right

Investment Management Services Basic Securities Acct.

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

Account Detail

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	3.92%	$58,883.70	$50,017.69	$(8,282.66) LT (583.35) ST	$1,210.00	2.42%

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
TOTAL MARKET VALUE		$1,246,365.96	$1,276,434.09	$41,902.41 LT $(41,292.61) ST	$35,697.00 $0.00	2.80%
TOTAL VALUE (includes accrued interest)	100.00%		$1,276,434.09			

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

ALLOCATION OF ASSETS

	Cash	Equities	Fixed Income & Preferred Securities	Alternatives	Annuities & Insurance	Structured Investments	Other
Cash, BDP, MMFs	$29,457.87	—	—	—	—	—	—
Stocks	—	$1,196,958.53	—	—	—	—	—
ETFs & CEFs	—	50,017.69	—	—	—	—	—
TOTAL ALLOCATION OF ASSETS	$29,457.87	$1,246,976.22	—	—	—	—	—

ACTIVITY

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/3	12/3	Redemption	STANDARD EXER DY4M6	SUBSCRIPTION CUSIP: G84228942			$(2,336.33)
12/14	12/17	Sold	TOYOTA MOTOR CP ADR NEW	ACTED AS AGENT	34.000	$121.8724	4,143.58
12/14	12/17	Bought	ROYAL DUTCH SHELL PLC CL B	ACTED AS AGENT	124.000	44.1362	(5,472.89)
12/14	12/17	Bought	ING GROEP NV ADR	ACTED AS AGENT	333.000	13.1465	(4,377.78)
12/14	12/17	Bought	SAP AG	ACTED AS AGENT	52.000	77.3042	(4,019.82)
12/14	12/17	Bought	CK HUTCHISON HLDGS LTD ADR	ACTED AS AGENT	202.000	12.9300	(2,611.86)
12/14	12/17	Bought	BP PLC ADS	ACTED AS AGENT	71.000	30.0636	(2,134.52)

Basic Securities Account

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

Account Summary

CHANGE IN VALUE OF YOUR ACCOUNTS (Includes accrued Interest)

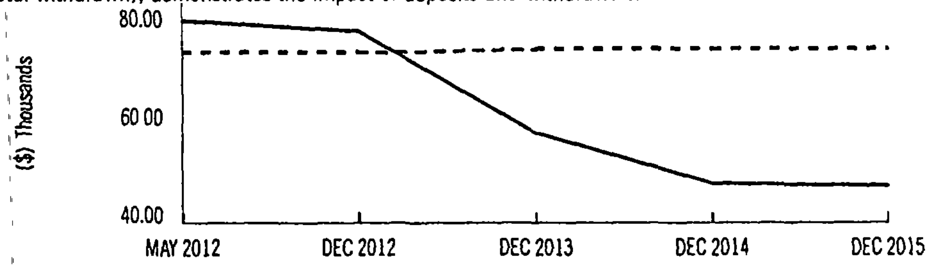
	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
TOTAL BEGINNING VALUE	**$46,751.44**	**$47,263.15**
Credits	—	—
Debits	—	—
Security Transfers	—	—
Net Credits/Debits/Transfers	—	—
Change in Value	**0.39**	**(511.32)**
TOTAL ENDING VALUE	**$46,751.83**	**$46,751.83**

Includes Assets Externally Held: $1,863.08

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.

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.



Total Market Value — Net Invested Capital Since 05/31/12

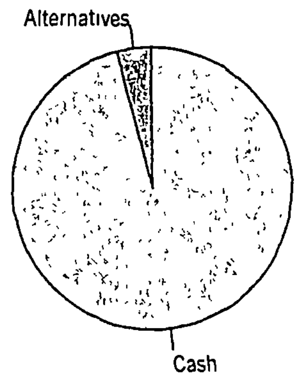
This graph does not reflect corrections to Net Invested Capital or Market Value made subsequent to the dates depicted. It may exclude transactions in Annuities or positions where we are not the custodian, which could delay the reporting of Market Value or affect the Net Invested Capital.

ASSET ALLOCATION (includes accrued interest)

	Market Value	Percentage
Cash	$44,888.75	96.01
Alternatives	1,863.08	3.99
TOTAL VALUE	**$46,751.83**	**100.00%**

Includes Assets Externally Held: $1,863.08

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.
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.



This asset allocation represents holdings on a trade date basis, and projected settled Cash/ BDP and MMF balances. These classifications do not constitute a recommendation and may differ from the classification of instruments for regulatory or tax purposes.

Basic Securities Account

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

Account Summary

BALANCE SHEET (^ includes accrued interest)

	Last Period (as of 11/30/15)	This Period (as of 12/31/15)
Cash, BDP, MMFs	$44,888.36	$44,888.75
Alternative Investments+	1,863.08	1,863.08
Total Assets	**$46,751.44**	**$46,751.83**
Total Assets Held At Morgan Stanley	*$44,888.36*	*$44,888.75*
Total Assets Externally Held+	*$1,863.08*	*$1,863.08*
Total Liabilities (outstanding balance)	—	—
TOTAL VALUE	**$46,751.44**	**$46,751.83**

+ 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 (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
OPENING CASH, BDP, MMFs	**$44,888.36**	**$33,410.53**
Income and Distributions	0.39	4.17
Total Investment Related Activity	**$0.39**	**$4.17**
Other Credits	—	11,474.05
Total Cash Related Activity	—	**$11,474.05**
CLOSING CASH, BDP, MMFs	**$44,888.75**	**$44,888.75**

INCOME AND DISTRIBUTION SUMMARY

	This Period (12/1/15-12/31/15)	This Year (1/1/15-12/31/15)
Other Dividends	—	$2.80
Interest	0.39	1.05
Total Taxable Income And Distributions	**$0.39**	**$3.85**
Total Tax-Exempt Income	—	—
TOTAL INCOME AND DISTRIBUTIONS	**$0.39**	**$3.85**

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 (12/1/15-12/31/15)	Realized This Year (1/1/15-12/31/15)	Unrealized Inception to Date (as of 12/31/15)
TOTAL GAIN/(LOSS)	—	—	—

The Gain/(Loss) Summary, which may change due to basis adjustments, is provided for informational purposes and should not be used for tax preparation. Refer to Gain/(Loss) in the Expanded Disclosures.

Security Mark at Right

Account Detail

Basic Securities Account

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

Brokerage Account

Investment Objectives †: Capital Appreciation, Aggressive Income, Income, Speculation

† Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class: Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	7-Day Current Yield %	Est Ann Income	APY %
MORGAN STANLEY PRIVATE BANK NA #	$44,888.75	—	$4.00	0.010

	Percentage of Holdings	Market Value	Est Ann Income
CASH, BDP, AND MMFs	96.01%	$44,888.75	$4.00

 # Bank Deposits are held at Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC and each a national bank and FDIC member.

Account Detail

Basic Securities Account ; W.L. LYONS BROWN JR. CHARITABLE FOUNDATION ATTN: JEFFREY

ALTERNATIVE INVESTMENTS

Your interests in Alternative Investments, which may have been purchased through us, may not be held here, and are not covered by SIPC. The information provided: 1) is included solely as a service to you, and certain transactions may not be reported; 2) is derived from you or another external source for which we are not responsible, and may have been modified to take into consideration capital calls or distributions to the extent applicable; 3) may not reflect actual shares, share prices or values; 4) may include invested or distributed amounts in addition to a fair value estimate; and 5) should not be relied upon for tax reporting purposes. Alternative Investments are illiquid and may not be valued daily. The estimated valuation provided will be as of the most recent date available and will be included in summaries of your assets. Such valuation may not be the most recent provided by the fund in which you are invested. No representation is made that the valuation is a market value or that the interest could be liquidated at this value. We are not required to take any action with respect to your investment unless valid instructions are received from you in a timely manner. Some positions reflected on your statement may not represent interests in the fund, but rather redemption proceeds withheld by the issuer pending final valuations which are not subject to the investment performance of the fund and may or may not accrue interest for the length of the withholding. There are likely to be restrictions on redemptions; see applicable offering document. Positions with a security description ending in "CPV" represent contributions pending fund valuation inclusive of the activity, while those ending in "DPV" represent distributions or redemptions pending fund valuation inclusive of the activity. These positions should be viewed as a complement to the underlying position with the same description, to ensure a more comprehensive valuation. Information on those investments designated "(RPTG ONLY)" is limited to performance reporting only. No investment advice or research is provided.

For Hedge Funds: 1) "Commitment/Aggregate Investment" is equal to the total investment to date; 2) "Redemptions" are equal to any past redemptions/sales that were reported to us; 3) "Distributions" consist of proceeds distributed from the fund.

For Private Equity and Real Estate: 1) "Commitment" is equal to the obligation of an investor to provide funding to the Partnership from time to time in accordance with the Limited Partnership Agreement; 2) "Contributions to Date" is equal to the total investor funding to date; 3) "Distributions" consist of proceeds distributed from the fund.

PRIVATE EQUITY

Security Description	Commitment	Contributions to Date	Remaining Commitment	Distributions	Estimated Value	Est Value + Distributions	Valuation Date
EUROPEAN MEZZ OFFSHORE FD *Asset Class: Alt*	$500,000.00	$500,000.00	$0.00	$722,012.91	$5,431.70	$727,444.61	6/30/15
EUROPEAN MEZZ OFFSHORE FD DPV *Asset Class: Alt*	0.00	0.00	0.00	0.00	(3,568.62)	—	10/27/15

	Percentage of Holdings	Estimated Value
ALTERNATIVE INVESTMENTS	3.99%	$1,863.08

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
TOTAL MARKET VALUE		$0.00	$46,751.83		$4.00 $0.00	0.01%
TOTAL VALUE (includes accrued interest)	100.00%		$46,751.83			

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

Security Mark at Right

Basic Securities Account

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

Account Detail

ALLOCATION OF ASSETS

	Cash	Equities	Fixed Income & Preferred Securities	Alternatives	Annuities & Insurance	Structured Investments	Other
Cash, BDP, MMFs	$44,888.75	—	—	—	—	—	—
Alternative Investments	—	—	—	$1,863.08	—	—	—
TOTAL ALLOCATION OF ASSETS	**$44,888.75**	—	—	**$1,863.08**	—	—	—

ACTIVITY

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME AND DISTRIBUTIONS

Date	Activity Type	Description	Comments	Credits/(Debits)
12/31	Interest Income	MORGAN STANLEY PRIVATE BANK NA (Period 12/01-12/31)		$0.39
TOTAL TAXABLE INCOME AND DISTRIBUTIONS				$0.39
TOTAL INTEREST				$0 39

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
12/31	Automatic Investment	BANK DEPOSIT PROGRAM	$0.39

COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

ERIC RODRIGUEZ, CPA

MESSAGES

Statement of Financial Condition (In Millions of Dollars)

At June 30, 2015 Morgan Stanley Smith Barney LLC had net capital of $5,031 which exceeded the Securities and Exchange Commission's minimum requirement by $4,868. A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at June 30, 2015 can be viewed online at: http://www.morganstanley.com/about-us-ir/shareholder/morganstanley_smithbarney_llc.pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after September 15, 2015.

FINRA BrokerCheck

FINRA has established the public disclosure program, known as BrokerCheck, to provide certain information regarding the disciplinary history of FINRA members and their associated persons. The BrokerCheck Hotline Number is 1-800-289-9999. The FINRA web site address is www.finra.org. An investor brochure that includes information describing FINRA BrokerCheck may be obtained from FINRA.

Sign up for eDelivery of your Statements Today

Would you like to receive your Statements and other documents faster, more securely and with the added benefit of reducing paper mail? Simply visit www.morganstanley.com/edelivery to set your eDelivery preferences today. Please note, if you have not already, you will first need to register for Morgan Stanley Online, to make your eDelivery selections.

Bessemer Trust

Account Summary

Report dated December 31, 2015
Amortized tax cost
Trade date basis

WLLB JR. CHAR FDN - LC SELECT US	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$174	$174	0.0%	$0	0 0%	$0	0 00%
LARGE CAP SELECT U S.	$2,480,076	$2,479,838	100 0%	($240)	0 0%	$53,937	2 18%
Total	**$2,480,250**	**$2,480,012**	**100.0%**	**($240)**	**0.0%**	**$53,937**	**2.17%**

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

Report run on Feb 10, 2016 by Kalwachwadmin
Version 10 1 1 5

Bessemer Trust

Account Analysis

Report dated December 31, 2015
Amortized tax cost
Trade date basis

WLLB JR. CHAR FDN - LC SELECT US

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
CASH AND SHORT TERM						
CASH	$174	$174	100 0%	0.0%	$0	0 00%
Total CASH AND SHORT TERM	**$174**	**$174**	**100.0%**	**0.0%**	**$0**	**0.00%**
LARGE CAP SELECT U.S.						
CASH EQUIVALENTS	$173,943	$173,943	7 0%	7 0%	$191	0 11%
INFORMATION TECHNOLOGY	$399,459	$378,534	15.3%	15 3%	$6,661	1 76%
INDUSTRIALS	$143,175	$139,062	5.6%	5.6%	$2,885	2 07%
TELECOM SERVICES	$74,950	$76,263	3.1%	3 1%	$3,729	4.89%
HEALTH CARE	$584,937	$585,419	23 6%	23 6%	$11,042	1.89%
FINANCIALS	$247,996	$271,382	10.9%	10.9%	$5,935	2 19%
CONSUMER STAPLES	$276,822	$289,602	11 7%	11 7%	$10,752	3 71%
MATERIALS	$89,318	$75,776	3.1%	3.1%	$2,116	2.79%
CONSUMER DISCRETIONARY	$398,384	$417,402	16.8%	16.8%	$8,222	1 97%
ENERGY	$91,092	$72,455	2 9%	2 9%	$2,404	3 32%
Total LARGE CAP SELECT U.S.	**$2,480,076**	**$2,479,838**	**100.0%**	**100.0%**	**$53,937**	**2.18%**
Total	**$2,480,250**	**$2,480,012**		**100.0%**	**$53,937**	**2.17%**

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, 2015
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
} WLLB JR. CHAR FDN - LC SELECT US											
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		174 000	$0.00	$174	$0 000	$174	100 0%	$0	$0	0 00%
Total CASH					**$174**		**$174**	**100.0%**	**$0**	**$0**	**0.00%**
Total CASH AND SHORT TERM					**$174**		**$174**	**100.0%**	**$0**	**$0**	**0.00%**
LARGE CAP SELECT U.S.											
Large Cap Select U.S. - CASH AND SHORT TERM											
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		173,943 270	$1.00	$173,943	$1 000	$173,943	7 0%	$0	$191	0.11%
Total CASH EQUIVALENTS					**$173,943**		**$173,943**	**7.0%**	**$0**	**$191**	**0.11%**
Total Large Cap Select U.S. - CASH AND SHORT TERM					**$173,943**		**$173,943**	**7.0%**	**$0**	**$191**	**0.11%**
INFORMATION TECHNOLOGY											
714713	HEWLETT PACKARD ENTERPR WI	42824C109	7,700 000	$14 92	$114,871	$15.200	$117,040	4.7%	$2,168	$1,694	1 45%
806047	APPLE INC	037833100	1,195.000	$107 40	$128,338	$105 259	$125,785	5.1%	($2,552)	$2,485	1 98%
806059	APPLIED MATERIALS	038222105	2,710 000	$20 66	$56,002	$18 670	$50,595	2 0%	($5,406)	$1,084	2 14%
861161	ORACLE CORP	68389X105	2,330 000	$43.02	$100,248	$36 530	$85,114	3 4%	($15,133)	$1,398	1.64%
Total INFORMATION TECHNOLOGY					**$399,459**		**$378,534**	**15.3%**	**($20,923)**	**$6,661**	**1.76%**
INDUSTRIALS											
831507	FLUOR CORP NEW COM	343412102	1,100 000	$47 62	$52,377	$47.220	$51,942	2 1%	($435)	$924	1 78%
882950	UNITED TECHNOLOGIES	913017109	245 000	$105 87	$25,938	$96 069	$23,537	0 9%	($2,401)	$627	2 66%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	1,150 000	$56 40	$64,860	$55 290	$63,583	2 6%	($1,276)	$1,334	2 10%
Total INDUSTRIALS					**$143,175**		**$139,062**	**5.6%**	**($4,112)**	**$2,885**	**2.07%**
TELECOM SERVICES											
885306	VERIZON COMMUNICATIONS	92343V104	1,650 000	$45.42	$74,950	$46 220	$76,263	3 1%	$1,312	$3,729	4 89%

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
	} WLLB JR. CHAR FDN - LC SELECT US										
LARGE CAP SELECT U.S.											
TELECOM SERVICES											
Total TELECOM SERVICES					**$74,950**		**$76,263**	**3.1%**	**$1,312**	**$3,729**	**4.89%**
HEALTH CARE											
714123	BAXALTA INC	07177M103	1,645.000	$33 50	$55,108	$39 030	$64,204	2 6%	$9,095	$460	0 72%
808480	BAXTER INTERNATIONAL INC	071813109	1,520.000	$38.53	$58,562	$38.150	$57,988	2 3%	($574)	$699	1 21%
835451	GILEAD SCIENCES	375558103	1,100.000	$104.05	$114,455	$101.190	$111,309	4.5%	($3,146)	$1,892	1.70%
850190	MCKESSON CORP	58155Q103	275.000	$189 65	$52,154	$197 229	$54,238	2.2%	$2,083	$308	0 57%
851150	MERCK & CO INC NEW	58933Y105	2,090.000	$60.21	$125,839	$52.820	$110,393	4 5%	($15,445)	$3,845	3 48%
867838	QUEST DIAGNOSTICS INC	74834L100	1,200.000	$65 66	$78,788	$71.140	$85,368	3 4%	$6,579	$1,824	2 14%
907990	MEDTRONIC PLC	G5960L103	1,325.000	$75.50	$100,031	$76.920	$101,919	4 1%	$1,887	$2,014	1 98%
Total HEALTH CARE					**$584,937**		**$585,419**	**23.6%**	**$479**	**$11,042**	**1.89%**
FINANCIALS											
808140	BANK NEW YORK MELLON CORP	064058100	1,875 000	$38.96	$73,051	$41.220	$77,287	3 1%	$4,235	$1,275	1 65%
843894	JPMORGAN CHASE & CO	46625H100	1,460 000	$58 48	$85,385	$66.029	$96,403	3 9%	$11,018	$2,569	2.66%
861695	PNC FINANCIAL SVS GRP	693475105	1,025 000	$87.38	$89,560	$95 309	$97,692	3 9%	$8,132	$2,091	2 14%
Total FINANCIALS					**$247,996**		**$271,382**	**10.9%**	**$23,385**	**$5,935**	**2.19%**
CONSUMER STAPLES											
801657	ALTRIA GROUP INC	02209S103	975 000	$53 72	$52,377	$58 209	$56,754	2 3%	$4,377	$2,203	3 88%
863670	PEPSICO INC	713448108	1,235.000	$97 98	$121,008	$99.920	$123,401	5 0%	$2,392	$3,470	2 81%
864784	PHILIP MORRIS INTL INC	718172109	1,245.000	$83 08	$103,437	$87.909	$109,447	4 4%	$6,010	$5,079	4 64%
Total CONSUMER STAPLES					**$276,822**		**$289,602**	**11.7%**	**$12,779**	**$10,752**	**3.71%**
MATERIALS											
866296	PRAXAIR INC	74005P104	740 000	$120 70	$89,318	$102.400	$75,776	3 1%	($13,542)	$2,116	2 79%
Total MATERIALS					**$89,318**		**$75,776**	**3.1%**	**($13,542)**	**$2,116**	**2.79%**
CONSUMER DISCRETIONARY											

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

, WLLB JR. CHAR FDN - LC SELECT US

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
LARGE CAP SELECT U.S.											
CONSUMER DISCRETIONARY											
700562	DISCOVERY COMM CL A	25470F104	2,930 000	$29 08	$85,190	$26 680	$78,172	3 2%	($7,018)	$0	0 00%
807356	AUTOZONE INC	053332102	105 000	$580.31	$60,933	$741.905	$77,900	3 1%	$16,967	$0	0 00%
833264	GAP INC	364760108	3,040.000	$29 87	$90,814	$24 700	$75,088	3 0%	($15,726)	$2,796	3.72%
849380	MATTEL INC	577081102	3,570.000	$25.46	$90,880	$27.170	$96,996	3.9%	$6,116	$5,426	5 59%
866377	PRICELINE GROUP INC.	741503403	70 000	$1,008 10	$70,567	$1,274 943	$89,246	3.6%	$18,679	$0	0 00%
Total CONSUMER DISCRETIONARY					**$398,384**		**$417,402**	**16.8%**	**$19,018**	**$8,222**	**1.97%**
ENERGY											
859855	OCCIDENTAL PETROLEUM	674599105	755.000	$74.92	$56,562	$67 609	$51,045	2.1%	($5,517)	$2,265	4 44%
868041	RANGE RESOURCES CORP	75281A109	870.000	$39 69	$34,530	$24.609	$21,410	0 9%	($13,119)	$139	0 65%
Total ENERGY					**$91,092**		**$72,455**	**2.9%**	**($18,636)**	**$2,404**	**3.32%**
Total LARGE CAP SELECT U.S.					**$2,480,076**		**$2,479,838**	**100.0%**	**($240)**	**$53,937**	**2.18%**
Total					**$2,480,250**		**$2,480,012**		**($240)**	**$53,937**	**2.17%**

Bessemer Trust

Account Summary

Report dated December 31, 2015
Amortized tax cost
Trade date basis

N 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	$2,519,492	$2,512,024	100.0%	($7,463)	(0.3%)	$41,912	1.67%
Total	**$2,519,492**	**$2,512,024**	**100.0%**	**($7,463)**	**(0.3%)**	**$41,912**	**1.67%**

Bessemer Trust

Account Analysis

Report dated December 31, 2015
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	$61	$61	0.0%	0.0%	$0	0.00%
CASH EQUIVALENTS	$8,700	$8,700	0.3%	0.3%	$0	0.00%
US GOVT AND AGENCY BONDS	$1,273,906	$1,268,749	50.5%	50.5%	$19,176	1.51%
CORPORATE BONDS	$1,137,196	$1,134,291	45.2%	45.2%	$21,486	1.89%
INTERNATIONAL BONDS	$99,629	$100,223	4.0%	4.0%	$1,250	1.25%
Total FIXED INCOME	**$2,519,492**	**$2,512,024**	**100.0%**	**100.0%**	**$41,912**	**1.67%**
Total	**$2,519,492**	**$2,512,024**		**100.0%**	**$41,912**	**1.67%**

Account Details

Report dated December 31, 2015
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			61.870	$0.00	$61	$0.000	$61	0.0%	$0	$0	0 00%
Total CASH						**$61**		**$61**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS												
990110	FED GOVT OBLIG FUND #395		60934N807	8,700.000	$1.00	$8,700	$1 000	$8,700	0 3%	$0	$0	0 00%
Total CASH EQUIVALENTS						**$8,700**		**$8,700**	**0.3%**	**$0**	**$0**	**0.00%**
Total Fixed Income - CASH AND SHORT TERM						**$8,761**		**$8,761**	**0.3%**	**$0**	**$0**	**0.00%**
US GOVT AND AGENCY BONDS												
111913	US TREASURY NOTE	04/30/2016	912828C81	100,000.000	$100.03	$100,026	$99.984	$99,984	4.0%	($42)	$375	0.38%
111609	US TREASURY NOTES	08/15/2016	912828VR8	100,000.000	$100.20	$100,203	$99 977	$99,977	4.0%	($226)	$625	0.63%
109294	FED NATL MTG ASSOC	01/30/2017	3135G0GY3	30,000.000	$100.70	$30,210	$100.390	$30,117	1.2%	($93)	$375	1.25%
109813	FED NATL MTG ASSOC	12/20/2017	3135G0RT2	25,000.000	$99 54	$24,884	$99 508	$24,877	1.0%	($6)	$218	0 88%
110316	US TREASURY NOTES	02/28/2018	912828UR9	20,000.000	$99.68	$19,935	$99 160	$19,832	0.8%	($103)	$150	0.76%
112314	US TREASURY NOTE	04/15/2018	912828K25	123,000.000	$99.62	$122,529	$99 046	$121,827	4.8%	($701)	$922	0.76%
112017	US TREASURY NOTES	11/30/2021	912828G53	465,000.000	$99.92	$464,618	$99 594	$463,112	18 4%	($1,506)	$8,718	1 88%
111578	TSY INFLATION INDEX BOND	01/15/2024	912828B25	107,029.650	$103.79	$111,087	$98.883	$105,834	4 2%	($5,253)	$668	0 63%
111921	US TREASURY BONDS	08/15/2024	912828D56	300,000.000	$100.14	$300,414	$101.063	$303,189	12.1%	$2,775	$7,125	2.35%
Total US GOVT AND AGENCY BONDS						**$1,273,906**		**$1,268,749**	**50.5%**	**($5,155)**	**$19,176**	**1.51%**
CORPORATE BONDS												
204296	GENERAL ELEC CAP CORP	01/09/2017	36962G5N0	125,000 000	$102 19	$127,735	$101 602	$127,003	5.1%	($731)	$3,625	2.85%
204412	AMERICAN EXPRESS CREDIT	03/24/2017	0258M0DD8	97,000.000	$99.73	$96,737	$100.769	$97,746	3 9%	$1,009	$2,303	2.36%
204525	BERKSHIRE HATHAWAY FIN	05/15/2017	084664BS9	100,000 000	$99 92	$99,923	$100 475	$100,475	4.0%	$552	$1,600	1 59%

Account Details

Report dated December 31, 2015
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												
206317	TOYOTA MOTOR CREDIT CORP	05/16/2017	89236TBH7	100,000.000	$99.95	$99,947	$99.898	$99,898	4.0%	($49)	$1,125	1.13%
206319	ANHEUSER-BUSCH INBEV WOR	07/15/2017	03523TBN7	80,000.000	$100.56	$80,449	$99 280	$79,424	3.2%	($1,024)	$1,100	1.38%
204673	DUKE ENERGY CORP	08/15/2017	26441CAH8	60,000.000	$100.40	$60,238	$100.198	$60,119	2.4%	($118)	$975	1 62%
207822	WHIRLPOOL CORP	11/01/2017	963320AS5	100,000.000	$100.10	$100,103	$99.729	$99,729	4.0%	($374)	$1,650	1.65%
207899	ABBVIE INC	11/06/2017	00287YAJ8	60,000.000	$100.42	$60,251	$99.835	$59,901	2 4%	($349)	$1,050	1.75%
205443	AT&T INC	12/01/2017	00206RBM3	45,000 000	$99 41	$44,734	$99.716	$44,872	1.8%	$138	$630	1 40%
202011	UNITEDHEALTH GRP INC SR	02/15/2018	91324PBJ0	60,000.000	$111.14	$66,682	$108 825	$65,295	2.6%	($1,387)	$3,600	5.51%
207918	EXXON MOBIL CORPORATION	03/06/2018	30231GAL6	50,000.000	$99.92	$49,962	$99.882	$49,941	2.0%	($21)	$652	1.31%
208169	BANK OF AMERICA CORP	03/22/2018	06051GEW5	85,000.000	$100 62	$85,528	$100.786	$85,668	3.4%	$139	$1,407	1.64%
207898	COCA-COLA CO	04/01/2018	191216BA7	100,000.000	$100 16	$100,162	$99 601	$99,601	4 0%	($561)	$1,150	1.15%
208445	JPMORGAN CHASE & CO	01/28/2019	46625HJS0	65,000.000	$99.61	$64,745	$99.414	$64,619	2.6%	($126)	$619	0.96%
Total CORPORATE BONDS						**$1,137,196**		**$1,134,291**	**45.2%**	**($2,902)**	**$21,486**	**1.89%**
INTERNATIONAL BONDS												
605434	KFW	02/15/2017	500769EY6	100,000.000	$99.63	$99,629	$100.223	$100,223	4.0%	$594	$1,250	1 25%
Total INTERNATIONAL BONDS						**$99,629**		**$100,223**	**4.0%**	**$594**	**$1,250**	**1.25%**
Total FIXED INCOME						**$2,519,492**		**$2,512,024**	**100.0%**	**($7,463)**	**$41,912**	**1.67%**
Total						**$2,519,492**		**$2,512,024**		**($7,463)**	**$41,912**	**1.67%**

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

Bessemer Trust

Account Summary

Report dated December 31, 2015
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN	Cost	Market value	Percent of account	Unrealized gain/(loss) amount	Unrealized gain/(loss) percent	Estimated annual income	Current yield
CASH AND SHORT TERM	$271,670	$271,670	2 0%	$0	0 0%	$27	0 01%
LARGE CAP CORE - U.S	$4,645,349	$5,531,900	41.3%	$886,542	19.1%	$99,362	1 80%
LARGE CAP STRATEGIES	$2,217,076	$2,472,324	18.5%	$255,247	11.5%	$20,024	0 81%
SMALL & MID CAP	$1,497,418	$2,182,406	16.3%	$684,988	45.7%	$18,186	0 83%
STRATEGIC OPPORTUNITIES	$2,308,980	$2,301,323	17.2%	($7,656)	(0 3%)	$37,138	1 61%
ALTERNATIVE INVESTMENTS	$491,949	$625,309	4.7%	($17,853)	(2 8%)	$0	0 00%
Total	$ 11,432,442	$13,384,932	100.0%	$1,801,268	15.6%	$174,737	1.31%

Account Analysis

Report dated December 31, 2015
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						
CASH AND SHORT TERM						
CASH	$70	$70	0.0%	0.0%	$0	0 00%
CASH EQUIVALENTS	$271,600	$271,600	100.0%	2 0%	$27	0 01%
Total CASH AND SHORT TERM	**$271,670**	**$271,670**	**100.0%**	**2.0%**	**$27**	**0.01%**
LARGE CAP CORE - U.S.						
INFORMATION TECHNOLOGY	$736,403	$1,057,673	19 1%	7 9%	$9,612	0 91%
INDUSTRIALS	$629,716	$733,106	13.3%	5 5%	$15,230	2 08%
HEALTH CARE	$888,257	$1,056,129	19 1%	7.9%	$15,152	1.43%
FINANCIALS	$755,597	$855,714	15.5%	6 4%	$15,082	1 76%
CONSUMER STAPLES	$448,586	$543,344	9 8%	4 1%	$13,246	2 44%
CONSUMER DISCRETIONARY	$685,188	$795,457	14 4%	5 9%	$11,000	1.38%
ENERGY	$236,076	$184,658	3 3%	1.4%	$11,706	6 34%
UTILITIES	$265,526	$305,819	5 5%	2 3%	$8,334	2.73%
Total LARGE CAP CORE - U.S.	**$4,645,349**	**$5,531,900**	**100.0%**	**41.3%**	**$99,362**	**1.80%**
LARGE CAP STRATEGIES						
LARGE CAP STRATEGIES FUNDS	$2,217,076	$2,472,324	100 0%	18.5%	$20,024	0 81%
Total LARGE CAP STRATEGIES	**$2,217,076**	**$2,472,324**	**100.0%**	**18.5%**	**$20,024**	**0.81%**
SMALL & MID CAP						
SMALL & MID CAP FUNDS	$1,497,418	$2,182,406	100.0%	16.3%	$18,186	0 83%
Total SMALL & MID CAP	**$1,497,418**	**$2,182,406**	**100.0%**	**16.3%**	**$18,186**	**0.83%**
STRATEGIC OPPORTUNITIES						
STRATEGIC OPPORTUNITIES FUNDS	$2,308,980	$2,301,323	100.0%	17 2%	$37,138	1 61%
Total STRATEGIC OPPORTUNITIES	**$2,308,980**	**$2,301,323**	**100.0%**	**17.2%**	**$37,138**	**1.61%**
ALTERNATIVE INVESTMENTS						
PRIVATE EQUITY	44,217	$48,830	7 8%	0 4%	$0	0.00%
REAL ASSETS	112,732	$239,353	38.3%	1 8%	$0	0 00%
HEDGE FUNDS	$335,000	$337,126	53 9%	2 5%	$0	0.00%
Total ALTERNATIVE INVESTMENTS	491,949	**$625,309**	**100.0%**	**4.7%**	**$0**	**0.00%**

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 Analysis

Report dated December 31, 2015
Amortized tax cost
Trade date basis

Group and industry	Cost	Market value	Percent of asset class	Percent of account	Estimated annual income	Current yield
J W L LYONS BROWN JR CHAR FDN						
Total	11,432,442	$13,384,932		100.0%	$174,737	1.31%

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
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		70.330	$0.00	$70	$0.000	$70	0.0%	$0	$0	0.00%
Total CASH					**$70**		**$70**	**0.0%**	**$0**	**$0**	**0.00%**
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	271,600 000	$1 00	$271,600	$1 000	$271,600	100 0%	$0	$27	0 01%
Total CASH EQUIVALENTS					**$271,600**		**$271,600**	**100.0%**	**$0**	**$27**	**0.01%**
Total CASH AND SHORT TERM					**$271,670**		**$271,670**	**100.0%**	**$0**	**$27**	**0.01%**
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
711910	ALPHABET INC CLASS C	02079K107	390.000	$678.97	$264,798	$758.879	$295,963	5 4%	$31,164	$0	0 00%
713135	CDW CORP/DE	12514G108	2,040.000	$37 91	$77,336	$42 040	$85,761	1 6%	$8,425	$877	1.02%
806047	APPLE INC	037833100	3,430 000	$69.35	$237,887	$105 260	$361,041	6 5%	$123,154	$7,134	1 98%
904587	AVAGO TECHNOLOGIES	Y0486S104	910 000	$33 93	$30,880	$145 149	$132,086	2 4%	$101,206	$1,601	1 21%
904729	NXP SEMICONDUCTORS NV	N6596X109	2,170 000	$57 84	$125,502	$84 250	$182,822	3 3%	$57,319	$0	0 00%
Total INFORMATION TECHNOLOGY					**$736,403**		**$1,057,673**	**19.1%**	**$321,268**	**$9,612**	**0.91%**
INDUSTRIALS											
841546	ILLINOIS TOOL WORKS INC	452308109	1,105 000	$63.21	$69,851	$92.680	$102,411	1 9%	$32,560	$2,431	2 37%
868076	RAYTHEON CO NEW	755111507	2,480 000	$96 65	$239,680	$124 530	$308,834	5.6%	$69,153	$6,646	2 15%
882670	UNION PACIFIC CORP	907818108	1,700.000	$79.24	$134,711	$78.200	$132,940	2 4%	($1,771)	$3,740	2 81%
884757	UNITED RENTALS INC	911363109	1,220 000	$94.35	$115,108	$72.539	$88,498	1.6%	($26,609)	$0	0 00%
908713	NIELSEN HOLDINGS PLC	G6518L108	2,155.000	$32.65	$70,366	$46 600	$100,423	1 8%	$30,056	$2,413	2 40%
Total INDUSTRIALS					**$629,716**		**$733,106**	**13.3%**	**$103,389**	**$15,230**	**2.08%**
HEALTH CARE											

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN

LARGE CAP CORE - U.S.

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	1,195.000	$61 60	$73,611	$108.120	$129,203	2.3%	$55,592	$1,195	0 92%
819114	COMM HLTH SYS INC NEW	203668108	2,700 000	$56.98	$153,857	$26.530	$71,631	1 3%	($82,226)	$0	0.00%
864075	PFIZER INC	717081103	7,350.000	$29 45	$216,471	$32.280	$237,258	4 3%	$20,786	$8,820	3 72%
870418	ST JUDE MEDICAL INC	790849103	1,800 000	$63.87	$114,969	$61 770	$111,186	2.0%	($3,783)	$2,088	1 88%
880100	THERMO FISHER SCIENTIFIC	883556102	2,105.000	$90 12	$189,696	$141 850	$298,594	5.4%	$108,897	$1,263	0 42%
888967	ZIMMER BIOMET HOLDINGS INC	98956P102	2,030.000	$68 79	$139,653	$102 590	$208,257	3.8%	$68,603	$1,786	0 86%
Total HEALTH CARE					**$888,257**		**$1,056,129**	**19.1%**	**$167,869**	**$15,152**	**1.43%**
FINANCIALS											
803572	AMERICAN INTL GROUP INC	026874784	1,375 000	$41.75	$57,400	$61 969	$85,208	1.5%	$27,808	$1,540	1.81%
817156	CITIGROUP INC	172967424	3,250 000	$39 51	$128,412	$51 750	$168,187	3 0%	$39,774	$650	0.39%
823673	DISCOVER FINANCIAL SVCS	254709108	4,140 000	$59 20	$245,097	$53 620	$221,986	4 0%	($23,111)	$4,636	2 09%
844581	KEYCORP NEW	493267108	12,960 000	$13.20	$171,020	$13.190	$170,942	3.1%	($78)	$3,888	2 27%
854169	MORGAN STANLEY GRP INC	617446448	3,350 000	$31 55	$105,690	$31.810	$106,563	1.9%	$873	$2,010	1 89%
986524	ACE LIMITED	H0023R105	880 000	$54 52	$47,978	$116.850	$102,828	1 9%	$54,849	$2,358	2 29%
Total FINANCIALS					**$755,597**		**$855,714**	**15.5%**	**$100,115**	**$15,082**	**1.76%**
CONSUMER STAPLES											
822151	CVS HEALTH CORP	126650100	2,340.000	$59.11	$138,318	$97.770	$228,781	4 1%	$90,463	$3,978	1.74%
863670	PEPSICO INC	713448108	2,050 000	$95 64	$196,061	$99.920	$204,836	3.7%	$8,774	$5,760	2 81%
886463	WAL-MART STORES INC	931142103	1,790 000	$63 80	$114,207	$61.300	$109,727	2.0%	($4,480)	$3,508	3.20%
Total CONSUMER STAPLES					**$448,586**		**$543,344**	**9.8%**	**$94,757**	**$13,246**	**2.44%**
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	3,005.000	$43.77	$131,521	$71.870	$215,969	3.9%	$84,448	$2,644	1.22%
848064	MACY'S INC	55616P104	1,590.000	$34 17	$54,338	$34.980	$55,618	1 0%	$1,279	$2,289	4 12%
858398	NIKE INC CL B	654106103	2,910.000	$42.25	$122,943	$62.500	$181,875	3 3%	$58,931	$1,862	1 02%

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, 2015
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN

Secunty no	Secunty 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
LARGE CAP CORE - U.S.											
CONSUMER DISCRETIONARY											
864804	PVH CORP	693656100	1,970 000	$106.49	$209,778	$73 650	$145,090	2.6%	($64,687)	$295	0 20%
869022	ROYAL CARIBBEAN CRUISES LD	V7780T103	1,000 000	$76 53	$76,530	$101 210	$101,210	1.8%	$24,680	$1,500	1.48%
888827	YUM BRANDS INC	988498101	1,310.000	$68.76	$90,078	$73 050	$95,695	1.7%	$5,617	$2,410	2.52%
Total CONSUMER DISCRETIONARY					**$685,188**		**$795,457**	**14.4%**	**$110,268**	**$11,000**	**1.38%**
ENERGY											
819413	CONOCOPHILLIPS	20825C104	3,955 000	$59.69	$236,076	$46 690	$184,658	3 3%	($51,417)	$11,706	6.34%
Total ENERGY					**$236,076**		**$184,658**	**3.3%**	**($51,417)**	**$11,706**	**6.34%**
UTILITIES											
700042	AMERICAN WATER WORKS CO	030420103	2,740 000	$40.36	$110,582	$59 750	$163,715	3.0%	$53,133	$3,726	2 28%
825997	EDISON INTERNATIONAL	281020107	2,400.000	$64.56	$154,944	$59 210	$142,104	2 6%	($12,840)	$4,608	3 24%
Total UTILITIES					**$265,526**		**$305,819**	**5.5%**	**$40,293**	**$8,334**	**2.73%**
Total LARGE CAP CORE - U.S.					**$4,645,349**		**$5,531,900**	**100.0%**	**$886,542**	**$99,362**	**1.80%**
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	198,261.806	$11 18	$2,217,076	$12.470	$2,472,324	100.0%	$255,247	$20,024	0 81%
Total LARGE CAP STRATEGIES FUNDS					**$2,217,076**		**$2,472,324**	**100.0%**	**$255,247**	**$20,024**	**0.81%**
Total LARGE CAP STRATEGIES					**$2,217,076**		**$2,472,324**	**100.0%**	**$255,247**	**$20,024**	**0.81%**
SMALL & MID CAP											
SMALL & MID CAP FUNDS											
905637	OW SMALL & MID CAP FUND	680414604	146,667 124	$10 21	$1,497,418	$14 880	$2,182,406	100.0%	$684,988	$18,186	0 83%
Total SMALL & MID CAP FUNDS					**$1,497,418**		**$2,182,406**	**100.0%**	**$684,988**	**$18,186**	**0.83%**
Total SMALL & MID CAP					**$1,497,418**		**$2,182,406**	**100.0%**	**$684,988**	**$18,186**	**0.83%**
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

W L LYONS BROWN JR CHAR FDN

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
STRATEGIC OPPORTUNITIES											
STRATEGIC OPPORTUNITIES FUNDS											
943328	OW STRATEGIC OPPTYS FUND	680414802	317,423.890	$7 27	$2,308,980	$7.250	$2,301,323	100.0%	($7,656)	$37,138	1 61%
Total STRATEGIC OPPORTUNITIES FUNDS					**$2,308,980**		**$2,301,323**	**100.0%**	**($7,656)**	**$37,138**	**1.61%**
Total STRATEGIC OPPORTUNITIES					**$2,308,980**		**$2,301,323**	**100.0%**	**($7,656)**	**$37,138**	**1.61%**
ALTERNATIVE INVESTMENTS											
PRIVATE EQUITY											
713338	OW PRIV EQ FD XIII T2	5PE131917	48,830.210		44,217	$1.000	$48,830	7 8%	($5,654)	$0	0.00%
Total PRIVATE EQUITY					44,217		**$48,830**	**7.8%**	**($5,654)**	**$0**	**0.00%**
REAL ASSETS											
092700	OW GLOBAL RE FUND	5GREF1912	287,338 740		112,732	$0.833	$239,353	38 3%	($14,325)	$0	0.00%
714211	OW GLBL REAL ASSETS FD T2	5GRA12913	0 010	$0 00	$0	$0 000	$0	0 0%	$0	$0	
Total REAL ASSETS					112,732		**$239,353**	**38.3%**	**($14,325)**	**$0**	**0.00%**
HEDGE FUNDS											
907882	5TH AVE MUL-STRAT OFF C-S5	5MSOF19Q1	134.000	$2,500.00	$335,000	$2,515.866	$337,126	53 9%	$2,126	$0	0 00%
Total HEDGE FUNDS					**$335,000**		**$337,126**	**53.9%**	**$2,126**	**$0**	**0.00%**
Total ALTERNATIVE INVESTMENTS					491,949		**$625,309**	**100.0%**	**($17,853)**	**$0**	**0.00%**
Total					11,432,442		**$13,384,932**		**$1,801,268**	**$174,737**	**1.31%**

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

Report run on Feb 10, 2016 by Kalwachwadmin
Version 10 1 1 5

Bessemer Trust

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
WLLB JR. CHAR FDN - NON-US											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0.000	$0 00	$0	$0 000	$0		$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0.000	$0		$0	$0	
999996	NET CASH		0 000	$0.00	$0	$0.000	$0		$0	$0	
Total CASH					**$0**		**$0**		**$0**	**$0**	
Total CASH AND SHORT TERM					**$0**		**$0**		**$0**	**$0**	
NON U.S.											
EXTERNAL INTERNATIONAL FUNDS											
084575	EUROPEAN MEZZANINE FUND - HELD AT MORGAN		1.000		0	BOOK	1863		$0	$0	0 00%
901989	SANDERSON INTL VALUE FD		80,902 761	$23.98	$1,939,773	$39 226	$3,173,491		$1,233,718	$0	0 00%
Total EXTERNAL INTERNATIONAL FUNDS											

Bessemer Trust

Account Details

Report dated December 31, 2015
Amortized tax cost
Trade date basis

WLLB JR. CHAR FDN - GSPRING

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0.000	$0 00	$0	$0 000	$0		$0	$0	
999995	INCOME CASH		0 000	$0 00	$0	$0 000	$0		$0	$0	
999996	NET CASH		0 000	$0 00	$0	$0 000	$0		$0	$0	
Total CASH					**$0**		**$0**		**$0**	**$0**	
Total CASH AND SHORT TERM					**$0**		**$0**		**$0**	**$0**	
ALTERNATIVE INVESTMENTS											
EXTERNAL P/E, R/E AND VC FUNDS											
090996	GREENSPRING GLOBAL PTRS I				210,074	BOOK	$268,110	35.5%		$0	0 00%
091027	GREENSPRING GLOBAL PTRS II				294,141	BOOK	$487,633	64 5%		$0	0 00%
Total EXTERNAL P/E, R/E AND VC FUNDS								**100.0%**		**$0**	**0.00%**
								100.0%		**$0**	**0.00%**
					504,215		**$755,743**			**$0**	**0.00%**