

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name BROWN-FORMAN CORPORATION		2 Issuer's employer identification number (EIN) 61-0143150	
3 Name of contact for additional information JAY KOVAL	4 Telephone No. of contact 502-585-1100	5 Email address of contact INVESTOR_RELATIONS@B-F.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 850 DIXIE HIGHWAY		7 City, town, or post office, state, and Zip code of contact LOUISVILLE, KY 40210	
8 Date of action AUGUST 3, 2012		9 Classification and description CLASS A AND CLASS B COMMON STOCK	
10 CUSIP number CLASS A: 115637100 CLASS B: 115637209	11 Serial number(s)	12 Ticker symbol NYSE: BFA, BFB	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶
 ON JULY 26, 2012, A 3-FOR-2 STOCK SPLIT WAS ANNOUNCED FOR HOLDERS OF CLASS A AND CLASS B SHARES OF COMMON STOCK TO BE PAID IN THE FORM OF A STOCK DIVIDEND. EACH HOLDER OF THE COMPANY'S COMMON STOCK AT THE CLOSE OF BUSINESS ON AUGUST 3, 2012 RECEIVED ONE ADDITIONAL SHARE FOR EVERY TWO SHARES OF STOCK HELD FOR EACH RESPECTIVE CLASS OF STOCK. THE STOCK DIVIDEND WAS PAID ON AUGUST 10, 2012.

FOR SHAREHOLDERS NOT ENROLLED IN THE DIVIDEND REINVESTMENT PROGRAM, THE COMPANY'S CLASS B COMMON STOCK FUND (ESOP) WITHIN THE 401(K) PLAN, OR THE EMPLOYEE STOCK PURCHASE PLAN, CASH WAS PAID IN LIEU OF FRACTIONAL SHARES.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶
 IN GENERAL, THE ACTION REDUCED A SHAREHOLDER'S BASIS PER SHARE BY TWO-THIRDS (2/3), WHILE INCREASING THE SHAREHOLDER'S NUMBER OF SHARES BY THREE-HALVES (3/2). AGGREGATE BASIS REMAINS THE SAME.

FOR SHAREHOLDERS RECEIVING CASH IN LIEU OF FRACTIONAL SHARES, POST-SPLIT AGGREGATE BASIS IS REDUCED BY THE TAX BASIS ATTRIBUTABLE TO THE FRACTIONAL SHARE(S).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶
 IN GENERAL, THE CHANGE IN BASIS DESCRIBED IN ITEM 15 IS NOT BASED UPON MARKET VALUE. THE BASIS OF EACH POST-SPLIT SHARE IS TWO-THIRDS (2/3) OF THE SHAREHOLDER'S BASIS IN ITS PRE-SPLIT SHARES.

FOR SHAREHOLDERS RECEIVING CASH IN LIEU OF FRACTIONAL SHARES, POST-SPLIT AGGREGATE BASIS IS REDUCED BY THE TAX BASIS ATTRIBUTABLE TO THE FRACTIONAL SHARE(S). SHAREHOLDERS RECEIVING CASH IN LIEU OF FRACTIONAL SHARES ARE RECOMMENDED TO CONSULT WITH THEIR TAX ADVISOR FOR PROPER TAX BASIS ALLOCATION.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC SECTION 305 (a)

IRC SECTION 307 (a)

IRC SECTION 358 (a)

18 Can any resulting loss be recognized? ▶


GENERALLY, NO. SHAREHOLDERS RECEIVING CASH IN LIEU OF FRACTIONAL SHARES WILL RECOGNIZE GAIN OR LOSS BASED ON THE DIFFERENCE BETWEEN THE AMOUNT OF CASH RECEIVED AND THE SHAREHOLDER'S ADJUSTED BASIS IN THE FRACTIONAL SHARE.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

REPORTABLE IN B-F'S TAX YEAR ENDING 4/30/2013. REPORTABLE IN 2012 FOR CALENDAR YEAR SHAREHOLDERS.

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

Sign Here

Signature ▶  Date ▶ 9-13-12

Print your name ▶ JANE ADAM Title ▶ SVP & DIRECTOR TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no. ▶			

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054