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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.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0047

**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**W. L. LYONS BROWN FOUNDATION****61-0598511**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number

**(502) 585-4649****325 W. MAIN STREET, SUITE 1110**

City or town, state or province, country, and ZIP or foreign postal code

C If exemption application is pending, check here ☐ **6****LOUISVILLE, KY 40202**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation **04**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

J Accounting method: ☒ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col. (c), line 16)

☐ Other (specify) \_\_\_\_\_▶ \$ **100,666,142.** (Part I, column (d), must be on cash basis.)**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

**2,082.****2,082.****STATEMENT 1**

4 Dividends and interest from securities

**1,026,297.****1,026,297.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

**2,956,326.**b Gross sales price for all assets on line 6a **2,966,687.**

7 Capital gain net income (from Part IV, line 2)

**2,956,326.**

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

**8**

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

**3,984,705.****3,984,705.**

13 Compensation of officers, directors, trustees, etc

**37,760.****18,880.****18,880.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

**STMT 3****1,400.****700.****700.**

c Other professional fees

**STMT 4****10,650.****5,325.****5,325.**

17 Interest

18 Taxes

**STMT 5****79,200.****0.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

**STMT 6****1,171.****0.****1,171.**

24 Total operating and administrative expenses. Add lines 13 through 23

**130,181.****24,905.****26,076.**

25 Contributions, gifts, grants paid

**3,962,386.****3,962,386.**

26 Total expenses and disbursements

Add lines 24 and 25

**4,092,567.****24,905.****3,988,462.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

**<107,862.>**

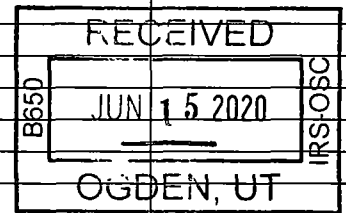
b Net investment income (if negative, enter -0-)

**3,959,800.**

c Adjusted net income (if negative, enter -0-)

**N/A**g26  
11

SCANNED NOV 19 2020  
Revenue  
Operating and Administrative Expenses  
20 Received In  
28 Batching Ogden  
SEP 03 2020



**Part II Balance Sheets**

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

|                                                                                                         |                                                                                               | Beginning of year | End of year    |                       |
|---------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                         |                                                                                               | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                           | 1 Cash - non-interest-bearing                                                                 | 190,824.          | 85,540.        | 85,540.               |
|                                                                                                         | 2 Savings and temporary cash investments                                                      | 17,931.           | 20,014.        | 20,014.               |
|                                                                                                         | 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                                       |                   |                |                       |
|                                                                                                         | b Investments - corporate stock <b>STMT 7</b>                                                 | 196,238.          | 191,577.       | 100,560,588.          |
|                                                                                                         | c Investments - corporate bonds                                                               |                   |                |                       |
|                                                                                                         | 11 Investments - land, buildings, and equipment basis ▶                                       |                   |                |                       |
| Less: accumulated depreciation ▶                                                                        |                                                                                               |                   |                |                       |
| 12 Investments - mortgage loans                                                                         |                                                                                               |                   |                |                       |
| 13 Investments - other                                                                                  |                                                                                               |                   |                |                       |
| 14 Land, buildings, and equipment: basis ▶                                                              |                                                                                               |                   |                |                       |
| Less: accumulated depreciation ▶                                                                        |                                                                                               |                   |                |                       |
| 15 Other assets (describe ▶)                                                                            |                                                                                               |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) | 404,993.                                                                                      | 297,131.          | 100,666,142.   |                       |
| <b>Liabilities</b>                                                                                      | 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 <b>Total liabilities</b> (add lines 17 through 22)                                         | 0.                | 0.             |                       |
| <b>Net Assets or Fund Balances</b>                                                                      | Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>                   |                   |                |                       |
|                                                                                                         | and complete lines 24, 25, 29, and 30                                                         |                   |                |                       |
|                                                                                                         | 24 Net assets without donor restrictions                                                      |                   |                |                       |
|                                                                                                         | 25 Net assets with donor restrictions                                                         |                   |                |                       |
|                                                                                                         | Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                                                                                         | and complete lines 26 through 30.                                                             |                   |                |                       |
|                                                                                                         | 26 Capital stock, trust principal, or current funds                                           | 944,803.          | 944,803.       |                       |
|                                                                                                         | 27 Paid-in or capital surplus, or land, bldg., and equipment fund                             | 0.                | 0.             |                       |
|                                                                                                         | 28 Retained earnings, accumulated income, endowment, or other funds                           | <539,810.>        | <647,672.>     |                       |
| 29 <b>Total net assets or fund balances</b>                                                             | 404,993.                                                                                      | 297,131.          |                |                       |
| 30 <b>Total liabilities and net assets/fund balances</b>                                                | 404,993.                                                                                      | 297,131.          |                |                       |

**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 29<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 404,993.   |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <107,862.> |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 297,131.   |
| 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 29                                                         | 6 | 297,131.   |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a 47,000 SHARES OF BROWN FORMAN CLASS B                                                                                                  | D                                                | 10/20/99                             | 10/16/19                         |
| b                                                                                                                                         |                                                  |                                      |                                  |
| c                                                                                                                                         |                                                  |                                      |                                  |
| d                                                                                                                                         |                                                  |                                      |                                  |
| e                                                                                                                                         |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--------------------------------------------|-------------------------------------------------|------------------------------------------------|
| a 2,966,687.          |                                            | 10,361.                                         | 2,956,326.                                     |
| b                     |                                            |                                                 |                                                |
| c                     |                                            |                                                 |                                                |
| d                     |                                            |                                                 |                                                |
| e                     |                                            |                                                 |                                                |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69. |                                      |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|----------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                       | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| a                                                                                            |                                      |                                                 | 2,956,326.                                                                                      |
| b                                                                                            |                                      |                                                 |                                                                                                 |
| c                                                                                            |                                      |                                                 |                                                                                                 |
| d                                                                                            |                                      |                                                 |                                                                                                 |
| e                                                                                            |                                      |                                                 |                                                                                                 |

|                                                                                 |                                                                                                                              |   |            |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>              | 2 | 2,956,326. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | <div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> | 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 doesn't 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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2018                                                                 | 4,212,703.                               | 80,592,782.                                  | .052271                                                     |
| 2017                                                                 | 4,239,660.                               | 86,016,118.                                  | .049289                                                     |
| 2016                                                                 | 4,428,369.                               | 86,549,079.                                  | .051166                                                     |
| 2015                                                                 | 4,158,014.                               | 90,262,959.                                  | .046066                                                     |
| 2014                                                                 | 3,417,457.                               | 84,662,338.                                  | .040366                                                     |

|                                                                                                                                                                                  |   |             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                    | 2 | .239158     |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | 3 | .047832     |
| 4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5                                                                                                   | 4 | 86,972,435. |
| 5 Multiply line 4 by line 3                                                                                                                                                      | 5 | 4,160,066.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                     | 6 | 39,598.     |
| 7 Add lines 5 and 6                                                                                                                                                              | 7 | 4,199,664.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                           | 8 | 3,988,462.  |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |            | 1 79,196. |
| 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 79,196. |
| 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 79,196. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |            |           |
| a 2019 estimated tax payments and 2018 overpayment credited to 2019                                                                                                                                                                    | 6a 79,346. |           |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b 0.      |           |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c 0.      |           |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d 0.      |           |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7 79,346.  |           |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8 55.      |           |
| 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 95.     |           |
| 11 Enter the amount of line 10 to be: Credited to 2020 estimated tax 95. 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?                                                                                                                                                                       |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                        |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | 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                                                                                                                  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                            |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                          |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?          | 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                                                                                                                                                                                                           | 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                                                                                                                                 | 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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV                                                                                         |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                         |     | X  |

N/A

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**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                                                                                                                                          |     | 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                                                                                                                                         |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A                                                                                                                                                                                    | X   |    |
| 14 The books are in care of ► SUSAN NICHOLSON Telephone no. ► 502-585-4649<br>Located at ► 325 W. MAIN STREET, #1110, LOUISVILLE, KY ZIP+4 ► 40202                                                                                                                                                                                 |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                          |     |    |
| 16 At any time during calendar year 2019, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► |     | X  |

**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?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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<br>Organizations relying on a current notice regarding disaster assistance, check here                                                                                                                                                                                       |                                                                     | X  |
| 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 2019?                                                                                                                                                                                                                                                                                                         |                                                                     | 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| 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                                                                 |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) | N/A                                                                 |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | 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 2019?                                                                                                                                                                                                                                                               |                                                                     | X  |

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See 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?☐ Yes ☐ No

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

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

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and 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 |
|--------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| INA B. BOND                    | PRESIDENT/TTEE                                            |                                           |                                                                       |                                       |
| 325 W. MAIN STREET, SUITE 1110 |                                                           |                                           |                                                                       |                                       |
| LOUISVILLE, KY 40202           | 0.50                                                      | 0.                                        | 0.                                                                    | 0.                                    |
| SUSANNAH SCOTT-BARNES          | SEC/TREASURER/TTEE                                        |                                           |                                                                       |                                       |
| 325 W. MAIN STREET, SUITE 1110 |                                                           |                                           |                                                                       |                                       |
| LOUISVILLE, KY 40202           | 0.50                                                      | 0.                                        | 0.                                                                    | 0.                                    |
| OWSLEY BROWN III               | VICE PRESIDENT/TTEE                                       |                                           |                                                                       |                                       |
| 325 W. MAIN STREET, SUITE 1110 |                                                           |                                           |                                                                       |                                       |
| LOUISVILLE, KY 40202           | 0.25                                                      | 0.                                        | 0.                                                                    | 0.                                    |
| SUSAN V. NICHOLSON             | FOUNDATION ADMINISTRATOR                                  |                                           |                                                                       |                                       |
| 325 W. MAIN STREET, SUITE 1110 |                                                           |                                           |                                                                       |                                       |
| LOUISVILLE, KY 40202           | 8.00                                                      | 37,760.                                   | 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

Form 990-PF (2019)



**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 | 87,250,233. |
| b | Average of monthly cash balances                                                                            | 1b | 1,046,655.  |
| c | Fair market value of all other assets                                                                       | 1c |             |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 88,296,888. |
| 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  | 88,296,888. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 1,324,453.  |
| 5 | <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4  | 5  | 86,972,435. |
| 6 | <b>Minimum investment return</b> Enter 5% of line 5                                                         | 6  | 4,348,622.  |

**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  | 4,348,622. |
| 2a | Tax on investment income for 2019 from Part VI, line 5                                                    | 2a | 79,196.    |
| b  | Income tax for 2019. (This does not include the tax from Part VI.)                                        | 2b |            |
| c  | Add lines 2a and 2b                                                                                       | 2c | 79,196.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 4,269,426. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                         | 5  | 4,269,426. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.         |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 4,269,426. |

**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 | 3,988,462. |
| 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 | <b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4                  | 4  | 3,988,462. |
| 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 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 3,988,462. |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2018 | (c)<br>2018 | (d)<br>2019 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2019 from Part XI, line 7                                                                                                                       |               |                            |             | 4,269,426.  |
| <b>2</b> Undistributed income, if any, as of the end of 2019                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2018 only                                                                                                                                               |               |                            | 3,962,385.  |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2019:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2014                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2015                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2016                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2017                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2018                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 3,988,462.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2018, but not more than line 2a                                                                                                                               |               |                            | 3,962,385.  |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2019 distributable amount                                                                                                                                     |               |                            |             | 26,077.     |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020                                                              |               |                            |             | 4,243,349.  |
| <b>7</b> 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.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2015                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2016                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2017                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2018                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2019                                                                                                                                                         |               |                            |             |             |

|                 |                                                                                    |
|-----------------|------------------------------------------------------------------------------------|
| <b>Part XIV</b> | <b>Private Operating Foundations</b> (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 2019, 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)

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                                                |                                                                                                                    |                                      |                                     |            |
| SEE ATTACHED SCHEDULE,<br>325 W. MAIN ST. SUITE 1110<br>LOUISVILLE, KY 40202 |                                                                                                                    |                                      | SEE ATTACHED SCHEDULE.              | 3,962,386. |
|                                                                              |                                                                                                                    |                                      |                                     |            |
|                                                                              |                                                                                                                    |                                      |                                     |            |
|                                                                              |                                                                                                                    |                                      |                                     |            |
|                                                                              |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                                 |                                                                                                                    |                                      | <b>▶ 3a</b>                         | 3,962,386. |
| <b>b Approved for future payment</b>                                         |                                                                                                                    |                                      |                                     |            |
| NONE                                                                         |                                                                                                                    |                                      |                                     |            |
|                                                                              |                                                                                                                    |                                      |                                     |            |
|                                                                              |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                                 |                                                                                                                    |                                      | <b>▶ 3b</b>                         | 0.         |





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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| PNC/BAIRD               | 2,082.                      | 2,082.                          |                               |
| TOTAL TO PART I, LINE 3 | 2,082.                      | 2,082.                          |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                     | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|----------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| BROWN-FORMAN CORP.<br>CL A | 102,647.        | 0.                            | 102,647.                    | 102,647.                          |                               |
| BROWN-FORMAN CORP.<br>CL B | 923,650.        | 0.                            | 923,650.                    | 923,650.                          |                               |
| TO PART I, LINE 4          | 1,026,297.      | 0.                            | 1,026,297.                  | 1,026,297.                        |                               |

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TAX PREPARATION              | 1,400.                       | 700.                              |                               | 700.                          |
| TO FORM 990-PF, PG 1, LN 16B | 1,400.                       | 700.                              |                               | 700.                          |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOUNDATION ADMINISTRATION    | 10,650.                      | 5,325.                            |                               | 5,325.                        |   |
| TO FORM 990-PF, PG 1, LN 16C | 10,650.                      | 5,325.                            |                               | 5,325.                        |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ESTIMATED TAXES             | 79,200.                      | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 79,200.                      | 0.                                |                               | 0.                            |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| KY ANNUAL REPORT            | 15.                          | 0.                                |                               | 15.                           |   |
| BANK FEES                   | 643.                         | 0.                                |                               | 643.                          |   |
| STATIONERY                  | 513.                         | 0.                                |                               | 513.                          |   |
| TO FORM 990-PF, PG 1, LN 23 | 1,171.                       | 0.                                |                               | 1,171.                        |   |

| FORM 990-PF                             | CORPORATE STOCK |                      | STATEMENT | 7 |
|-----------------------------------------|-----------------|----------------------|-----------|---|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET<br>VALUE |           |   |
| 1,344,039 SHS BROWN FORMAN - B          | 133,287.        | 90,857,036.          |           |   |
| 154,589 SHS BROWN FORMAN - A            | 58,290.         | 9,703,552.           |           |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 191,577.        | 100,560,588.         |           |   |

W. L. Lyons Brown Foundation  
EIN: 61-0598511  
Attachment to 2019 Form 990-PF

**Expenditure Responsibility Statement  
for the year 2019**

The W. L. Lyons Brown Foundation provides the following information:

- |                               |                                                                                                                                                                                                                                                            |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (I) Transferee:               | The W. L. Lyons Brown Jr. Charitable Foundation<br>500 W. Jefferson<br>Louisville, KY 40202                                                                                                                                                                |
| (II) Amount<br>of Transfer:   | October 2017: \$24,143,478 FMV; \$167,710 historical cost                                                                                                                                                                                                  |
| (III) Purpose<br>of Transfer: | Establish an endowment for The W. L. Lyons Brown Jr. Charitable Foundation, a private foundation that supports organizations seeking to improve quality of life, including museums, parks, educational institutions and organizations supporting the arts. |
| (IV) Report:                  | The transferee submitted a statement on the 2017 endowment grant.<br>The endowment statement reflected that the grant was properly added to the foundation's endowment.                                                                                    |
| (V) Diversions:               | To the knowledge of the transferor, no funds have been diverted to any activity other than the activities for which the grant was originally made.                                                                                                         |
| (VII) Verification:           | The transferor has no reason to doubt the accuracy or reliability of the report from the transferee; therefore, no independent verification of the report was made.                                                                                        |



W L Lyons Brown Foundation  
Form 990 PF Part XV-Grants and Contributions Paid during the Year

|    | Name                                     | Address                                                         | Relationship | Foundation Status | Purpose             | Amount    |
|----|------------------------------------------|-----------------------------------------------------------------|--------------|-------------------|---------------------|-----------|
| 1  | 21st Century Parks Inc.                  | 471 W Main St #202<br>Louisville, KY 40202                      | None         | Exempt            | Operational Support | 10,000 00 |
| 2  | Abe's Garden                             | 115 Woodmont Blvd<br>Nashville, TN 37205                        | None         | Exempt            | Program Support     | 20,000 00 |
| 3  | Alive Hospice                            | 1718 Patterson Street<br>Nashville, TN 37203                    | None         | Exempt            | Operational Support | 20,000 00 |
| 4  | Alliance For Green Hills Foundation, Inc | P O Box 150946<br>Nashville, TN 37215                           | None         | Exempt            | Operational Support | 5,000 00  |
| 5  | American Civil Liberties Union of TN     | P O Box 120160<br>Nashville, TN 37212                           | None         | Exempt            | Operational Support | 10,000 00 |
| 6  | American Farmland Trust                  | 1150 Connecticut Ave NW, Ste 600<br>Washington, DC 20036        | None         | Exempt            | Operational Support | 50,000 00 |
| 7  | American Farmland Trust                  | 1150 Connecticut Ave NW, Ste 600<br>Washington, DC 20036        | None         | Exempt            | Operational Support | 5 000 00  |
| 8  | American Forest Foundation               | 2000 M Street NW Suite 550<br>Washington, DC 20036              | None         | Exempt            | Operational Support | 25,000 00 |
| 9  | American Horse Trials Foundation         | 363 North Loomis Street<br>Southwick, MA 01077                  | None         | Exempt            | Operational Support | 5 000 00  |
| 10 | Andrew Jackson Foundation                | 4580 Rachel's Lane<br>Nashville, TN 37076                       | None         | Exempt            | Operational Support | 10 000 00 |
| 11 | Appalachian Trail Conservancy            | 799 Washington Street<br>P O Box 807<br>Harpers Ferry, WV 25425 | None         | Exempt            | Operational Support | 10,000 00 |
| 12 | Appalshop Inc                            | 91 Madison Ave<br>Whitesburg KY 41858                           | None         | Exempt            | Operational Support | 25,000 00 |
| 13 | Atlantic Salmon Federation               | PO Box 807<br>Calais, ME 04619                                  | None         | Exempt            | Operational Support | 1,000 00  |
| 14 | Battle of Franklin Trust                 | 1345 Eastern Flank Circle<br>Franklin, TN 37064                 | None         | Exempt            | Operational Support | 5,000 00  |
| 15 | Bellarmine University                    | 2001 Newburg Road<br>Louisville, KY 40205                       | None         | Exempt            | Program Support     | 10 000 00 |
| 16 | Berea College                            | CPO 2122<br>101 Chestnut St<br>Berea, KY 40404                  | None         | Exempt            | Program Support     | 25,000 00 |
| 17 | Berry Center                             | P O Box 582<br>New Castle, KY 40050                             | None         | Exempt            | Operational Support | 25,000 00 |
| 18 | Berry Center                             | P O Box 582<br>New Castle, KY 40050                             | None         | Exempt            | Operational Support | 50,000 00 |
| 19 | Bluegrass Land Conservancy               | 450 Old Vine Street #105<br>Lexington, KY 40507                 | None         | Exempt            | Operational Support | 75,000 00 |

W L Lyons Brown Foundation

Form 990 PF Part XV-Grants and Contributions Paid during the Year

|    | Name                                     | Address                                                                          | Relationship | Foundation Status | Purpose             | Amount     |
|----|------------------------------------------|----------------------------------------------------------------------------------|--------------|-------------------|---------------------|------------|
| 20 | Bluegrass Land Conservancy               | 450 Old Vine Street #105<br>Lexington, KY 40507                                  | None         | Exempt            | Operational Support | 10,000 00  |
| 21 | Bonefish and Tarpon Trust                | 2937 SW 27th Ave Suite 203<br>Miami, FL 33133                                    | None         | Exempt            | Operational Support | 200 00     |
| 22 | Brown University                         | Box 1893<br>Providence, RI 02903                                                 | None         | Exempt            | Operational Support | 15,000 00  |
| 23 | Central Kentucky Riding for Hope         | P O Box 13155<br>Lexington, KY 40583                                             | None         | Exempt            | Operational Support | 500 00     |
| 24 | Cheekwood                                | 1200 Forrest Park Drive<br>Nashville, TN 37205                                   | None         | Exempt            | Operational Support | 7,000 00   |
| 25 | Chnst Church                             | 900 Broadway<br>Nashville, TN 37203                                              | None         | Exempt            | Capital Support     | 100,000 00 |
| 26 | Chnst Church                             | 900 Broadway<br>Nashville, TN 37203                                              | None         | Exempt            | Operational Support | 20,000 00  |
| 27 | Community Foundation of Middle Tennessee | 3833 Cleghorn Avenue, # 400<br>Nashville, TN 37215                               | None         | Exempt            | Program Support     | 13 295 00  |
| 28 | Compassionate Schools Project            | C/O University of Virginia<br>Office of Development<br>Charlottesville, VA 22904 | None         | Exempt            | Operational Support | 20,000 00  |
| 29 | Creasey Mahan Nature Preserve            | 12501 Harmony Landing Lane<br>Goshen, KY 40026                                   | None         | Exempt            | Operational Support | 2,500 00   |
| 30 | Cumberland River Compact                 | 2 Victory Avenue, Suite 300<br>Nashville, TN 37213                               | None         | Exempt            | Operational Support | 10,000 00  |
| 31 | Dilgo Khyentse Fellowship/Shechen        | 237 West 35th Street, Suite 1101<br>New York, NY 10001                           | None         | Exempt            | Project Support     | 14,973 50  |
| 32 | Discovery Land Company Foundation        | 301 N Canon Drive, Ste 328<br>Beverly Hills, CA 90210                            | None         | Exempt            | Program Support     | 150,000 00 |
| 33 | Ducks Unlimited Inc                      | One Waterfowl Way<br>Memphis TN 38120                                            | None         | Exempt            | Operational Support | 9,948 00   |
| 34 | Edible Schoolyard                        | 20 Jay Street Suite M9<br>Brooklyn, NY 11201                                     | None         | Exempt            | Operational Support | 20,000 00  |
| 35 | Environmental Law Institute              | 3738 Whitland Ave<br>Nashville, TN 37205                                         | None         | Exempt            | Program Support     | 25,000 00  |
| 36 | Environmental Law Institute              | 3738 Whitland Ave<br>Nashville, TN 37205                                         | None         | Exempt            | Program Support     | 20,000 00  |
| 37 | Food Literacy Project                    | 9001 Limehouse Lane<br>Louisville, KY 40220                                      | None         | Exempt            | Operational Support | 5,000 00   |
| 38 | Frazier Historical Arms Museum Fdn Inc   | 829 W Main Street<br>Louisville, KY 40202                                        | None         | Exempt            | Exhibit Support     | 14,353 00  |
| 39 | Friends of Warner Parks                  | 30 Vaughn Road<br>Nashville, TN 37221                                            | None         | Exempt            | Operational Support | 10 000 00  |

W L Lyons Brown Foundation

Form 990 PF Part XV-Grants and Contributions Paid during the Year

|    | Name                                     | Address                                                  | Relationship | Foundation Status | Purpose             | Amount     |
|----|------------------------------------------|----------------------------------------------------------|--------------|-------------------|---------------------|------------|
| 40 | Fund for the Arts                        | 623 West Main Street<br>Louisville, KY 40202             | None         | Exempt            | Operational Support | 10,000 00  |
| 41 | Fund for the Arts                        | 623 West Main Street<br>Louisville, KY 40202             | None         | Exempt            | Program Support     | 50,000 00  |
| 42 | Gilda's Club                             | 2440 Gnnstead Drve<br>Louisville, KY 40204               | None         | Exempt            | Program Support     | 5,000 00   |
| 43 | Gilda's Club                             | 2440 Gnnstead Drve<br>Louisville, KY 40204               | None         | Exempt            | Operational Support | 5,000 00   |
| 44 | Harpeth Conservancy                      | P O Box 1127<br>Franklin, TN 37065                       | None         | Exempt            | Operational Support | 2,000 00   |
| 45 | Harvard University                       | 124 Mount Auburn Street<br>Cambndge, MA 02138            | None         | Exempt            | Operational Support | 50,000 00  |
| 46 | Histonc Locust Grove                     | 561 Blankenbaker Lane<br>Louisville, KY 40207            | None         | Exempt            | Operational Support | 250 00     |
| 47 | Honzons @ University School of Nashville | 2000 Edgehill Avenue<br>Nashville, TN 37212              | None         | Exempt            | Operational Support | 10,000 00  |
| 48 | Inward Bound Mindfulness Education Inc   | P O Box 516<br>Concord, MA 01742                         | None         | Exempt            | Program Support     | 15,000 00  |
| 49 | Isaac W Bemheim Foundation, Inc          | P O Box 130<br>Clermont, KY 40110                        | None         | Exempt            | Operational Support | 2,500 00   |
| 50 | Isaac W Bemheim Foundation, Inc          | P O Box 130<br>Clermont, KY 40110                        | None         | Exempt            | Project Support     | 50,000 00  |
| 51 | Isaac W Bemheim Foundation, Inc          | P O Box 130<br>Clermont, KY 40110                        | None         | Exempt            | Operational Support | 25,000 00  |
| 52 | J B Speed Art Museum                     | 2035 S Third Street<br>Louisville, KY 40208              | None         | Exempt            | Project Support     | 60,000 00  |
| 53 | J B Speed Art Museum                     | 2035 S Third Street<br>Louisville, KY 40208              | None         | Exempt            | Capital Support     | 111,111 00 |
| 54 | J B Speed Art Museum                     | 2035 S Third Street<br>Louisville, KY 40208              | None         | Exempt            | Operational Support | 10,000 00  |
| 55 | J B Speed Art Museum                     | 2035 S Third Street<br>Louisville, KY 40208              | None         | Exempt            | Exhibit Support     | 12,500 00  |
| 56 | J B Speed Art Museum                     | 2035 S Third Street<br>Louisville, KY 40208              | None         | Exempt            | Sculpture Support   | 10,000 00  |
| 57 | Karuna-Shechen USA                       | 237 West 35th Street<br>Suite 1101<br>New York, NY 10001 | None         | Exempt            | Project Support     | 5,100 00   |
| 58 | Katherine Delmar Burke School            | 7070 California Street<br>San Francisco, CA 94121        | None         | Exempt            | Capital Support     | 125,000 00 |

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|    | Name                                      | Address                                                                                     | Relationship | Foundation Status | Purpose             | Amount     |
|----|-------------------------------------------|---------------------------------------------------------------------------------------------|--------------|-------------------|---------------------|------------|
| 59 | Kent School                               | Alumni & Development Office<br>P O Box 2006<br>Kent, CT 06757                               | None         | Exempt            | Operational Support | 10,000 00  |
| 60 | Kent School                               | Alumni & Development Office<br>P O Box 2006<br>Kent, CT 06757                               | None         | Exempt            | Operational Support | 10,000 00  |
| 61 | Kent School                               | Alumni & Development Office<br>P O Box 2006<br>Kent, CT 06757                               | None         | Exempt            | Rowing Endowment    | 95,000 00  |
| 62 | Kentucky Coalition, Inc                   | PO Box 1450<br>London, KY 40743                                                             | None         | Exempt            | Program Support     | 4,080 50   |
| 63 | Kentucky Coalition, Inc                   | PO Box 1450<br>London, KY 40743                                                             | None         | Exempt            | Program Support     | 32,578 67  |
| 64 | Kentucky Coalition, Inc                   | PO Box 1450<br>London, KY 40743                                                             | None         | Exempt            | Program Support     | 5,000 00   |
| 65 | Kentucky Coalition, Inc                   | PO Box 1450<br>London, KY 40743                                                             | None         | Exempt            | Program Support     | 25,000 00  |
| 66 | Kentucky Country Day                      | 4100 Springdale Road<br>Louisville, KY 40241                                                | None         | Exempt            | Capital Support     | 100,000 00 |
| 67 | Kentucky Country Day                      | 4100 Springdale Road<br>Louisville, KY 40241                                                | None         | Exempt            | Operational Support | 40,000 00  |
| 68 | Kentucky Derby Museum                     | P O Box 21177<br>Louisville, KY 40221                                                       | None         | Exempt            | Operational Support | 1,000 00   |
| 69 | Kentucky Educational Fund for Handicapped | 837 Isaac Shelby Circle<br>Frankfort, KY 40601                                              | None         | Exempt            | Operational Support | 7,500 00   |
| 70 | Kentucky Equine Adoption Center           | P O Box 910124<br>Lexington, Ky 40591                                                       | None         | Exempt            | Operational Support | 500 00     |
| 71 | Kentucky Fish & Wildlife Education Fdn    | PO Box 4115<br>Frankfort, KY 40604                                                          | None         | Exempt            | Operational Support | 2,500 00   |
| 72 | Kentucky Museum of Art and Craft          | 715 West Main Street<br>Louisville, KY 40202                                                | None         | Exempt            | Operational Support | 25,000 00  |
| 73 | Kentucky Science Center                   | 727 West Main Street<br>Louisville, KY 40202                                                | None         | Exempt            | Operational Support | 1,000 00   |
| 74 | Kentucky Science Center                   | 727 West Main Street<br>Louisville, KY 40202                                                | None         | Exempt            | Operational Support | 2,000 00   |
| 75 | Kentucky State Nature Preserve Commission | Office of Kentucky Nature Preserves<br>300 Sower Boulevard-4th Floor<br>Frankfort, KY 40601 | None         | Exempt            | Operational Support | 10,000 00  |
| 76 | Kentucky Waterways Alliance, inc          | 120 Webster Street Suite 217<br>Louisville, KY 40206                                        | None         | Exempt            | Operational Support | 1,000 00   |
| 77 | Land Institute                            | 2440 E Water Well Road<br>Salina, KS 67401                                                  | None         | Exempt            | Operational Support | 50,000 00  |

W L Lyons Brown Foundation  
Form 990 PF Part XV-Grants and Contributions Paid during the Year

|    | Name                                  | Address                                                     | Relationship | Foundation Status | Purpose             | Amount     |
|----|---------------------------------------|-------------------------------------------------------------|--------------|-------------------|---------------------|------------|
| 78 | Land Trust Alliance                   | 1250 H Street NW Suite 600<br>Washington, DC 20005          | None         | Exempt            | Operational Support | 1,000 00   |
| 79 | Land Trust for Tennessee              | P O Box 41027<br>Nashville, TN 37204                        | None         | Exempt            | Operational Support | 77,500 00  |
| 80 | Lexington School Inc                  | 1050 Lane Allen Road<br>Lexington, KY 40504                 | None         | Exempt            | Operational Support | 1,000 00   |
| 81 | Linden Waldorf School                 | 3201 Hillsboro Pike<br>Nashville, TN 37215                  | None         | Exempt            | Operational Support | 15,000 00  |
| 82 | Linden Waldorf School                 | 3201 Hillsboro Pike<br>Nashville, TN 37215                  | None         | Exempt            | Program Support     | 85,000 00  |
| 83 | Louisville Collegiate School          | 2427 Glenmary Ave<br>Louisville KY 40204                    | None         | Exempt            | Capital Support     | 12,500 00  |
| 84 | Louisville Collegiate School          | 2427 Glenmary Ave<br>Louisville, KY 40204                   | None         | Exempt            | Capital Support     | 33,333 33  |
| 85 | Louisville Collegiate School          | 2427 Glenmary Ave<br>Louisville, KY 40204                   | None         | Exempt            | Operational Support | 250,000 00 |
| 86 | Louisville Grows                      | 1641 Portland Ave<br>Louisville, KY 40203                   | None         | Exempt            | Operational Support | 10,000 00  |
| 87 | Louisville Olmsted Parks Conservancy  | 1299 Trevilian Way<br>Louisville, KY 40213                  | None         | Exempt            | Operational Support | 5,000 00   |
| 88 | Louisville Olmsted Parks Conservancy  | 1299 Trevilian Way<br>Louisville, KY 40213                  | None         | Exempt            | Operational Support | 20,000 00  |
| 89 | Louisville Public Media               | 619 S 4th Street<br>Louisville, KY 40202                    | None         | Exempt            | Program Support     | 10,000 00  |
| 90 | Louisville Urban League               | 1535 West Broadway<br>Louisville, KY 40203                  | None         | Exempt            | Capital Support     | 150 000 00 |
| 91 | Louisville Urban League               | 1535 West Broadway<br>Louisville, KY 40203                  | None         | Exempt            | Capital Support     | 10,265 00  |
| 92 | Louisville Visual Art Association     | 1538 Lytle Street<br>Louisville, KY 40203                   | None         | Exempt            | Capital Support     | 100,000 00 |
| 93 | Louisville Zoo Foundation             | 1100 Trevilian Way<br>P O Box 37250<br>Louisville, KY 40233 | None         | Exempt            | Operational Support | 5,000 00   |
| 94 | Maker's Mark Secretariat Center       | 4155 Walt Robertson Dr<br>Lexington, KY 40511               | None         | Exempt            | Operational Support | 1,000 00   |
| 95 | Masterson Equestrian Trust Foundation | PO Box 12042<br>Lexington, KY 40580                         | None         | Exempt            | Operational Support | 1,000 00   |
| 96 | Meredith-Dunn Learning Center         | 3023 Melbourne Avenue<br>Louisville, KY 40220               | None         | Exempt            | New Playground      | 80,398 00  |
| 97 | Meme-Woode Foundation                 | 100 Meme Wood Rd                                            | None         | Exempt            | Operational Support | 12,000 00  |

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|     | Name                                     | Address                                                             | Relationship | Foundation Status | Purpose             | Amount     |
|-----|------------------------------------------|---------------------------------------------------------------------|--------------|-------------------|---------------------|------------|
|     |                                          | Sapphire, NC 28774                                                  |              |                   |                     |            |
| 98  | Metro United Way                         | P O Box 4488<br>Louisville, KY 40204                                | None         | Exempt            | Operational Support | 20,000 00  |
| 99  | Mid-South Eventing and Dressage Assn     | PO Box 338<br>Georgetown, KY 40324                                  | None         | Exempt            | Operational Support | 500 00     |
| 100 | Mockingbird Valley Preservation Alliance | 4967 US Highway 42, Suite 230<br>Louisville, KY 40222               | None         | Exempt            | Operational Support | 1,000 00   |
| 101 | Muhammad Ali Center                      | 1 Muhammad Ali Center<br>144 N Sixth Street<br>Louisville, KY 40202 | None         | Exempt            | Operational Support | 50,000 00  |
| 102 | Muhammad Ali Center                      | 1 Muhammad Ali Center<br>144 N Sixth Street<br>Louisville, KY 40202 | None         | Exempt            | Operational Support | 40,000 00  |
| 103 | Muhammad Ali Center                      | 1 Muhammad Ali Center<br>144 N Sixth Street<br>Louisville, KY 40202 | None         | Exempt            | Program Support     | 6,000 00   |
| 104 | Nashville Civic Design Center            | Suite 106, 138 2nd Avenue North<br>Nashville, TN 37201              | None         | Exempt            | Program Support     | 67,500 00  |
| 105 | Nashville Food Project                   | 3605 Hillsboro Pike<br>Nashville, TN 37215                          | None         | Exempt            | Operational Support | 15,000 00  |
| 106 | Nashville Public Library Foundation      | 615 Church Street<br>Nashville, TN 37219                            | None         | Exempt            | Operational Support | 8,000 00   |
| 107 | Nashville Public Radio                   | 630 Mainstream Drive<br>Nashville, TN 37228                         | None         | Exempt            | Operational Support | 8,000 00   |
| 108 | Nashville Public Television              | 161 Rains Ave,<br>Nashville, TN 37203                               | None         | Exempt            | Operational Support | 8,000 00   |
| 109 | Nashville Tree Foundation                | P O Box 58962<br>Nashville TN 37205                                 | None         | Exempt            | Operational Support | 15 000 00  |
| 110 | Nashville Zoo, Inc                       | 3777 Nolensville Pike<br>Nashville, TN 37211                        | None         | Exempt            | Operational Support | 1,000 00   |
| 111 | National Parks Conservation Association  | 1300 19th Street, N W Suite 700<br>Washington, DC 20036             | None         | Exempt            | Operational Support | 10,000 00  |
| 112 | Natural Resources Defense Council        | 40 West 20th Street<br>New York NY 10011                            | None         | Exempt            | Program Support     | 200,000 00 |
| 113 | Natural Resources Defense Council        | 40 West 20th Street<br>New York, NY 10011                           | None         | Exempt            | Program Support     | 15,000 00  |
| 114 | Nature Conservancy-KY Chapter            | 414 Baxter Ave Suite 265<br>Louisville, KY 40204                    | None         | Exempt            | Operational Support | 20,000 00  |
| 115 | New Vocations Racehorse Adoption Program | 3293 Wnght Rd<br>Laura, OH 45337                                    | None         | Exempt            | Operational Support | 1,000 00   |
| 116 | Norton Healthcare Foundation             | 234 East Gray Street Suite 450                                      | None         | Exempt            | Operational Support | 5,000 00   |

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| Name                                    | Address                                                                      | Relationship | Foundation Status | Purpose             | Amount    |
|-----------------------------------------|------------------------------------------------------------------------------|--------------|-------------------|---------------------|-----------|
|                                         | Louisville, KY 40202                                                         |              |                   |                     |           |
| 117 Old Friend's Inc                    | 1841 Paynes Depot Rd<br>Georgetown, KY 40324                                 | None         | Exempt            | Operational Support | 1,000 00  |
| 118 Oldham County Historical Society    | 106 North Second Avenue<br>LaGrange, KY 40031                                | None         | Exempt            | Operational Support | 500 00    |
| 119 One Generation Away                 | 1104 Southeast Pkwy #300<br>Franklin, TN 37064                               | None         | Exempt            | Program Support     | 15,000 00 |
| 120 Open Table of Nashville, Inc        | P O Box 110266<br>Nashville, TN 37222                                        | None         | Exempt            | Operational Support | 20,000 00 |
| 121 Operation Stand Down Tennessee      | 1125 12th Avenue South<br>Nashville, TN 37203                                | None         | Exempt            | Program Support     | 10,000 00 |
| 122 Pine Mountain Settlement School     | 36 Highway 510<br>Bledsoe, KY 40810                                          | None         | Exempt            | Operational Support | 20,000 00 |
| 123 Playgroup                           | c/o Vallejo Investments<br>One Embarcadero Center<br>San Francisco, CA 94111 | None         | Exempt            | Operational Support | 5,000 00  |
| 124 Quality Deer Management Association | 170 Whitetail Way<br>Bogart, GA 30622                                        | None         | Exempt            | Operational Support | 2,500 00  |
| 125 Retired Racehorse Project           | 2976 Solomon's Island Rd<br>Edgewater, MD 21037                              | None         | Exempt            | Operational Support | 1,000 00  |
| 126 River Fields Inc                    | 1201 Story Ave Ste 215<br>Louisville, KY 40206                               | None         | Exempt            | Operational Support | 1,000 00  |
| 127 Rooftop Nashville                   | 108 7th Avenue South<br>Nashville, TN 37203                                  | None         | Exempt            | Operational Support | 5 000 00  |
| 128 Room in the Inn                     | P O Box 25309<br>Nashville, TN 37202                                         | None         | Exempt            | Operational Support | 22,000 00 |
| 129 Rural Urban Exchange                | C/O Appalshop<br>91 Madison Ave<br>Whitesburg, KY 41858                      | None         | Exempt            | Operational Support | 15,000 00 |
| 130 Safe Haven Family Shelter           | 1234 Third Avenue, S<br>Nashville, TN 37210                                  | None         | Exempt            | Operational Support | 3,000 00  |
| 131 Sayre School                        | 194 N Limestone<br>Lexington, KY 40507                                       | None         | Exempt            | Operational Support | 1,000 00  |
| 132 Second Harvest Food Bank            | 331 Great Circle Road<br>Nashville, TN 37228                                 | None         | Exempt            | Operational Support | 5,000 00  |
| 133 Second Step, Inc                    | 7204 Highway 329<br>Crestwood, Ky 40014                                      | None         | Exempt            | Operational Support | 2 500 00  |
| 134 Shaker Museum at South Union        | 896 Shaker Museum Road<br>Auburn, KY 42206                                   | None         | Exempt            | Operational Support | 5,000 00  |
| 135 Shakertown at Pleasant Hill         | 3501 Lexington Road<br>Harrodsburg, Ky 40330                                 | None         | Exempt            | Operational Support | 10,000 00 |

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|     | Name                                     | Address                                                              | Relationship | Foundation Status | Purpose             | Amount    |
|-----|------------------------------------------|----------------------------------------------------------------------|--------------|-------------------|---------------------|-----------|
| 136 | Smoketown Family Wellness Center         | 760 S Hancock St , Suite #B100<br>Louisville, KY 40203               | None         | Exempt            | Operational Support | 1,000 00  |
| 137 | Society of St Andrew, Inc                | c/o City Road Chapel UMC<br>701 Gallatin Road S<br>Madison, TN 37115 | None         | Exempt            | Project Support     | 15,000 00 |
| 138 | Southern Environmental Law Center        | 201 West Main Street, Suite 14<br>Charlottesville, VA 22902          | None         | Exempt            | Operational Support | 15,000 00 |
| 139 | Sportsman Alliance Foundation            | 801 Kingsmill Parkway<br>Columbus, OH 43229                          | None         | Exempt            | Operational Support | 2,500 00  |
| 140 | St Francis School                        | 11000 U S Highway 42<br>Goshen, KY 40026                             | None         | Exempt            | Outdoor Program     | 20,000 00 |
| 141 | St Paul's Episcopal Church               | 188 South Swinton Ave<br>Delray Beach, FL 33444                      | None         | Exempt            | Operational Support | 2,000 00  |
| 142 | St Paul's Episcopal Church               | 188 South Swinton Ave<br>Delray Beach, FL 33444                      | None         | Exempt            | Program Support     | 2,000 00  |
| 143 | Sterling College                         | PO Box 72<br>Craftsbury Common, VT 05827                             | None         | Exempt            | Program Support     | 20,000 00 |
| 144 | Stone Barns Ctr for Food and Agnculture  | 630 Bedford Road<br>Pocantico Hills, NY 10591                        | None         | Exempt            | Operational Support | 50,000 00 |
| 145 | Tennessee State Museum                   | 505 Deadenck Street<br>Nashville, TN 37243                           | None         | Exempt            | Capital Support     | 50 000 00 |
| 146 | Tennessee Wildlife Federation Foundation | 300 Orlando Ave<br>Nashville TN 37209                                | None         | Exempt            | Operational Support | 1,000 00  |
| 147 | The Bnnton Museum                        | PO Box 460<br>Big Horn, WY 82833                                     | None         | Exempt            | Operational Support | 2,500 00  |
| 148 | The Healing Place                        | 1020 West Market Street<br>Louisville, KY 40202                      | None         | Exempt            | Operational Support | 20 000 00 |
| 149 | The Porch Wnters Collective              | 205 31st Avenue North, #106<br>Nashville, TN 37203                   | None         | Exempt            | Operational Support | 5,000 00  |
| 150 | The United States Pony Clubs, Inc        | 4041 Iron Works Parkway<br>Lexington, KY 40511                       | None         | Exempt            | Operational Support | 1,000 00  |
| 151 | Thoroughbred Aftercare Alliance Fdn      | 821 Corporate Dr<br>Lexington, KY 40503                              | None         | Exempt            | Operational Support | 1,000 00  |
| 152 | Thoroughbred Chanties of Amenca          | P O Box 910668<br>Lexington, KY 40591                                | None         | Exempt            | Operational Support | 1,000 00  |
| 153 | Thoroughbred Retirement Foundation       | P O Box 834<br>Saratoga Spnngs, NY 12866                             | None         | Exempt            | Operational Support | 1,000 00  |
| 154 | Tinkennng School                         | 360 9th Ave<br>San Francisco, CA 94118                               | None         | Exempt            | Operational Support | 10,000 00 |
| 155 | Token III Club                           | 3439 Breckenrdge Ln                                                  | None         | Exempt            | Operational Support | 20,000 00 |



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|     | Name                                      | Address                                                                               | Relationship | Foundation Status | Purpose             | Amount              |
|-----|-------------------------------------------|---------------------------------------------------------------------------------------|--------------|-------------------|---------------------|---------------------|
|     |                                           | Louisville, KY 40220                                                                  |              |                   |                     |                     |
| 156 | Trees Louisville                          | PO Box 5816<br>Louisville KY 40255                                                    | None         | Exempt            | Operational Support | 20,000 00           |
| 157 | U S Equestrian Team Foundation            | PO Box 355<br>Gladstone, NJ 07934                                                     | None         | Exempt            | Operational Support | 500 00              |
| 158 | UK Department of Forestry and Natural Res | Thomas Poe Cooper Building<br>730 Rose Street<br>Lexington, Ky 40546                  | None         | Exempt            | Operational Support | 25,000 00           |
| 159 | University of Southern California         | USC School of Dramatic Arts<br>3716 S Hope Street, Suite 100<br>Los Angeles, CA 90089 | None         | Exempt            | Operational Support | 100,000 00          |
| 160 | University School of Nashville            | 2000 Edgehill Avenue<br>Nashville, TN 37212                                           | None         | Exempt            | Endowment           | 100,000 00          |
| 161 | University School of Nashville            | 2000 Edgehill Avenue<br>Nashville, TN 37212                                           | None         | Exempt            | Operational Support | 15,000 00           |
| 162 | Urban Green Lab, Inc                      | P O Box 68348<br>Nashville, TN 37206                                                  | None         | Exempt            | Operational Support | 50,000 00           |
| 163 | Urban Green Lab, Inc                      | P O Box 68348<br>Nashville, TN 37206                                                  | None         | Exempt            | Program Support     | 15,000 00           |
| 164 | USEA Foundation                           | 525 Old Waterford Rd NW<br>Leesburg, VA 20176                                         | None         | Exempt            | Operational Support | 500 00              |
| 165 | Waterfront Botanical Gardens              | PO Box 5056<br>Louisville, KY 40255                                                   | None         | Exempt            | Operational Support | 10,000 00           |
| 166 | Waterfront Development Corporation        | 129 East River Road<br>Louisville, KY 40202                                           | None         | Exempt            | Operational Support | 10,000 00           |
| 167 | West End School, Inc                      | 3628 Virginia Ave<br>Louisville, KY 40203                                             | None         | Exempt            | Operational Support | 1 000 00            |
| 168 | White Oak Initiative                      | C/O American Forest Foundation for<br>2000 M St NW Suite 550<br>Washington, DC 20036  | None         | Exempt            | Operational Support | 20,000 00           |
| 169 | Wyoming Wildlife Federation               | PO Box 1312<br>Lander, WY 82520                                                       | None         | Exempt            | Operational Support | 5,000 00            |
| 170 | Yew Dell Gardens                          | P O Box 1334<br>Crestwood, KY 40014                                                   | None         | Exempt            | Operational Support | 500 00              |
|     |                                           |                                                                                       |              |                   |                     | <u>3,962,386 00</u> |