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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 06/01/09 **, and ending** 05/31/10

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
The Williamson, Martin & Brooke Family Foundation

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2310 Golf Club Lane

City or town, state, and ZIP code
Nashville TN 37215

A Employer identification number
63-0983566

B Telephone number (see page 10 of the instructions)
615-385-1547

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,513,519

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify)
(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) (see page 11 of the instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	571	571		
	4	Dividends and interest from securities	28,929	28,929		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	488,799			
	b	Gross sales price for all assets on line 6a 12,988,736				
	7	Capital gain net income (from Part IV, line 2)		488,799		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	518,299	518,299	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	2,250	2,250		
	c	Other professional fees (attach schedule) Stmt 2	29,688	29,688		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	78	78		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	9,771	9,771		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	41,787	41,787		0
	25	Contributions, gifts, grants paid	1,053,620			103,620
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,095,407	41,787	0	103,620
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-577,108			
	b	**Net investment income** (if negative, enter -0-)		476,512		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	501,950	288,320	288,320
	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 (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 5	1,568,376	1,204,898	1,225,199
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,070,326	1,493,218	1,513,519
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,070,326	1,493,218	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,070,326	1,493,218	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,070,326	1,493,218	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,070,326
2	Enter amount from Part I, line 27a	2	-577,108
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,493,218
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,493,218

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached - ST	P	Various	Various
b	See Attached - LT	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,925,368		12,449,796	475,572
b	63,368		50,141	13,227
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				475,572
b				13,227
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 488,799

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 — 3 — 475,572

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	81,330	1,563,259	0.052026
2007	339,079	1,449,079	0.233996
2006	379,882	1,688,838	0.224937
2005	235,879	1,687,696	0.139764
2004	57,350	1,029,471	0.055708

2	**Total** of line 1, column (d)	2	0.706431
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.141286
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,274,102
5	Multiply line 4 by line 3	5	321,299
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,765
7	Add lines 5 and 6	7	326,064
8	Enter qualifying distributions from Part XII, line 4	8	103,620

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	9,530
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	9,530
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	9,530
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	920		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	920
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	8,610
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶ N/A

14 The books are in care of ▶ Dr. Raymond Martin, III Telephone no. ▶
2310 Golf Club Lane
Located at ▶ Nashville, TN ZIP+4 ▶ 37215

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

					Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here		▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		N/A	1c		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20					
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 page 20 of the instructions.)		N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)		N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?			4b		X

Part VII-B · Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to·			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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
Raymond S. Martin, III 2310 Golf Club Lane	Nashville TN 37215	President 0.50	0	0	0
John A. Williamson, Jr. 608 Euclid	Birmingham AL 35203	Vice Pres. 0.50	0	0	0
Linda Martin 2310 Golf Club Lane	Nashville TN 37215	Treasurer 0.50	0	0	0
Margaret Brooke 9 Club View Drive	Birmingham AL 35203	Secretary 0.50	0	0	0

2 *Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).* 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 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,591,971
b	Average of monthly cash balances		1b	716,762
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	2,308,733
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	2,308,733
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	34,631
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,274,102
6	**Minimum investment return.** Enter 5% of line 5		6	113,705

Part XI **Distributable Amount** (see page 25 of the 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	113,705
2a	Tax on investment income for 2009 from Part VI, line 5	2a 9,530		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	9,530
3	Distributable amount before adjustments Subtract line 2c from line 1		3	104,175
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	104,175
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	***Distributable amount*** *as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1*		7	104,175

Part XII **Qualifying Distributions** (see page 25 of the 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	103,620
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	103,620
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 (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,620

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					104,175
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2009					
a From 2004	7,840				
b From 2005	154,930				
c From 2006	297,516				
d From 2007	266,865				
e From 2008	3,167				
f **Total** of lines 3a through e		730,318			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 103,620					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					103,620
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		555			555
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		729,763			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		7,285			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		722,478			
10 Analysis of line 9:					
a Excess from 2005	154,930				
b Excess from 2006	297,516				
c Excess from 2007	266,865				
d Excess from 2008	3,167				
e Excess from 2009					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

See Statement 6

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Attached Schedule	N/A	Exempt Charitable	donation	103,620
Total			▶ 3a	103,620
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	571	
4 Dividends and interest from securities			14	28,929	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					488,799
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		29,500	488,799

13 **Total.** Add line 12, columns (b), (d), and (e) 13 518,299

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Raymond S. Mart — 8/9/10 — President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature THOMAS M. PRICE	Date 06/29/10	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions) P00037312
Firm's name (or yours if self-employed), address, and ZIP code: Price CPAs, PLLC 3825 Bedford Ave Ste 202 Nashville, TN 37215-2507			EIN 62-1016830 Phone no 615-385-0686

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting fees	$ 2,250	$ 2,250	$	$
Total	$ 2,250	$ 2,250	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Smith Barney - advisory fees	$ 29,688	$ 29,688	$	$
Total	$ 29,688	$ 29,688	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Tax Withheld	$ 78	$ 78	$	$
Total	$ 78	$ 78	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Meeting expenses	9,771	9,771		
Total	$ 9,771	$ 9,771	$ 0	$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Smith Barney	$ 1,568,376	$ 1,204,898	Cost	$ 1,225,199
Total	$ 1,568,376	$ 1,204,898		$ 1,225,199

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
Every manager of the foundation has contributed more than 2% and $5,000 of the total contributions received by the foundation during at least one tax year.	$
Total	$ 0

The Williamson, Martin & Brooke Family Foundation **EIN: 63-0983566**

Part XV - Supplementary Information

Item #3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Date	Recipient		Amount
6/10/2009	Christ Presbyterian Church	$	10,000
6/11/2009	Life Song for Orphans	$	1,000
6/10/2009	Life Song for Orphans	$	200
6/15/2009	Johns Hopkins	$	200
6/9/2009	IJM	$	100
6/11/2009	VUMC / CRS	$	1,000
6/30/2009	MDI	$	100
7/2/2009	Vanderbilt University	$	250
8/4/2009	RUF	$	5,000
8/4/2009	Boys & Girls Club - Mid TN	$	5,000
8/12/2009	World Sports	$	15,000
8/12/2009	World Sports	$	15,000
8/12/2009	YWCA	$	10,000
8/4/2009	Boys & Girls Club - Birmingham, AL	$	10,000
8/6/2009	Next Door Ministry	$	5,000
9/2/2009	Belhaven College	$	500
9/28/2009	Youth With A Mission	$	1,970
10/6/2009	Salama Ministry	$	5,000
1/25/2010	Johns Hopkins	$	200
2/24/2010	MBA	$	5,000
2/23/2010	MBA Annual Fund	$	50
2/26/2010	Touchstone Youth Resource	$	100
2/23/2010	Operation Andrew	$	100
2/22/2010	Harpeth Hall Annual Fund	$	100
2/25/2010	Kenyon Parents' Fund	$	50
2/24/2010	IJM	$	50
2/22/2010	RVF	$	100
2/24/2010	Siloam	$	100
2/24/2010	MDI	$	1,000
2/22/2010	Interface Minsitries	$	100
2/23/2010	Refuge Hope	$	250
3/8/2010	Sports Servants	$	100
3/5/2010	St. Thomas Health Services	$	1,000
5/19/2010	Christ Presbyterian Church	$	10,000
	Total	$	103,620

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
06/30/09	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 06/01/09-06/30/09 30 DAYS AVERAGE YIELD .23 %.	$ 90.66		$ 90.66
Total earnings from money fund			**$ 90.66**	**$ 0.00**	**$ 90.66**

GAIN/LOSS DETAILS

Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. Absent specific instructions from you, trades are allocated using the FIFO (first-in/first-out) method. Day traders should therefore not rely on this section for day trading results. Your reinvestment activity has been summarized. Single lines have been designated to distinguish Short-term (ST) or Long-term (LT) information. Detailed information will be available at year-end in your 1099 Year-end summary.

Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
ANADARKO PETROLEUM CORP	05/18/09	06/16/09 Sold	400	$ 43.59	$ 48 602	$ 17,436 00	$ 19,440.50	$ 2,004.50	ST
ANADARKO PETROLEUM CORP	05/18/09	06/23/09 Sold	800	43.59	42.951	34,872 00	34,360.31	(511.69)	ST
	05/19/09	06/23/09 Sold	400	44.66	42.951	17,864.00	17,180.16	(683.84)	ST
	Total		**1,600**			**$ 70,172.00**	**$ 70,980 97**	**$ 808 97**	
BARCLAYS BK PLC IPATH DOW JONES UBS GRAINS SUB INDX TOT RTN	05/20/09	06/23/09 Sold	1,000	$ 44.00	$ 41.83	$ 44,000.00	$ 41,828.92	($ 2,171.08)	ST
	05/21/09	06/23/09 Sold	400	44.145	41 83	17,658.00	16,731.57	(926.43)	ST
	06/05/09	06/23/09 Sold	400	46 161	41.83	18,464 60	16,731.57	(1,733.03)	ST
	Total		**1,800**			**$ 80,122.60**	**$ 75,292.06**	**($ 4,830.54)**	
CVS CAREMARK CORP VERSUS PURCHASE(S)	06/26/09	06/29/09 Sold	2,300	$ 31.249	$ 32 092	$ 71,872 70	$ 73,809.70	$ 1,937.00	ST
CISCO SYS INC CGMI AND/OR ITS AFFILIATES	06/04/09	06/16/09 Sold	3,500	19.618	19 232	68,663.00	67,310.27	(1,352.73)	ST
	06/09/09	06/16/09 Sold	500	19.94	19.232	9,970.00	9,615.75	(354.25)	ST
	Total		**4,000**			**$ 78,633 00**	**$ 76,926 02**	**($ 1,706 98)**	
CONAGRA FOODS INC VS HIGHEST COST	12/18/08	06/05/09 Sold	500	$ 16.46	$ 19 672	$ 8,230.00	$ 9,835 99	$ 1,605.99	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CONAGRA FOODS INC	12/18/08	06/15/09 Sold	1,600	$ 16.46	$ 18.59	$ 26,336.00	$ 29,743.23	$ 3,407.23	ST
	12/30/08	06/15/09 Sold	400	16 138	18.59	6,455 40	7,435 81	980.41	ST
	02/17/09	06/15/09 Sold	500	16 019	18 59	8,009 50	9,294 76	1,285.26	ST
	03/25/09	06/15/09 Sold	1,000	15.509	18.59	15,509.50	18,589 52	3,080 02	ST
	Total		**4,000**			**$ 64,540 40**	**$ 74,899 31**	**$ 10,358 91**	
GOLDMAN SACHS GROUP INC VERSUS PURCHASE(S) TRADE AS OF 06/01/09	04/14/09	06/01/09 Sold	100	$ 120.405	$ 145.152	$ 12,040 56	$ 14,514 82	$ 2,474 26	ST
CALL GPY JUL 09 @ 150 00 GOLDMAN SACHS GROUP INC 100 SHS EXP 07/18/2009	06/10/09	06/29/09 Bot close	-5	4.27	7.20	2,135 00	3,599.90	1,464 90	ST
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	06/12/09	06/16/09 Sold	160	423.93	419.26	67,828.80	67,079 87	(748.93)	ST
	06/15/09	06/16/09 Sold	10	415.21	419.26	4,152 10	4,192.49	40.39	ST
	Total		**170**			**$ 71,980 90**	**$ 71,272.36**	**($ 708 54)**	
HEWLETT PACKARD CO	05/20/09	06/04/09 Sold	1,600	$ 34 879	$ 35.972	$ 55,807.36	$ 57,553.72	$ 1,746.36	ST
HOME DEPOT INC	05/13/09	06/10/09 Sold	2,400	24.92	24.652	59,808.00	59,163 27	(644 73)	ST
ISHARES COMEX GOLD TRUST VERSUS PURCHASE(S)	05/12/09	06/03/09 Sold	200	90.47	95.87	18,094.00	19,173.50	1,079 50	ST
ISHARES COMEX GOLD TRUST	05/07/09	06/15/09 Sold	1,000	90.158	91.193	90,158.00	91,191 35	1,033.35	ST
	Total		**1,200**			**$ 108,252 00**	**$ 110,364.85**	**$ 2,112 85**	
ISHARES MSCI AUSTRALIA INDEX FUND	06/04/09	06/23/09 Sold	1,000	$ 16.878	$ 15.73	$ 16,878.30	$ 15,729 89	($ 1,148.41)	ST
ISHARES MSCI AUSTRALIA INDEX FUND	06/04/09	06/29/09 Sold	4,000	16.878	16.912	67,513.20	67,646.26	133 06	ST
	Total		**5,000**			**$ 84,391 50**	**$ 83,376.15**	**($ 1,015 35)**	

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
ISHARES MSCI BRAZIL INDEX FUND FIGURED TO S/D 06-04-09 TRADE AS OF 06/01/09	04/03/09	06/01/09 Sold	1,200	$ 42.209	$ 57.81	$ 50,651.40	$ 69,370.58	$ 18,719.18	ST
	04/08/09	06/01/09 Sold	200	42.61	57.81	8,522.00	11,561 76	3,039 76	ST
	04/13/09	06/01/09 Sold	200	44.21	57.81	8,842.00	11,561 76	2,719.76	ST
	Total		**1,600**			**$ 68,015 40**	**$ 92,494.10**	**$ 24,478.70**	
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	06/05/09	06/23/09 Sold	1,000	$ 99.95	$ 100.892	$ 99,950.00	$ 100,889.40	$ 939.40	ST
ISHARES TRFTSE XINHUA HK CHINA 25 INDEX	05/28/09	06/09/09 Sold	2,200	35.999	37.952	79,197.80	83,492.25	4,294.45	ST
ISHARES TR MSCI EAFE INDEX FD	05/05/09	06/16/09 Sold	1,800	43 822	46.70	78,879.60	84,059.09	5,179.49	ST
	06/04/09	06/16/09 Sold	200	47 888	46.70	9,577.60	9,339 90	(237 70)	ST
	06/05/09	06/16/09 Sold	400	47 673	46.70	19,069.56	18,679.80	(389.76)	ST
	Total		**2,400**			**$ 107,526.76**	**$ 112,078 79**	**$ 4,552.03**	
ISHARES NASDAQ BIOTECHNOLOGY INDEX FD	06/11/09	06/17/09 Sold	1,000	$ 69 60	$ 70.154	$ 69,600.00	$ 70,152.19	$ 552 19	ST
MARATHON OIL CORP VS HIGHEST COST FIGURED TO S/D 06-04-09 TRADE AS OF 06/01/09	04/02/09	06/01/09 Sold	200	28 24	33.001	5,648.00	6,600.03	952.03	ST
	04/27/09	06/01/09 Sold	200	30 016	33 001	6,003.20	6,600.03	596.83	ST
MARATHON OIL CORP	04/02/09	06/03/09 Sold	2,000	28.24	30.752	56,480.00	61,502.61	5,022.61	ST
	Total		**2,400**			**$ 68,131.20**	**$ 74,702 67**	**$ 6,571.47**	
NEWFIELD EXPLORATION COMPANY	06/25/09	06/29/09 Sold	2,000	$ 30 598	$ 32.477	$ 61,197.00	$ 64,952.33	$ 3,755.33	ST
OCCIDENTAL PETROLEUM CORP-DEL	06/10/09	06/24/09 Sold	1,000	69.97	64.201	69,970.00	64,200.05	(5,769.95)	ST
	06/15/09	06/24/09 Sold	100	66.475	64.201	6,647.55	6,420.00	(227 55)	ST
	06/23/09	06/24/09 Sold	1,000	62 618	64.201	62,618.00	64,200.05	1,582.05	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
OCCIDENTAL PETROLEUM CORP-DEL	06/24/09	06/26/09 Sold	700	$ 64.416	$ 64 63	$ 45,091.20	$ 45,239.97	$ 148.77	ST
	Total		**2,800**			**$ 184,326 75**	**$ 180,060 07**	**($ 4,266 68)**	
CALL OXY JUL 09 @ 65.00 OCCIDENTAL PETROLEUM CORP-DEL 100 SHS EXP 07/18/2009	06/24/09	06/26/09 Bot close	-7	$ 2.15	$ 2.28	$ 1,505 00	$ 1,595.96	$ 90.96	ST
CALL OXY JUL 09 @ 65.00 OCCIDENTAL PETROLEUM CORP-DEL 100 SHS EXP 07/18/2009	06/24/09	06/29/09 Bot close	-14	2.20	2.28	3,080 00	3,191.91	111.91	ST
	Total		**-21**			**$ 4,585 00**	**$ 4,787.87**	**$ 202 87**	
PROSHARES ULTRASHORT LEHMAN 20+ YEAR TREASURY VS HIGHEST COST TRADE AS OF 06/01/09	02/10/09	06/01/09 Sold	500	$ 47 059	$ 54.812	$ 23,529.65	$ 27,405 29	$ 3,875 64	ST
PROSHARES ULTRASHORT LEHMAN 20+ YEAR TREASURY	02/10/09	06/25/09 Sold	900	47.059	52.274	42,353.37	47,045 39	4,692.02	ST
	02/11/09	06/25/09 Sold	200	44.95	52 274	8,990 00	10,454.53	1,464.53	ST
	03/23/09	06/25/09 Sold	400	45.22	52 274	18,088.00	20,909 06	2,821 06	ST
	03/25/09	06/25/09 Sold	500	45.499	52 274	22,749 65	26,136.33	3,386.68	ST
	Total		**2,500**			**$ 115,710.67**	**$ 131,950 60**	**$ 16,239.93**	
PROSHARES ULTRASHORT DOW30	06/16/09	06/26/09 Sold	1,700	$ 46.846	$ 48.108	$ 79,639.05	$ 81,781.66	$ 2,142.61	ST
SPDR GOLD TR GOLD SHS VS HIGHEST COST	06/04/09	06/23/09 Sold	200	96.128	90.802	19,225.60	18,159 93	(1,065.67)	ST
SAP AKLENGESELLSCHAFT SPONS ADR-USD	05/01/09	06/10/09 Sold	1,600	37.40	42 41	59,840.00	67,854.25	8,014.25	ST
	05/11/09	06/10/09 Sold	200	39.70	42.41	7,940 00	8,481.78	541.78	ST
	Total		**1,800**			**$ 67,780 00**	**$ 76,336 03**	**$ 8,556 03**	
UNITED TECHNOLOGIES CORP	05/28/09	06/09/09 Sold	300	$ 52 10	$ 55 882	$ 15,630.00	$ 16,764 31	$ 1,134.31	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
UNITED TECHNOLOGIES CORP	05/28/09	06/16/09 Sold	1,100	$ 52 10	$ 54 961	$ 57,310.00	$ 60,456.09	$ 3,146.09	ST
	06/15/09	06/16/09 Sold	100	54.788	54 961	5,478 80	5,496.01	17.21	ST
	Total		**1,500**			**$ 78,418 80**	**$ 82,716.41**	**$ 4,297.61**	
YUM BRANDS INC	05/01/09	06/23/09 Sold	2,000	$ 33.038	$ 32 837	$ 66,076.00	$ 65,672.31	($ 403.69)	ST
Total Short Term this period								**$ 82,843 69**	
Total realized gain or (loss) - this period						**$ 1,929,136.05**	**$ 2,011,979.74**	**$ 82,843 69**	
Total Long Term - year-to-date								**($ 1,322.56)**	
Total Short Term - year-to-date								**$ 80,339 45**	
Total realized gain or (loss) - year-to-date						**$ 7,452,544.93**	**$ 7,531,561.82**	**$ 79,016.89**	

We have available at no cost, brochures describing our investment advisory services and those of any other investment advisors managing your account. If you would like copies, please ask your Financial Advisor or Portfolio Manager.

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Certain securities listed above have been designated by you and your portfolio manager as not subject to the terms of the Investment Agreement governing this Account ("Securities Not Managed"). Accordingly, your portfolio manager will neither exercise his or her discretion over your Account to sell the Securities Not Managed, nor recommend this course of action to you. As a result, unlike the managed securities in your account, you are responsible for initiating discussions and activity relating to the Securities Not Managed. In addition, the Securities Not Managed have been excluded for the purposes of fee calculation and reporting of account performance (Monitors), but are included in the "Total Net Value" of your portfolio.

In accordance with securities regulations, Morgan Stanley Smith Barney may not make any recommendations concerning common stocks, warrants, and convertible securities issued by Citigroup Inc. or Morgan Stanley & Co. Incorporated, or any of their subsidiaries and certain other companies that have a controlling interest in Morgan Stanley Smith Barney. Thus, Morgan Stanley Smith Barney as your portfolio manager may neither exercise discretion over your account to sell these securities, nor recommend this course of action to you. As a result, unlike the other positions in your account, you are responsible for initiating discussions and activity relating to these securities. These securities are included in investment performance unless you instruct your Morgan Stanley Smith Barney portfolio manager not to include them.

WILLIAMSON, MARTIN & BROOKE ***Account number 588-10652-12 493***

Independent, third-party research on certain companies covered by Citi Investment Research & Analysis is available to clients at no cost Clients can access this research at www.smithbarney com or call 1-866-836-9542 to request that a copy of this research be sent to them.

Message: *Your Investment Monitor, for your managed account, is normally available within 30 days of the end of each quarter. This monitor includes a description of your portfolio performance, an asset allocation summary, and other details concerning your investments For further information on this monitor, please contact your Financial Advisor.*

Information regarding commissions and charges will be made available to you promptly upon request Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-615-7933 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention: Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Copies of this statement have also been sent to:
JOHN WILLIAMSON, JR.
NORTHWESTERN MUTUAL
THOMAS M PRICE

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
BANK OF AMERICA CORP	05/18/09	07/09/09 Sold	4,000	$ 11.84	$ 12 12	$ 47,360.00	$ 48,478.75	$ 1,118.75	ST
	05/19/09	07/09/09 Sold	1,000	11.99	12.12	11,990 00	12,119.69	129 69	ST
	06/01/09	07/09/09 Sold	1,000	11.649	12.12	11,649.70	12,119.69	469 99	ST
	Total		**6,000**			**$ 70,999.70**	**$ 72,718 13**	**$ 1,718.43**	
CALL GPY AUG 09 @ 155 00 GOLDMAN SACHS GROUP INC 100 SHS EXP 08/22/2009	07/14/09	07/31/09 Bot close	-5	$ 9.75	$ 5.00	$ 4,875.00	$ 2,499 93	($ 2,375 07)	ST
H J HEINZ CO	04/06/09	07/01/09 Sold	1,400	34.30	37 012	48,020.00	51,816 16	3,796.16	ST
	05/06/09	07/01/09 Sold	400	35 275	37 012	14,110 20	14 804 62	694 42	ST
	05/11/09	07/01/09 Sold	200	35.115	37.012	7,023 10	7,402.31	379.21	ST
	Total		**2,000**			**$ 69,153 30**	**$ 74,023 09**	**$ 4,869 79**	
CALL IBM AUG 09 @ 115.00 INTL BUSINESS MACHINES CORP 100 SHS EXP 08/22/2009	07/21/09	07/31/09 Bot close	-8	$ 4.00	$ 3 10	$ 3,200 00	$ 2,479.93	($ 720.07)	ST
OCCIDENTAL PETROLEUM CORP-DEL	06/24/09	07/07/09 Sold	300	64 416	60 912	19,324.80	18,273 28	(1,051.52)	ST
OCCIDENTAL PETROLEUM CORP-DEL	06/24/09	07/08/09 Sold	1,100	64.416	59.98	70,857.60	65,976.30	(4,881.30)	ST
	Total		**1,400**			**$ 90,182.40**	**$ 84,249.58**	**($ 5,932.82)**	
PROSHARES ULTRASHORT DOW30	07/08/09	07/10/09 Sold	1,200	$ 51.05	$ 52.033	$ 61,260.00	$ 62,438.95	$ 1,178 95	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
PROSHARES ULTRASHORT S&P500	06/23/09	07/15/09 Sold	1,100	$ 59.216	$ 55.09	$ 65,138 15	$ 60,597.44	($ 4,540 71)	ST
	07/07/09	07/15/09 Sold	300	58 418	55 09	17,525 40	16,526 57	(998 83)	ST
	07/08/09	07/15/09 Sold	1,200	59 51	55.09	71,412.00	66,106.30	(5,305 70)	ST
	Total		**2,600**			**$ 154,075 55**	**$ 143,230 31**	**($ 10,845 24)**	
SPDR GOLD TR GOLD SHS VS HIGHEST COST	06/01/09	07/21/09 Sold	100	$ 96.037	$ 93 172	$ 9,603.75	$ 9,317.01	($ 286.74)	ST
	06/04/09	07/21/09 Sold	100	96 128	93 172	9,612.80	9,317.01	(295.79)	ST
	Total		**200**			**$ 19,216 55**	**$ 18,634 02**	**($ 582.53)**	
VERIZON COMMUNICATIONS VERSUS PURCHASE(S)	06/17/09	07/07/09 Sold	400	$ 29 888	$ 30 05	$ 11,955.20	$ 12,019.69	$ 64 49	ST
Total Short Term this period								**($ 12,624.07)**	
Total realized gain or (loss) - this period						**$ 484,917.70**	**$ 472,293.63**	**($ 12,624 07)**	
Total Long Term - year-to-date								**($ 1,322.56)**	
Total Short Term - year-to-date								**$ 67,715 38**	
Total realized gain or (loss) - year-to-date						**$ 7,937,462.63**	**$ 8,003,855.45**	**$ 66,392.82**	

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Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
08/31/09	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 08/03/09-08/31/09 29 DAYS AVERAGE YIELD .01 %	$ 2.57		$ 2 57
Total earnings from money fund			**$ 2 57**	**$ 0 00**	**$ 2.57**

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
XL CAPITAL LTD CLASS A	08/06/09	08/18/09 Sold	3,000	$ 14 78	$ 14 72	$ 44,340 00	$ 44,158 86	($ 181.14)	ST
	08/17/09	08/18/09 Sold	500	14 348	14.72	7,174 00	7,359 81	185 81	ST
	Total		**3,500**			**$ 51,514 00**	**$ 51,518 67**	**$ 4 67**	
CALL RIG SEP 09 @ 80.00 TRANSOCEAN LTD SWITZERLAND 100 SHS EXP 09/19/2009	08/25/09	08/27/09 Bot close	-10	$ 85	$ 1 71	$ 850 00	$ 1,709 95	$ 859.95	ST
BMP SUNSTONE CORP FULL PRICE IS 4.00605600	07/20/09	08/12/09 Sold	1,100	4 94	4 006	5,434 00	4,406 55	(1,027 45)	ST
	07/21/09	08/12/09 Sold	2,900	4 941	4 006	14,331 76	11,617.25	(2,714 51)	ST
	Total		**4,000**			**$ 19,765 76**	**$ 16,023 80**	**($ 3,741.96)**	
BANK OF AMERICA CORP	07/31/09	08/12/09 Sold	4,000	$ 14 10	$ 15 67	$ 56,400 00	$ 62,680 38	$ 6,280 38	ST
	08/04/09	08/12/09 Sold	600	15.18	15 67	9,108 00	9,402 06	294.06	ST
	Total		**4,600**			**$ 65,508 00**	**$ 72,082.44**	**$ 6,574 44**	
IPATH MSCI INDIA ETN	07/31/09	08/11/09 Sold	1,200	$ 53 449	$ 50.594	$ 64,139 88	$ 60,712.19	($ 3,427 69)	ST

Money fund activity

Opening money fund balance **$ 475,203 79**

All transactions are traded at $1 00 per share.

Date	Activity	Description	Amount
08/03/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-6,972 00
08/04/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-20,000.00
08/05/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-120,539 88
08/07/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	98,773 73
08/10/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	19,196.24
08/11/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-155,300.29
08/12/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-40,000 00
08/17/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	73,226 36
08/18/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	90,346 18
08/18/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-113,276 32
08/19/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-73,550 45
08/21/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	16,556.77
08/24/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	33,122 83
08/25/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	100,150 92
08/25/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-70,560.00
08/27/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	84,514 35
08/31/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	121,879 60
08/31/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-111,986.50
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	2.57
		Closing balance	**$ 400,787 90**
		Total money fund transfers	**$ 0.00**

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account.*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
08/03/09	CVS CAREMARK CORP	CASH DIV ON 2400.0000 SHS X/D 07/21/09	$ 183 00		$ 183 00
08/03/09	VERIZON COMMUNICATIONS	CASH DIV ON 2000 0000 SHS X/D 07/08/09	920 00		920 00
Total qualified dividends earned			**$ 1,103 00**	**$ 0.00**	**$ 1,103.00**

WILLIAMSON, MARTIN & BROOKE — ***Account number 588-10652-12 493***

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CALL CHK SEP 09 @ 25.00 CHESAPEAKE ENERGY CORP 100 SHS EXP 09/19/2009	08/14/09	08/27/09 Bot close	-32	$ .25	$ .70	$ 800.00	$ 2,239 94	$ 1,439.94	ST
DIAMONDS TRUST SER 1	07/21/09	08/03/09 Sold	1,000	89 078	92.542	89,078 00	92,539.62	3,461 62	ST
H J HEINZ CO	07/22/09	08/17/09 Sold	1,700	37.33	37 61	63,461.00	63,935.86	474.86	ST
	08/06/09	08/17/09 Sold	300	38.16	37.61	11,448.00	11,282.80	(165.20)	ST
	Total		**2,000**			**$ 74,909 00**	**$ 75,218.66**	**$ 309 66**	
HOME DEPOT INC VERSUS PURCHASE(S)	08/06/09	08/11/09 Sold	400	$ 26.46	$ 27.03	$ 10,584 00	$ 10,811.72	$ 227.72	ST
HOME DEPOT INC	07/01/09	08/17/09 Sold	3,000	23.799	26.41	71,399.70	79,229.16	7,829.46	ST
	Total		**3,400**			**$ 81,983 70**	**$ 90,040.88**	**$ 8,057.18**	
INTEL CORP CGMI AND/OR ITS AFFILIATES	07/13/09	08/21/09 Sold	3,600	$ 16.458	$ 18.762	$ 59,248.80	$ 67,541 46	$ 8,292.66	ST
	07/16/09	08/21/09 Sold	600	17.98	18.762	10,788.00	11,256.91	468.91	ST
	Total		**4,200**			**$ 70,036 80**	**$ 78,798.37**	**$ 8,761.57**	
INTL BUSINESS MACHINES CORP	12/30/08	08/11/09 Sold	75	$ 83 074	$ 118.12	$ 6,230.55	$ 8,858.77	$ 2,628.22	ST
ISHARES TR MSCI EAFE INDEX FD	08/06/09	08/31/09 Sold	1,700	51.42	52.48	87,414.00	89,213.71	1,799.71	ST
	08/13/09	08/31/09 Sold	300	51.53	52.48	15,459.00	15,743.59	284.59	ST
	Total		**2,000**			**$ 102,873.00**	**$ 104,957.30**	**$ 2,084.30**	
ISHARES TR RUSSELL 2000 VALUE INDEX FUND	08/11/09	08/25/09 Sold	1,800	$ 53.93	$ 55.214	$ 97,074 00	$ 99,383 36	$ 2,309.36	ST
ISHARES RUSSELL 2000 INDEX FD	08/13/09	08/25/09 Sold	1,700	57 539	58.42	97,817.32	99,311.44	1,494.12	ST
MICROSOFT CORP CGMI AND/OR ITS AFFILIATES	06/17/09	08/31/09 Sold	600	23.408	24 80	14,044.80	14,879.61	834.81	ST
PEPSI BOTTLING GROUP INC	07/13/09	08/04/09 Sold	1,600	32.858	36.00	52,573.60	57,598.51	5,024 91	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
PEPSICO INC VERSUS PURCHASE(S)	06/24/09	08/03/09 Sold	200	$ 53 45	$ 56.172	$ 10,690 00	$ 11,234 11	$ 544.11	ST
PEPSICO INC	06/17/09	08/04/09 Sold	1,400	53 218	59 152	74,505 90	82,811 65	8,305 75	ST
	Total		**1,600**			**$ 85,195 90**	**$ 94,045 76**	**$ 8,849 86**	
UTS SPDR TRUST SER 1	07/16/09	08/19/09 Sold	1,000	$ 93 978	$ 100 153	$ 93,978 00	$ 100,150 92	$ 6,172 92	ST
SPDR GOLD TR GOLD SHS VS HIGHEST COST	05/26/09	08/11/09 Sold	100	93 629	92 70	9,362 97	9,269 76	(93 21)	ST
	06/01/09	08/11/09 Sold	100	96 037	92 70	9,603 75	9,269 76	(333 99)	ST
	Total		**200**			**$ 18,966 72**	**$ 18,539 52**	**($ 427 20)**	
STATE STREET CORP VERSUS PURCHASE(S)	07/16/09	08/06/09 Sold	200	$ 47 43	$ 54 91	$ 9,486 00	$ 10.981 71	$ 1,495 71	ST
YUM BRANDS INC	07/17/09	08/11/09 Sold	2,000	33 57	35 69	67,140 00	71,378 16	4,238.16	ST
Total Short Term this period								**$ 57,004 55**	
Total realized gain or (loss) - this period						**$ 1,163,965 03**	**$ 1,220,969 58**	**$ 57,004 55**	
Total Long Term - year-to-date								**($ 1,322 56)**	
Total Short Term - year-to-date								**$ 124,719 93**	
Total realized gain or (loss) - year-to-date						**$ 9,101,427.66**	**$ 9,224,825.03**	**$ 123,397 37**	

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
TRANSOCEAN LTD SWITZERLAND NEW	05/11/09	09/16/09 Sold	100	$ 73.413	$ 83.878	$ 7,341.32	$ 8,387.58	$ 1,046.26	ST
VS HIGHEST COST	08/17/09	09/16/09 Sold	100	72.605	83.878	7,260.55	8,387.58	1,127.03	ST
	Total		**200**			**$ 14,601 87**	**$ 16,775 16**	**$ 2,173 29**	
AETNA INC NEW	09/22/09	09/29/09 Sold	1,600	$ 31 06	$ 28.061	$ 49,696 00	$ 44,897.24	($ 4,798 76)	ST
ALTRIA GROUP INC	08/20/09	09/09/09 Sold	4,000	17.64	18.595	70,560.00	74,380.48	3,820 48	ST
ANADARKO PETROLEUM CORP VS HIGHEST COST	08/17/09	09/10/09 Sold	200	49.72	58.252	9,944.00	11,650.10	1,706 10	ST
ANADARKO PETROLEUM CORP VS HIGHEST COST	07/20/09	09/16/09 Sold	200	47.12	62.922	9,424 00	12,584.17	3,160.17	ST
	08/17/09	09/16/09 Sold	100	49 72	62 922	4,972 00	6,292.09	1,320.09	ST
ANADARKO PETROLEUM CORP	07/20/09	09/29/09 Sold	1,200	47.12	62.982	56,544.00	75,576.57	19,032.57	ST
	Total		**1,700**			**$ 80,884 00**	**$ 106,102.93**	**$ 25,218 93**	
CALL AZW SEP 09 @ 55.00 ANADARKO PETROLEUM CORP 100 SHS EXP 09/19/2009	08/25/09	09/09/09 Bot close	-17	$ 2.10	$ 1.70	$ 3,570.00	$ 2,889 92	($ 680.08)	ST
BP PLC SPONS ADR VS-HIGHEST COST	09/10/09	09/16/09 Sold	1,150	54.857	54.04	63,086.12	62,144.52	(941.60)	ST
BP PLC SPONS ADR VS HIGHEST COST	09/10/09	09/29/09 Sold	250	54.857	53.512	13,714.38	13,377.78	(336 60)	ST
	Total		**1,400**			**$ 76,800 50**	**$ 75,522.30**	**($ 1,278 20)**	
CALL QZK NOV 09 @ 38.00 CVS CAREMARK CORP 100 SHS EXP 11/21/2009	09/17/09	09/22/09 Bot close	-20	$ 80	$ 1.10	$ 1,600.00	$ 2,199.94	$ 599.94	ST

EARNINGS DETAILS

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Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
09/01/09	INTEL CORP	CASH DIV ON 4200 0000 SHS X/D 08/05/09	$ 588 00		$ 588 00
09/10/09	INTL BUSINESS MACHINES CORP	CASH DIV ON 800 0000 SHS X/D 08/06/09	440 00		440 00
09/10/09	MICROSOFT CORP	CASH DIV ON 3400 0000 SHS X/D 08/18/09	442 00		442 00
09/10/09	UNITED TECHNOLOGIES CORP	CASH DIV ON 1500 0000 SHS X/D 08/19/09	577.50		577 50
09/23/09	ANADARKO PETROLEUM CORP	CASH DIV ON 1700.0000 SHS X/D 09/04/09	153 00		153 00
09/24/09	GOLDMAN SACHS GROUP INC	CASH DIV ON 600.0000 SHS X/D 08/21/09	210 00		210 00
Total qualified dividends earned			**$ 2,410.50**	**$ 0.00**	**$ 2,410.50**

Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
09/08/09	ISHARES IBOXX $ INVESTOP INVESTMENT GRADE CORP FD FD	CASH DIV ON 900.0000 SHS X/D 09/01/09	$ 444.78		$ 444.78
Total other dividends earned			**$ 444 78**	**$ 0.00**	**$ 444.78**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
09/30/09	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 09/01/09-09/30/09 30 DAYS AVERAGE YIELD 02 %	$ 8 41		$ 8 41
Total earnings from money fund			**$ 8.41**	**$ 0.00**	**$ 8.41**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CALPINE CORP NEW	09/24/09	09/28/09 Sold	5,000	$ 11.367	$ 11.62	$ 56,838.50	$ 58,099 00	$ 1,260 50	ST
CHESAPEAKE ENERGY CORP	08/14/09	09/15/09 Sold	3,200	23 509	28.05	75,230 40	89,758.97	14,528.57	ST
	08/18/09	09/15/09 Sold	400	22 649	28.05	9,059 84	11,219.87	2,160.03	ST
	08/26/09	09/15/09 Sold	400	22 91	28.05	9,164 00	11,219.87	2,055.87	ST
	Total		**4,000**			**$ 93,454.24**	**$ 112,198.71**	**$ 18,744 47**	
CURRENCYSHARES EURO TRUST	09/08/09	09/21/09 Sold	600	$ 144.73	$ 146.64	$ 86,838.00	$ 87,981 74	$ 1,143.74	ST
	09/09/09	09/21/09 Sold	100	145.60	146.64	14,560.00	14,663.62	103.62	ST
	Total		**700**			**$ 101,398 00**	**$ 102,645 36**	**$ 1,247.36**	
GENERAL ELECTRIC CO	08/26/09	09/14/09 Sold	6,000	$ 14.10	$ 15 181	$ 84,600 00	$ 91,087.85	$ 6,487.85	ST
CALL GEW SEP 09 @ 15.00 GENERAL ELECTRIC CO 100 SHS EXP 09/19/2009	09/09/09	09/14/09 Bot close	-60	.38	.31	2,280.00	1,859.95	(420.05)	ST
GOLDMAN SACHS GROUP INC	04/14/09	09/10/09 Sold	400	120.405	173.98	48,162 24	69,590 21	21,427.97	ST
	04/29/09	09/10/09 Sold	100	124.124	173.98	12,412.40	17,397.55	4,985.15	ST
	08/17/09	09/10/09 Sold	100	158.269	173.98	15,826.90	17,397.55	1,570.65	ST
	Total		**600**			**$ 76,401 54**	**$ 104,385.31**	**$ 27,983.77**	
CALL GPY OCT 09 @ 160.00 GOLDMAN SACHS GROUP INC 100 SHS EXP 10/17/2009	08/19/09	09/10/09 Bot close	-6	$ 17.26	$ 9.40	$ 10,356.00	$ 5,639 85	($ 4,716.15)	ST
GOOGLE INC CLASS A VERSUS PURCHASE(S) CGMI AND/OR ITS AFFILIATES	07/17/09	09/29/09 Sold	20	433.37	495 50	8,667 40	9,909 74	1,242.34	ST

WILLIAMSON, MARTIN & BROOKE — ***Account number 588-10652-12 493***

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CALL GOP SEP 09 @ 480.00 GOOGLE INC 100 SHS EXP 09/19/2009	08/25/09	09/15/09 Bot close	-2	$ 2.17	$ 9 00	$ 434 00	$ 1,799.95	$ 1,365 95	ST
CALL GOP OCT 09 @ 500.00 GOOGLE INC 100 SHS EXP 10/17/2009	09/16/09	09/22/09 Bot close	-2	17.50	11.00	3,500.00	2,199.94	(1,300.06)	ST
CALL GOP OCT 09 @ 500 00 GOOGLE INC 100 SHS EXP 10/17/2009	09/25/09	09/29/09 Bot close	-2	13 25	14.20	2,650 00	2,839.92	189 92	ST
	Total		**-4**			**$ 6,150 00**	**$ 5,039 86**	**($ 1,110 14)**	
INTL BUSINESS MACHINES CORP VS HIGHEST COST	07/17/09	09/29/09 Sold	25	$ 113.40	$ 118.792	$ 2,835 00	$ 2,969 73	$ 134.73	ST
	08/26/09	09/29/09 Sold	75	118.30	118.792	8,872.50	8,909.21	36 71	ST
	Total		**100**			**$ 11,707 50**	**$ 11,878.94**	**$ 171 44**	
CALL IBM OCT 09 @ 125 00 INTL BUSINESS MACHINES CORP 100 SHS EXP 10/17/2009	08/19/09	09/16/09 Bot close	-7	$ 1.45	$ 2 24	$ 1,015 00	$ 1,567.95	$ 552 95	ST
ISHARES COMEX GOLD TRUST	09/09/09	09/30/09 Sold	1,000	98 08	99.074	98,080 00	99,071.85	991 85	ST
	09/16/09	09/30/09 Sold	100	99 836	99.074	9,983.60	9,907.18	(76 42)	ST
	Total		**1,100**			**$ 108,063 60**	**$ 108,979.03**	**$ 915 43**	
ISHARES IBOXX $ INVESTOP INVESTMENT GRADE CORP FD FD	08/17/09	09/08/09 Sold	900	$ 102.956	$ 104.782	$ 92,660.85	$ 94,302.00	$ 1,641.15	ST
MICROSOFT CORP CGMI AND/OR ITS AFFILIATES	06/17/09	09/08/09 Sold	2,400	23.408	24.532	56,179 20	58,875.28	2,696 08	ST
	07/20/09	09/08/09 Sold	400	24.39	24.532	9,756 00	9,812.55	56 55	ST
	08/18/09	09/08/09 Sold	400	23.34	24.532	9,336.00	9,812.55	476 55	ST
	Total		**3,200**			**$ 75,271 20**	**$ 78,500 38**	**$ 3,229 18**	
OIL SERVICE HOLDRS TR	09/11/09	09/17/09 Sold	800	$ 111 949	$ 118.99	$ 89,559 60	$ 95,189.55	$ 5,629.95	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
PHILIP MORRIS INTL INC VS HIGHEST COST	06/03/09	09/09/09 Sold	300	$ 44.34	$ 47.08	$ 13,302.00	$ 14,123 63	$ 821.63	ST
	07/09/09	09/09/09 Sold	100	42.496	47.08	4,249 64	4,707.88	458.24	ST
	08/26/09	09/09/09 Sold	200	46.75	47 08	9,350 00	9,415 76	65 76	ST
	Total		**600**			**$ 26,901.64**	**$ 28,247.27**	**$ 1,345 63**	
ROYAL DUTCH SHELL PLC ADR CL A	09/17/09	09/23/09 Sold	1,400	$ 59 036	$ 59.323	$ 82,651 10	$ 83,050.90	$ 399.80	ST
SANOFI-AVENTIS SPONS ADR	08/25/09	09/16/09 Sold	2,200	34.166	35.71	75,165.20	78,561.96	3,396.76	ST
STATE STREET CORP	05/19/09	09/16/09 Sold	1,500	42.709	54.436	64,063.80	81,651.90	17,588.10	ST
CALL SPJ SEP 09 @ 55.00 STATE STREET CORP 100 SHS EXP 09/19/2009	08/18/09	09/10/09 Bot close	-15	.65	1.12	975.00	1,679 95	704.95	ST
UNITED TECHNOLOGIES CORP VERSUS PURCHASE(S)	06/29/09	09/29/09 Sold	300	52.248	61.512	15,674.40	18,453.33	2,778 93	ST
VERIZON COMMUNICATIONS	06/15/09	09/14/09 Sold	2,000	29 569	31.065	59,138.00	62,129.60	2,991.60	ST
	08/06/09	09/14/09 Sold	400	31 24	31.065	12,496 00	12,425.92	(70.08)	ST
	Total		**2,400**			**$ 71,634.00**	**$ 74,555.52**	**$ 2,921 52**	
Total Short Term this period								**$ 118,417 29**	
Total realized gain or (loss) - this period						**$ 1,453,634.94**	**$ 1,572,052.23**	**$ 118,417 29**	
Total Long Term - year-to-date								**($ 1,322.56)**	
Total Short Term - year-to-date								**$ 243,137 22**	
Total realized gain or (loss) - year-to-date						**$ 10,555,062.60**	**$ 10,796,877.26**	**$ 241,814.66**	

Please notify your Financial Advisor if you would like to impose any reasonable restrictions on the management of your account, or if there have been any changes in your financial situation, investment objectives, requested restrictions or other instructions which might affect the services to be provided to you or the manner in which your assets should be invested.

We have available at no cost an investment advisory services disclosure document which describes our investment advisory services and those of any other investment advisors managing your account. If you would like a copy, please contact your Financial Advisor.

Certain securities listed above have been designated by you and your portfolio manager as not subject to the terms of the Investment Agreement governing this Account ("Securities Not Managed"). Accordingly, your portfolio manager will neither exercise his or her discretion over your Account to sell the Securities Not Managed, nor recommend this course of action to you As a result, unlike the managed securities in your account, you are responsible for initiating discussions and activity relating to the Securities Not Managed. In addition, the Securities Not Managed have been excluded for the purposes of fee calculation and reporting of account performance (Monitors), but are included in the "Total Net Value" of your portfolio

In accordance with securities regulations, Morgan Stanley Smith Barney may not make any recommendations concerning common stocks, warrants, and convertible securities issued by Citigroup Inc. or Morgan Stanley & Co. Incorporated, or any of their subsidiaries and certain other companies that have a controlling interest in Morgan Stanley Smith Barney. Thus, Morgan Stanley Smith Barney as your portfolio manager may neither exercise discretion over your account to sell these securities, nor recommend this course of action to you. As a result, unlike the other positions in your account, you are responsible for initiating discussions and activity relating to these securities. These securities are included in investment performance unless you instruct your Morgan Stanley Smith Barney portfolio manager not to include them.

Message: ***Important Information about Excess SIPC Coverage***

Client accounts held at Morgan Stanley Smith Barney are automatically covered by Securities Investor Protection Corporation ("SIPC") protection. One of the many other additional protections available to Morgan Stanley Smith Barney clients is Excess SIPC coverage. Excess SIPC coverage is maintained by Citigroup Inc., on behalf of its broker dealer subsidiary, Citigroup Global Markets Inc. ("CGMI"), through an annual policy issued by certain underwriters at Lloyds and various insurance companies. Citigroup is currently in the process of renewing its Excess SIPC policy ahead of the policy's December 31, 2009 renewal date. Due to a variety of factors in this insurance market, it is possible that the amount of coverage available under the renewed policy may decrease; however, Citigroup is working with its insurance underwriters and it is possible the policy may be renewed under its current terms. On or before the renewal date, we will make you aware of any changes to the Excess SIPC policy on the following website https://www.smithbarney.com.

Message: *Your Investment Monitor, for your managed account, is normally available within 30 days of the end of each quarter. This monitor includes a description of your portfolio performance, an asset allocation summary, and other details concerning your investments. For further information on this monitor, please contact your Financial Advisor.*

Information regarding commissions and charges will be made available to you promptly upon request. Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request. ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention. Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Copies of this statement have also been sent to.
JOHN WILLIAMSON, JR
NORTHWESTERN MUTUAL

THOMAS M. PRICE

WILLIAMSON, MARTIN & BROOKE   Account number 588-10652-12 493

Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
10/07/09	ISHARES S&P U.S.PREFERRED STK INDEX FD	CASH DIV ON 2300.0000 SHS X/D 10/01/09	$ 478.86		$ 478.86
10/20/09	ENERPLUS RESOURCES FD-NEW	FOREIGN TAX W/HELD $ 77.66 CASH DIV ON 3000.0000 SHS TAX HELD BY FGN GOVTS 77.66 X/D 10/07/09	517.74		440.08
Total other dividends credited to account					**$ 918.94**
FRGN tax withheld					77.66
Total other dividends earned			**$ 996.60**	**$ 0.00**	**$ 996.60**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
10/30/09	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 10/01/09-11/01/09 32 DAYS AVERAGE YIELD .06 %.	$ 31.32		$ 31.32
Total earnings from money fund			**$ 31.32**	**$ 0.00**	**$ 31.32**

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CALL RIG OCT 09 @ 90.00 TRANSOCEAN LTD SWITZERLAND 100 SHS EXP 10/17/2009	09/16/09	10/05/09 Bot close	-10	$ .40	$ 1.85	$ 400.00	$ 1,849.95	$ 1,449.95	ST
AETNA INC NEW	10/22/09	10/26/09 Sold	2,000	25 61	26.10	51,220.00	52,198.65	978.65	ST
CALL BYO DEC 09 @ 15.00 BANK OF AMERICA CORP 100 SHS EXP 12/19/2009	10/27/09	10/30/09 Bot close	-40	1.27	1.32	5,080.00	5,279.86	199.86	ST

Checks written *continued*

Account number ******0462 - Citibank NA

Check no	Date written	Date cleared	Description	Tracking code	Amount
Total checks written					**$ 5,000 00**

Money fund activity

All transactions are traded at $1 00 per share.

Date	Activity	Description	Amount
		Opening money fund balance	**$ 484,557.75**
10/02/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	58,099 00
10/05/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	162,965.60
10/06/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	48,066 63
10/06/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-3,200 06
10/07/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-167,817 14
10/12/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	147,468 38
10/13/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-30,687 00
10/16/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	3,128 91
10/19/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	9,042 34
10/21/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	16,568.90
10/21/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-46,621.36
10/22/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-6,343 80
10/26/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-32,951.82
10/27/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-32,196 47
10/29/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	11,221.95
10/30/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	70,106 66
10/30/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-45,377 40
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	31.32
		Closing balance	**$ 646,062 39**
		Total money fund transfers	**$ 0 00**

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account.*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
10/09/09	PHILIP MORRIS INTL INC	CASH DIV ON 1800 0000 SHS X/D 09/24/09	$ 1,044 00		$ 1,044 00
Total qualified dividends earned			**$ 1,044 00**	**$ 0.00**	**$ 1,044.00**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CVS CAREMARK CORP VERSUS PURCHASE(S)	05/12/09	10/06/09 Sold	400	$ 32.73	$ 34.183	$ 13,092 00	$ 13,673 20	$ 581.20	ST
CELGENE CORP CGMI AND/OR ITS AFFILIATES	09/22/09	10/06/09 Sold	1,000	55.40	54.404	55,400.00	54,402.60	(997.40)	ST
	09/29/09	10/06/09 Sold	200	55.64	54.404	11,128.00	10,880.52	(247.48)	ST
	10/02/09	10/06/09 Sold	200	54 328	54.404	10,865.60	10,880.52	14.92	ST
	Total		**1,400**			**$ 77,393 60**	**$ 76,163 64**	**($ 1,229.96)**	
CISCO SYS INC CGMI AND/OR ITS AFFILIATES	07/15/09	10/06/09 Sold	500	$ 19.218	$ 23.48	$ 9,609 00	$ 11,739 69	$ 2,130.69	ST
CURRENCYSHARES CDN DLR TR CDN DOLLAR SHS VS HIGHEST COST	08/04/09	10/22/09 Sold	300	93.374	94.987	28,012 20	28,495.51	483.31	ST
CURRENCYSHARES CDN DLR TR CDN DOLLAR SHS VS HIGHEST COST	08/04/09	10/28/09 Sold	200	93.374	93.10	18,674.80	18,619.52	(55.28)	ST
	Total		**500**			**$ 46,687 00**	**$ 47,115 03**	**$ 428 03**	
ENERPLUS RESOURCES FD-NEW	09/25/09	10/21/09 Sold	3,000	$ 22.089	$ 23.60	$ 66,267.00	$ 70,798.18	$ 4,531.18	ST
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	06/25/09	10/06/09 Sold	30	410.929	496.52	12,327.90	14,895.21	2,567.31	ST
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	06/25/09	10/15/09 Sold	25	410.929	531.17	10,273.25	13,278.90	3,005.65	ST
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	06/25/09	10/16/09 Sold	25	410.929	547.16	10,273.25	13,678 64	3,405.39	ST
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	06/25/09	10/27/09 Sold	100	410 929	548 21	41,092.98	54,819 60	13,726 62	ST
	Total		**180**			**$ 73,967.38**	**$ 96,672.35**	**$ 22,704.97**	
CALL GOP JAN 10 @ 550.00 GOOGLE INC 100 SHS EXP 01/16/2010	10/15/09	10/27/09 Bot close	-1	$ 26.10	$ 23.40	$ 2,610.00	$ 2,339.93	($ 270.07)	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
INTEL CORP CGMI AND/OR ITS AFFILIATES	09/08/09	10/13/09 Sold	500	$ 19 658	$ 20.442	$ 9,829 00	$ 10,220.73	$ 391.73	ST
CALL NQ OCT 09 @ 20 00 INTEL CORP 100 SHS EXP 10/17/2009	09/10/09	10/08/09 Bot close	-40	.51	.70	2,040.00	2,799.92	759 92	ST
ISHARES S&P U.S PREFERRED STK INDEX FD	09/17/09	10/26/09 Sold	1,900	36.302	35.821	68,974.37	68,059.67	(914.70)	ST
	09/25/09	10/26/09 Sold	400	36 019	35 821	14,407.88	14,328 35	(79.53)	ST
	Total		**2,300**			**$ 83,382.25**	**$ 82,388 02**	**($ 994 23)**	
MERCK & CO INC	10/02/09	10/30/09 Sold	2,200	$ 31.32	$ 31.542	$ 68,904.00	$ 69,391.71	$ 487.71	ST
CALL JAJ OCT 09 @ 38.00 METLIFE INC 100 SHS EXP 10/17/2009	09/25/09	10/02/09 Bot close	-15	.54	1.15	810 00	1,724.95	914.95	ST
CALL BTU NOV 09 @ 46.00 PEABODY ENERGY CORP 100 SHS EXP 11/21/2009	10/21/09	10/28/09 Bot close	-20	.25	1 80	500.00	3,599.90	3,099 90	ST
PHILIP MORRIS INTL INC VERSUS PURCHASE(S)	09/10/09	10/06/09 Sold	300	46 56	49.751	13,968.00	14,925.09	957.09	ST
PROCTER & GAMBLE CO	09/18/09	10/06/09 Sold	300	56.53	56.893	16,959.00	17,067.55	108.55	ST
SPDR GOLD TR GOLD SHS VERSUS PURCHASE(S)	10/07/09	10/28/09 Sold	300	102.29	101.50	30,687.00	30,449 21	(237.79)	ST
UNITED TECHNOLOGIES CORP	06/26/09	10/26/09 Sold	1,200	51.956	66.153	62,347.20	79,382.39	17,035.19	ST
CALL UTX NOV 09 @ 65.00 UNITED TECHNOLOGIES CORP 100 SHS EXP 11/21/2009	09/17/09	10/02/09 Bot close	-12	.74	1 84	888 00	2,207 94	1,319.94	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
VALERO ENERGY CORP-NEW	10/16/09	10/23/09 Sold	3,000	$ 20 10	$ 21.152	$ 60,300.00	$ 63,454.36	$ 3,154 36	ST
	10/19/09	10/23/09 Sold	500	19.887	21.152	9,943.70	10,575 73	632.03	ST
	Total		**3,500**			**$ 70,243.70**	**$ 74,030 09**	**$ 3,786 39**	
Total Short Term this period								**$ 59,133 85**	
Total realized gain or (loss) - this period						**$ 706,884.13**	**$ 766,017.98**	**$ 59,133.85**	
Total Long Term - year-to-date								**($ 1,322 56)**	
Total Short Term - year-to-date								**$ 302,271.07**	
Total realized gain or (loss) - year-to-date						**$ 11,261,946.73**	**$ 11,562,895.24**	**$ 300,948.51**	

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WILLIAMSON, MARTIN & BROOKE **Account number 588-10652-12 493**

Message: ***Important Notice Regarding Unlawful Internet Gambling Enforcement Act:***

We wish to inform you of your responsibilities under the Unlawful Internet Gambling Enforcement Act ("the Act"), which becomes effective December 1, 2009. Under the Act, neither you nor any other person who has an ownership interest in or authority over, your account may use it to process or facilitate payments for restricted Internet gambling transactions. For additional information regarding your responsibilities under the Act, including the types of transactions that may be restricted or prohibited by law, please refer to:

http://www.federalreserve.gov/newsevents/press/bcreg/bcreg20081112a1.pdf

Information regarding commissions and charges will be made available to you promptly upon request. Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request. ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention: Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Copies of this statement have also been sent to:
JOHN WILLIAMSON, JR.
NORTHWESTERN MUTUAL

THOMAS M PRICE

Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
11/06/09	ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	CASH DIV ON 1000.0000 SHS X/D 11/02/09	$ 342.12		$ 342.12
11/10/09	SPDR SERIES TR SPDR BARCLAYS HIGH YIELD BD ETF	CASH DIV ON 2000.0000 SHS X/D 11/02/09	755.67		755 67
Total other dividends earned			**$ 1,097.79**	**$ 0.00**	**$ 1,097.79**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
11/30/09	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 11/02/09-11/30/09 29 DAYS AVERAGE YIELD 07 %.	$ 42.36		$ 42.36
Total earnings from money fund			**$ 42.36**	**$ 0.00**	**$ 42.36**

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
XL CAPITAL LTD CLASS A	10/30/09	11/03/09 Sold	4,000	$ 16.42	$ 16.025	$ 65,680.00	$ 64,098.35	($ 1,581.65)	ST
TRANSOCEAN LTD SWITZERLAND NEW VERSUS PURCHASE(S)	08/17/09	11/09/09 Sold	100	72.605	88.292	7,260 55	8,828 97	1,568.42	ST
TRANSOCEAN LTD SWITZERLAND NEW	03/17/09	11/24/09 Sold	100	55.859	84.99	5,585 99	8,498.78	2,912.79	ST
	Total		**200**			**$ 12,846.54**	**$ 17,327.75**	**$ 4,481.21**	
BP PLC SPONS ADR	09/14/09	11/02/09 Sold	300	$ 54.30	$ 57.221	$ 16,290 00	$ 17,166.00	$ 876.00	ST
BANK OF AMERICA CORP	10/26/09	11/02/09 Sold	4,000	15.47	15.15	61,880.00	60,598.44	(1,281.56)	ST
BARCLAYS BK PLC IPATH DOW JONES UBS LIVESTOCK	11/18/09	11/24/09 Sold	2,000	27 84	28.09	55,680 00	56,178.55	498.55	ST

Money fund activity

All transactions are traded at $1 00 per share

Date	Activity	Description	Amount
		Opening money fund balance	**$ 646,062 39**
11/03/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	42,709 53
11/03/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-176 30
11/05/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	2,251 71
11/06/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	240,908.62
11/09/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	126,354 79
11/09/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-61,845 05
11/10/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-62,331 33
11/13/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-92,712 47
11/17/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	528 00
11/17/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-2,232 00
11/19/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	659 98
11/19/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-20,897 93
11/23/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-170,498 51
11/24/09	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-76,403.42
11/27/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	37,493.20
11/30/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	106,909.24
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	42 36
		Closing balance	**$ 716,822 81**
		Total money fund transfers	**$ 0 00**

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account.*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
11/02/09	DEERE & CO	CASH DIV ON 1400.0000 SHS X/D 09/28/09	$ 392.00		$ 392 00
11/03/09	CVS CAREMARK CORP	CASH DIV ON 2000 0000 SHS X/D 10/20/09	152 50		152 50
11/16/09	PROCTER & GAMBLE CO	CASH DIV ON 1200.0000 SHS X/D 10/21/09	528 00		528 00
11/27/09	PEABODY ENERGY CORP	CASH DIV ON 2000 0000 SHS X/D 11/03/09	140 00		140 00
Total qualified dividends earned			**$ 1,212.50**	**$ 0.00**	**$ 1,212.50**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CVS CAREMARK CORP	05/05/09	11/02/09 Sold	2,000	$ 32.295	$ 35.695	$ 64,591.20	$ 71,389.36	$ 6,798 16	ST
CALL CVS NOV 09 @ 36.00 CVS CAREMARK CORP 100 SHS EXP 11/21/2009	10/05/09	11/02/09 Bot close	-20	1.00	1.10	2,000.00	2,199.94	199.94	ST
CATERPILLAR INC	11/16/09	11/24/09 Sold	1,000	59 906	58.33	59,906.10	58,328 50	(1,577.60)	ST
	11/19/09	11/24/09 Sold	200	58.017	58.33	11,603.42	11,665.70	62.28	ST
	Total		**1,200**			**$ 71,509.52**	**$ 69,994 20**	**($ 1,515 32)**	
CALL CYQ JAN 10 @ 25 00 CISCO SYS INC 100 SHS EXP 01/16/2010	10/19/09	11/04/09 Bot close	-30	$ .65	$ .95	$ 1,950 00	$ 2,849.92	$ 899 92	ST
CURRENCYSHARES SWISS FRANC TR SWISS FRANC SHS VS HIGHEST COST	08/04/09	11/18/09 Sold	100	93.945	98.65	9,394.52	9,864.74	470.22	ST
	09/24/09	11/18/09 Sold	300	97.39	98.65	29,217.00	29,594.24	377.24	ST
	Total		**400**			**$ 38,611 52**	**$ 39,458.98**	**$ 847 46**	
CURRENCYSHARES CDN DLR TR CDN DOLLAR SHS VS HIGHEST COST	11/16/09	11/18/09 Sold	200	$ 95 395	$ 95 01	$ 19,079 00	$ 19,001 51	($ 77 49)	ST
CURRENCYSHARES EURO TRUST	10/27/09	11/20/09 Sold	675	148.44	148 45	100,197 00	100,201.17	4.17	ST
DEERE & CO	09/22/09	11/09/09 Sold	200	44 88	48.48	8,976.00	9,695 77	719.77	ST
FIRSTENERGY CORP	10/23/09	11/02/09 Sold	1,400	46.77	42.831	65,478.00	59,963.11	(5,514.89)	ST
GOLDMAN SACHS GROUP INC	10/26/09	11/02/09 Sold	100	181.072	169.522	18,107 20	16,951.76	(1,155.44)	ST
GOLDMAN SACHS GROUP INC	10/26/09	11/30/09 Sold	350	181.072	166 58	63,375.20	58,301 50	(5,073.70)	ST
	11/16/09	11/30/09 Sold	50	177.80	166 58	8,890.00	8,328.78	(561.22)	ST
	Total		**500**			**$ 90,372.40**	**$ 83,582 04**	**($ 6,790 36)**	

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CALL GPY JAN 10 @ 185.00 GOLDMAN SACHS GROUP INC 100 SHS EXP 01/16/2010	11/06/09	11/30/09 Bot close	-3	$ 2.11	$ 5.90	$ 633.00	$ 1,769 95	$ 1,136.95	ST
	11/17/09	11/30/09 Bot close	-1	2.11	6 60	211 00	659.98	448.98	ST
	Total		-4			$ 844.00	$ 2,429 93	$ 1,585 93	
INTEL CORP CGMI AND/OR ITS AFFILIATES	09/08/09	11/03/09 Sold	3,500	$ 19.658	$ 18.64	$ 68,803.00	$ 65,238.32	($ 3,564.68)	ST
CALL NQ JAN 10 @ 21.00 INTEL CORP 100 SHS EXP 01/16/2010	10/15/09	11/03/09 Bot close	-35	.36	1 12	1,260 00	3,919.89	2,659.89	ST
INTL BUSINESS MACHINES CORP	12/30/08	11/02/09 Sold	100	83.074	120 924	8,307.40	12,092 08	3,784.68	ST
CALL IBM JAN 10 @ 130 00 INTL BUSINESS MACHINES CORP 100 SHS EXP 01/16/2010	10/14/09	11/03/09 Bot close	-1	2 00	4.47	200.00	446.99	246 99	ST
CALL IBM JAN 10 @ 130.00 INTL BUSINESS MACHINES CORP 100 SHS EXP 01/16/2010	10/14/09	11/16/09 Bot close	-6	3.72	4 47	2,232 00	2,681.92	449 92	ST
	Total		-7			$ 2,432 00	$ 3,128 91	$ 696 91	
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	10/21/09	11/23/09 Sold	1,000	$ 103 75	$ 105 512	$ 103,750.00	$ 105,509.28	$ 1,759.28	ST
ISHARES TR MSCI EAFE INDEX FD	11/18/09	11/24/09 Sold	300	56.93	56.22	17,079.00	16,865.56	(213.44)	ST
PEABODY ENERGY CORP VS HIGHEST COST	09/30/09	11/09/09 Sold	200	37.009	44 421	7,401 80	8,884 07	1,482 27	ST
PEABODY ENERGY CORP VS HIGHEST COST	09/30/09	11/16/09 Sold	300	37.009	45.852	11,102.70	13,755.24	2,652.54	ST
PEABODY ENERGY CORP	09/30/09	11/24/09 Sold	1,100	37 009	45 47	40,709 90	50,015.71	9,305 81	ST
	10/02/09	11/24/09 Sold	400	35.316	45.47	14,126 40	18,187 53	4,061.13	ST
	Total		2,000			$ 73,340.80	$ 90,842.55	$ 17,501.75	

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
CALL PG DEC 09 @ 57 50 PROCTER & GAMBLE CO 100 SHS EXP 12/19/2009	11/04/09	11/05/09 Bot close	-12	$ 2.77	$ 2 34	$ 3,324.00	$ 2,807.92	($ 516.08)	ST
TARGET CORP	11/09/09	11/16/09 Sold	1,200	50.086	50 252	60,104.28	60,301.93	197.65	ST
VALERO ENERGY CORP-NEW	11/20/09	11/25/09 Sold	3,600	16.474	16.012	59,307.84	57,641.71	(1,666.13)	ST
VERIZON COMMUNICATIONS	11/09/09	11/24/09 Sold	2,000	30 008	31 49	60,017.00	62,978.38	2,961.38	ST
Total Short Term this period								**$ 23,751.05**	
Total realized gain or (loss) - this period						**$ 1,133,710.50**	**$ 1,157,461.55**	**$ 23,751 05**	
Total Long Term - year-to-date								**($ 1,322 56)**	
Total Short Term - year-to-date								**$ 326,022.12**	
Total realized gain or (loss) - year-to-date						**$ 12,395,657.23**	**$ 12,720,356.79**	**$ 324,699.56**	

Please notify your Financial Advisor if you would like to impose any reasonable restrictions on the management of your account, or if there have been any changes in your financial situation, investment objectives, requested restrictions or other instructions which might affect the services to be provided to you or the manner in which your assets should be invested.

We have available at no cost an investment advisory services disclosure document which describes our investment advisory services and those of any other investment advisors managing your account If you would like a copy, please contact your Financial Advisor.

Certain securities listed above have been designated by you and your portfolio manager as not subject to the terms of the Investment Agreement governing this Account ("Securities Not Managed"). Accordingly, your portfolio manager will neither exercise his or her discretion over your Account to sell the Securities Not Managed, nor recommend this course of action to you. As a result, unlike the managed securities in your account, you are responsible for initiating discussions and activity relating to the Securities Not Managed. In addition, the Securities Not Managed have been excluded for the purposes of fee calculation and reporting of account performance (Monitors), but are included in the "Total Net Value" of your portfolio.

In accordance with securities regulations, Morgan Stanley Smith Barney may not make any recommendations concerning common stocks, warrants, and convertible securities issued by Citigroup Inc. or Morgan Stanley & Co. Incorporated, or any of their subsidiaries and certain other companies that have a controlling interest in Morgan Stanley Smith Barney. Thus, Morgan Stanley Smith Barney as your portfolio manager may neither exercise discretion over your account to sell these securities, nor recommend this course of action to you. As a result, unlike the other positions in your account, you are responsible for initiating discussions and activity relating to these securities. These securities are included in investment performance unless you instruct your Morgan Stanley Smith Barney portfolio manager not to include them.

MorganStanley SmithBarney

Ref: 00000971 00006570

Reserved Client
Financial Management Account
November 1 - November 30, 2009

WILLIAMSON, MARTIN & BROOKE ***Account number 588-10652-12 493***

Message: ***Important Notice Regarding Unlawful Internet Gambling Enforcement Act:***

We wish to inform you of your responsibilities under the Unlawful Internet Gambling Enforcement Act ("the Act"), which becomes effective December 1, 2009. Under the Act, neither you nor any other person who has an ownership interest in or authority over, your account may use it to process or facilitate payments for restricted Internet gambling transactions. For additional information regarding your responsibilities under the Act, including the types of transactions that may be restricted or prohibited by law, please refer to:

http.//www federalreserve gov/newsevents/press/bcreg/bcreg20081112a1.pdf

Information regarding commissions and charges will be made available to you promptly upon request. Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request. ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention· Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Copies of this statement have also been sent to·

JOHN WILLIAMSON, JR
NORTHWESTERN MUTUAL

THOMAS M PRICE

WILLIAMSON, MARTIN & BROOKE Account number 588-10652-12 493

GAIN/LOSS DETAILS

Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. Absent specific instructions from you, trades are allocated using the FIFO (first-in/first-out) method. Day traders should therefore not rely on this section for day trading results. Your reinvestment activity has been summarized: Single lines have been designated to distinguish Short-term (ST) or Long-term (LT) information. Detailed information will be available at year-end in your 1099 Year-end summary.

Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
TRANSOCEAN LTD SWITZERLAND NEW	03/17/09	12/08/09 Sold	800	$ 55.859	$ 81.013	$ 44,687.92	$ 64,809.45	$ 20,121.53	ST
CALL RIG DEC 09 @ 85.00 TRANSOCEAN LTD SWITZERLAND 100 SHS EXP 12/19/2009	11/24/09	12/08/09 Bot close	-8	.53	2.70	424.00	2,159.94	1,735.94	ST
BP PLC SPONS ADR	09/14/09	12/14/09 Sold	1,200	54.30	56.885	65,160.00	68,260.48	3,100.48	ST
BANK OF AMERICA CORP	11/04/09	12/18/09 Sold	3,500	15.24	15.06	53,340.00	52,711.44	(628.56)	ST
	11/20/09	12/18/09 Sold	500	16.04	15.06	8,020.00	7,530 21	(489.79)	ST
	11/30/09	12/18/09 Sold	500	15.806	15.06	7,903 05	7,530.20	(372.85)	ST
	Total		**4,500**			**$ 69,263.05**	**$ 67,771.85**	**($ 1,491.20)**	
CARNIVAL CORP (PAIRED STOCK) VERSUS PURCHASE(S)	12/14/09	12/18/09 Sold	200	$ 33.157	$ 32.462	$ 6,631.42	$ 6,492.41	($ 139.01)	ST
CALL CYQ DEC 09 @ 24.00 CISCO SYS INC 100 SHS EXP 12/19/2009	12/02/09	12/11/09 Bot close	-30	.34	.44	1,020.00	1,319 96	299.96	ST
CURRENCYSHARES SWISS FRANC TR SWISS FRANC SHS	07/17/09	12/02/09 Sold	1,000	92 56	99.436	92,560.00	99,433.44	6,873 44	ST
CURRENCYSHARES CDN DLR TR CDN DOLLAR SHS	08/04/09	12/11/09 Sold	600	93.374	94.07	56,024.40	56,440 61	416.21	ST
	09/16/09	12/11/09 Sold	400	93 226	94.07	37,290.48	37,627.07	336.59	ST
	Total		**1,000**			**$ 93,314 88**	**$ 94,067 68**	**$ 752 80**	
DEERE & CO VERSUS PURCHASE(S)	10/22/09	12/18/09 Sold	200	$ 47.359	$ 54.892	$ 9,471.98	$ 10,978.29	$ 1,506.31	ST

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account.*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
12/07/09	BP PLC SPONS ADR	CASH DIV ON 1200.0000 SHS X/D 11/10/09	$ 1,008 00		$ 1,008.00
12/10/09	INTL BUSINESS MACHINES CORP	CASH DIV ON 600 0000 SHS X/D 11/06/09	330.00		330.00
12/14/09	METLIFE INC	CASH DIV ON 1800 0000 SHS X/D 11/05/09	1,332 00		1,332 00
12/24/09	BANK OF AMERICA CORP	CASH DIV ON 4500.0000 SHS X/D 12/02/09	45.00		45.00
12/30/09	GOLDMAN SACHS GROUP INC	CASH DIV ON 400.0000 SHS X/D 11/30/09	140.00		140 00
12/31/09	XL CAPITAL LTD CLASS A	CASH DIV ON 3800 0000 SHS X/D 12/11/09	380.00		380 00
Total qualified dividends earned			**$ 3,235.00**	**$ 0.00**	**$ 3,235.00**

Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
12/09/09	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	CASH DIV ON 2000 0000 SHS X/D 12/01/09	$ 706.52		$ 706.52
12/31/09	ISHARES MSCI EMERGING MKTS INDEX FD	CASH DIV ON 2000 0000 SHS X/D 12/22/09	645.78		645.78
Total other dividends earned			**$ 1,352.30**	**$ 0.00**	**$ 1,352.30**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
12/31/09	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 12/01/09-01/03/10 34 DAYS AVERAGE YIELD .07 %.	$ 53.97		$ 53.97
Total earnings from money fund			**$ 53.97**	**$ 0 00**	**$ 53.97**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)
CALL DGV DEC 09 @ 55.00 DEERE & CO 100 SHS EXP 12/19/2009	11/25/09	12/14/09 Bot close	-14	$ .17	$ .90	$ 238.00	$ 1,259 96	$ 1,021.96 ST
FREEPORT MCMORAN COPPER & GOLD CL B	12/23/09	12/28/09 Sold	700	79.56	83.10	55,692.00	58,168.50	2,476.50 ST
H J HEINZ CO	11/30/09	12/16/09 Sold	400	42.35	43.262	16,940.00	17,304.35	364.35 ST
H J HEINZ CO	11/30/09	12/21/09 Sold	1,100	42 35	42.442	46,585.00	46,685.00	100 00 ST
	12/14/09	12/21/09 Sold	300	43.108	42.442	12,932.61	12,732.27	(200.34) ST
	Total		**1,800**			**$ 76,457 61**	**$ 76,721.62**	**$ 264 01**
INTL BUSINESS MACHINES CORP VERSUS PURCHASE(S)	07/17/09	12/16/09 Sold	75	$ 113.40	$ 128.99	$ 8,505 00	$ 9,674 00	$ 1,169.00 ST
INTL BUSINESS MACHINES CORP VS HIGHEST COST	03/18/09	12/30/09 Sold	25	90 577	131.25	2,264.43	3,281.16	1,016.73 ST
	12/28/09	12/30/09 Sold	75	130.80	131.25	9,810.00	9,843.50	33.50 ST
	Total		**175**			**$ 20,579.43**	**$ 22,798 66**	**$ 2,219 23**
CALL IBM DEC 09 @ 125.00 INTL BUSINESS MACHINES CORP 100 SHS EXP 12/19/2009	11/24/09	12/09/09 Bot close	-6	$ 3.35	$ 4 10	$ 2,010.00	$ 2,459.93	$ 449 93 ST
ISHARES MSCI EMERGING MKTS INDEX FD	12/16/09	12/28/09 Sold	2,000	41 638	41.47	83,276.00	82,937.86	(338.14) ST
ISHARES TR MSCI EAFE INDEX FD	11/18/09	12/01/09 Sold	1,500	56.93	56.891	85,395.00	85,335.05	(59.95) ST
CALL JAJ DEC 09 @ 37.00 METLIFE INC 100 SHS EXP 12/19/2009	11/04/09	12/09/09 Bot close	-18	.55	1.05	990 00	1,889 95	899 95 ST
NATIONAL OILWELL VARCO INC VS HIGHEST COST	12/11/09	12/16/09 Sold	100	43.66	45.28	4,366.00	4,527.88	161 88 ST
	12/14/09	12/16/09 Sold	300	44.316	45.28	13,294 80	13,583.65	288 85 ST
	Total		**400**			**$ 17,660 80**	**$ 18,111.53**	**$ 450 73**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
PEABODY ENERGY CORP	12/17/09	12/18/09 Sold	200	$ 43.826	$ 44.702	$ 8,765.38	$ 8,940.17	$ 174.79	ST
PEABODY ENERGY CORP	12/17/09	12/30/09 Sold	1,400	43.826	45.74	61,357 66	64,034.35	2,676 69	ST
	Total		**1,600**			**$ 70,123 04**	**$ 72,974.52**	**$ 2,851 48**	
PROCTER & GAMBLE CO	09/18/09	12/16/09 Sold	200	$ 56 53	$ 62.355	$ 11,306 00	$ 12,470.67	$ 1,164.67	ST
CALL PG DEC 09 @ 62.50 PROCTER & GAMBLE CO 100 SHS EXP 12/19/2009	12/02/09	12/09/09 Bot close	-12	.54	1.19	648.00	1,427.96	779 96	ST
SPDR GOLD TR GOLD SHS VS HIGHEST COST	05/26/09	12/09/09 Sold	200	93.629	111.56	18,725.94	22,311.42	3,585 48	ST
	09/16/09	12/09/09 Sold	100	99.767	111.56	9,976 76	11,155.71	1,178.95	ST
	Total		**300**			**$ 28,702.70**	**$ 33,467.13**	**$ 4,764 43**	
SCHLUMBERGER LTD	11/19/09	12/16/09 Sold	1,000	$ 64.80	$ 63.904	$ 64,800.00	$ 63,902.35	($ 897.65)	ST
	12/09/09	12/16/09 Sold	100	60.00	63.904	6,000 00	6,390.24	390.24	ST
	Total		**1,100**			**$ 70,800 00**	**$ 70,292.59**	**($ 507 41)**	
VALERO ENERGY CORP-NEW	12/10/09	12/30/09 Sold	4,000	$ 16.488	$ 16.80	$ 65,954.80	$ 67,198.27	$ 1,243 47	ST
WISDOM TREE DREYFUS CHINESE YUAN FD	12/01/09	12/17/09 Sold	3,000	25.29	25.221	75,870 00	75,662 55	(207 45)	ST
Total Short Term this period								**$ 50,233 62**	
Total realized gain or (loss) - this period						**$ 1,048,236.63**	**$ 1,098,470.25**	**$ 50,233 62**	
Total Long Term - year-to-date								**($ 1,322.56)**	
Total Short Term - year-to-date								**$ 376,255 74**	
Total realized gain or (loss) - year-to-date						**$ 13,443,893.86**	**$ 13,818,827.04**	**$ 374,933.18**	

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Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
01/05/10	ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	CASH DIV ON 600.0000 SHS X/D 12/29/09 FOR TAX PURPOSES, THIS TRANS-ACTION IS REPORTABLE IN 2009	$ 191.09		$ 191.09
01/07/10	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	CASH DIV ON 2000.0000 SHS X/D 12/29/09 FOR TAX PURPOSES, THIS TRANS-ACTION IS REPORTABLE IN 2009	723.42		723.42
Total other dividends credited to account					**$ 914.51**
Total other dividends earned - 2009			$ 914.51	$ 0.00	$ 914.51

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
01/29/10	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 01/04/10-01/31/10 28 DAYS AVERAGE YIELD .07 %.	$ 41.36		$ 41.36
Total earnings from money fund			**$ 41.36**	**$ 0.00**	**$ 41.36**

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)
COVIDIEN PLC DUBLIN-USD VERSUS PURCHASE(S)	01/19/10	01/25/10 Sold	200	$ 48.958	$ 51.132	$ 9,791 60	$ 10,226 37	$ 434.77 ST
XL CAPITAL LTD CLASS A	11/30/09	01/04/10 Sold	3,400	17.994	18.57	61,180.96	63,136.71	1,955.75 ST
	12/09/09	01/04/10 Sold	400	17.78	18.57	7,112.00	7,427.85	315.85 ST
	Total		**3,800**			**$ 68,292.96**	**$ 70,564 56**	**$ 2,271.60**
ANADARKO PETROLEUM CORP VERSUS PURCHASE(S)	01/20/10	01/28/10 Sold	1,000	$ 65.424	$ 66.023	$ 65,424 00	$ 66,022.36	$ 598.36 ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
BARRICK GOLD CORP CAD	12/28/09	01/04/10 Sold	1,400	$ 40.71	$ 40.792	$ 56,994.00	$ 57,107.33	$ 113.33	ST
	12/31/09	01/04/10 Sold	200	40.01	40.792	8,002.00	8,158.19	156.19	ST
	Total		**1,600**			**$ 64,996 00**	**$ 65,265 52**	**$ 269.52**	
CARNIVAL CORP (PAIRED STOCK)	12/02/09	01/26/10 Sold	200	$ 32.52	$ 33.701	$ 6,504.00	$ 6,740.21	$ 236.21	ST
CISCO SYS INC CGMI AND/OR ITS AFFILIATES	07/15/09	01/22/10 Sold	500	19 218	23.592	9,609.00	11,795.85	2,186 85	ST
CONAGRA FOODS INC VS HIGHEST COST	12/23/09	01/19/10 Sold	500	23.23	23 332	11,615.00	11,665.85	50.85	ST
CONAGRA FOODS INC	11/05/09	01/20/10 Sold	500	21.029	23 35	10,514.50	11,674 85	1,160 35	ST
	Total		**1,000**			**$ 22,129 50**	**$ 23,340 70**	**$ 1,211.20**	
DEERE & CO	09/22/09	01/26/10 Sold	100	$ 44.88	$ 53.064	$ 4,488 00	$ 5,306.33	$ 818.33	ST
INTEL CORP VERSUS PURCHASE(S) CGMI AND/OR ITS AFFILIATES	11/18/09	01/20/10 Sold	500	20 23	21 04	10,115.00	10,519 86	404 86	ST
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	12/28/09	01/26/10 Sold	800	103.706	105 063	82,964 80	84,049.73	1,084.93	ST
MCDONALDS CORP	12/09/09	01/08/10 Sold	1,100	60.56	61.993	66,616 00	68,191.53	1,575 53	ST
METLIFE INC VS HIGHEST COST	09/22/09	01/19/10 Sold	300	38 71	38.341	11,613.00	11,502 30	(110 70)	ST
NATIONAL OILWELL VARCO INC VS HIGHEST COST	12/28/09	01/04/10 Sold	300	45.56	45 542	13,668 00	13,662 51	(5.49)	ST
PROCTER & GAMBLE CO	09/18/09	01/08/10 Sold	1,000	56 53	60.103	56,530.00	60,102.35	3,572.35	ST
SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	10/02/09	01/06/10 Sold	2,000	37.20	39 73	74,400 00	79,457 95	5,057 95	ST
TOLL BROS INC	12/14/09	01/08/10 Sold	600	17.787	20 072	10,672 50	12,042.89	1,370.39	ST
TOLL BROS INC	12/14/09	01/20/10 Sold	2,800	17.787	18 991	49,805 00	53,176.36	3,371 36	ST
	Total		**3,400**			**$ 60,477 50**	**$ 65,219.25**	**$ 4,741.75**	

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
UNITED STATES NATURAL GAS FUND LP	12/24/09	01/20/10 Sold	5,000	$ 10.79	$ 9.931	$ 53,950.00	$ 49,658.37	($ 4,291.63)	ST
	12/28/09	01/20/10 Sold	1,000	10.85	9.931	10,850.00	9,931.67	(918.33)	ST
	Total		**6,000**			**$ 64,800.00**	**$ 59,590.04**	**($ 5,209.96)**	
UNITED TECHNOLOGIES CORP	12/11/09	01/26/10 Sold	100	$ 68.978	$ 67.92	$ 6,897.80	$ 6,791.92	($ 105.88)	ST
Total Short Term this period								**$ 19,032.18**	
Total realized gain or (loss) - this period						**$ 699,317.16**	**$ 718,349.34**	**$ 19,032.18**	
Total Long Term - year-to-date								**$ 0.00**	
Total Short Term - year-to-date								**$ 19,032.18**	
Total realized gain or (loss) - year-to-date						**$ 699,317.16**	**$ 718,349.34**	**$ 19,032.18**	

Please notify your Financial Advisor if you would like to impose any reasonable restrictions on the management of your account, or if there have been any changes in your financial situation, investment objectives, requested restrictions or other instructions which might affect the services to be provided to you or the manner in which your assets should be invested.

We have available at no cost an investment advisory services disclosure document which describes our investment advisory services and those of any other investment advisors managing your account. If you would like a copy, please contact your Financial Advisor.

Certain securities listed above have been designated by you and your portfolio manager as not subject to the terms of the Investment Agreement governing this Account ("Securities Not Managed"). Accordingly, your portfolio manager will neither exercise his or her discretion over your Account to sell the Securities Not Managed, nor recommend this course of action to you. As a result, unlike the managed securities in your account, you are responsible for initiating discussions and activity relating to the Securities Not Managed. In addition, the Securities Not Managed have been excluded for the purposes of fee calculation and reporting of account performance (Monitors), but are included in the "Total Net Value" of your portfolio

In accordance with securities regulations, Morgan Stanley Smith Barney may not make any recommendations concerning common stocks, warrants, and convertible securities issued by Citigroup Inc. or Morgan Stanley & Co. Incorporated, or any of their subsidiaries and certain other companies that have a controlling interest in Morgan Stanley Smith Barney. Thus, Morgan Stanley Smith Barney as your portfolio manager may neither exercise discretion over your account to sell these securities, nor recommend this course of action to you. As a result, unlike the other positions in your account, you are responsible for initiating discussions and activity relating to these securities. These securities are included in investment performance unless you instruct your Morgan Stanley Smith Barney portfolio manager not to include them.

WILLIAMSON, MARTIN & BROOKE **Account number 588-10652-12 493**

Message: *If you owned shares and/or units in a mutual fund, regulated investment company (RIC), unit investment trust (UIT), real estate investment trust (REIT), or foreign security (other than common shares) during 2009, and you normally file your income taxes early, please be advised that your original Form 1099/Year End Summary may not be the final version, and a corrected copy may be forthcoming later in the tax filing season. A warning message, alerting you of this, will also appear on your original Form 1099/Year End Summary.*

Information regarding commissions and charges will be made available to you promptly upon request. Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request. ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention· Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Copies of this statement have also been sent to:
JOHN WILLIAMSON, JR
NORTHWESTERN MUTUAL

THOMAS M PRICE

WILLIAMSON, MARTIN & BROOKE Account number 588-10652-12 493

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
AGRIUM INC USD	01/22/10	02/03/10 Sold	1,000	$ 59.432	$ 61.024	$ 59,432.30	$ 61,023.22	$ 1,590.92	ST
ANADARKO PETROLEUM CORP	02/09/10	02/17/10 Sold	1,000	63.28	68.703	63,280.00	68,702.82	5,422.82	ST
APACHE CORP	12/29/09	02/01/10 Sold	70	105.168	99.93	7,361.78	6,995.01	(366 77)	ST
CVS CAREMARK CORP VS HIGHEST COST	12/14/09	02/01/10 Sold	300	32.278	32.49	9,683.40	9,746.87	63.47	ST
CARNIVAL CORP (PAIRED STOCK)	12/02/09	02/01/10 Sold	1,800	32.52	33.998	58,536.00	61,196.34	2,660.34	ST
CELGENE CORP CGMI AND/OR ITS AFFILIATES FULL PRICE IS 59.43314300	01/28/10	02/23/10 Sold	1,050	57.298	59.433	60,162.90	62,404.00	2,241.10	ST
CLIFFS NATURAL RESOURCES VS HIGHEST COST	01/22/10	02/03/10 Sold	200	43.063	45.032	8,612.72	9,006.28	393.56	ST
CLIFFS NATURAL RESOURCES VS HIGHEST COST	01/22/10	02/18/10 Sold	150	43.063	51 032	6,459.54	7,654.78	1,195.24	ST
	Total		**350**			**$ 15,072.26**	**$ 16,661.06**	**$ 1,588 80**	
CONAGRA FOODS INC	11/05/09	02/18/10 Sold	2,500	$ 21.029	$ 24.302	$ 52,572.50	$ 60,755.47	$ 8,182 97	ST
	01/22/10	02/18/10 Sold	200	23.338	24.302	4,667.60	4,860.44	192.84	ST
	Total		**2,700**			**$ 57,240 10**	**$ 65,615.91**	**$ 8,375.81**	
DEERE & CO	09/22/09	02/09/10 Sold	1,100	$ 44.88	$ 51.103	$ 49,368.00	$ 56,213.24	$ 6,845.24	ST
INTEL CORP VS HIGHEST COST CGMI AND/OR ITS AFFILIATES	11/18/09	02/16/10 Sold	500	20.23	20.79	10,115.00	10,394.86	279.86	ST

WILLIAMSON, MARTIN & BROOKE **Account number 588-10652-12 493**

Money fund activity

Opening money fund balance $ 836,116.03

All transactions are traded at $1.00 per share.

Date	Activity	Description	Amount
02/01/10	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	33,996.19
02/02/10	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	1,286.00
02/03/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-51,757 54
02/05/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-65,606.28
02/09/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-118,640.16
02/11/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-94,110.13
02/12/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-11,014.36
02/19/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-98,681.74
02/23/10	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	13,104.31
02/23/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-184 00
02/25/10	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	50,245 18
02/25/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-50.00
02/26/10	Redemption	WESTERN ASSET MONEY MARKET FUND CLASS A	-6,637.25
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	33 04
		Closing balance	**$ 488,099 29**

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
02/01/10	DEERE & CO	CASH DIV ON 1200.0000 SHS X/D 12/29/09	$ 336 00		$ 336 00
02/01/10	VERIZON COMMUNICATIONS	CASH DIV ON 2000.0000 SHS X/D 01/06/10	950 00		950.00
02/02/10	CVS CAREMARK CORP	CASH DIV ON 2000 0000 SHS X/D 01/20/10	175.00		175 00
02/22/10	APACHE CORP	CASH DIV ON 680 0000 SHS X/D 01/20/10	102 00		102 00
02/23/10	COVIDIEN PLC DUBLIN-USD	CASH DIV ON 1200 0000 SHS TAX HELD BY FGN GOVTS 00 X/D 01/28/10	216 00		216 00
Total qualified dividends earned			**$ 1,779 00**	**$ 0.00**	**$ 1,779.00**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
02/26/10	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 02/01/10-02/28/10 28 DAYS AVERAGE YIELD 07 %.	$ 33.04		$ 33.04
Total earnings from money fund			**$ 33 04**	**$ 0 00**	**$ 33.04**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
INTEL CORP CGMI AND/OR ITS AFFILIATES	11/18/09	02/19/10 Sold	2,500	$ 20.23	$ 20.842	$ 50,575.00	$ 52,104.33	$ 1,529.33	ST
	02/03/10	02/19/10 Sold	500	19 548	20 842	9,774.00	10,420.87	646.87	ST
	Total		**3,500**			**$ 70,464 00**	**$ 72,920 06**	**$ 2,456 06**	
MACYS INC VERSUS PURCHASE(S)	02/04/10	02/05/10 Sold	600	$ 16.66	$ 16.63	$ 9,996.00	$ 9,977.87	($ 18 13)	ST
MACYS INC	02/03/10	02/19/10 Sold	3,600	16 02	18.338	57,672.00	66,016.68	8,344 68	ST
	Total		**4,200**			**$ 67,668.00**	**$ 75,994 55**	**$ 8,326 55**	
NATIONAL OILWELL VARCO INC	12/11/09	02/03/10 Sold	300	$ 43 66	$ 44 381	$ 13,098.00	$ 13,314 22	$ 216.22	ST
PHILIP MORRIS INTL INC VS HIGHEST COST	05/04/09	02/18/10 Sold	100	37.679	50.23	3,767 99	5,022.93	1,254.94	ST
	07/09/09	02/18/10 Sold	200	42.496	50.23	8,499.28	10,045.87	1,546 59	ST
	Total		**300**			**$ 12,267.27**	**$ 15,068 80**	**$ 2,801.53**	
QUALCOMM INC CGMI AND/OR ITS AFFILIATES	01/27/10	02/01/10 Sold	1,200	$ 46.818	$ 39.28	$ 56,181.60	$ 47,135 40	($ 9,046.20)	ST
SYSCO CORP	02/04/10	02/16/10 Sold	2,200	27.415	27.71	60,313.88	60,961.22	647.34	ST
Total Short Term this period								**$ 33,823 23**	
Total realized gain or (loss) - this period						**$ 660,129.49**	**$ 693,952.72**	**$ 33,823 23**	
Total Long Term - year-to-date								**$ 0 00**	
Total Short Term - year-to-date								**$ 52,882 43**	
Total realized gain or (loss) - year-to-date						**$ 1,359,419.63**	**$ 1,412,302.06**	**$ 52,882.43**	

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We have available at no cost an investment advisory services disclosure document which describes our investment advisory services and those of any other investment advisors managing your account. If you would like a copy, please contact your Financial Advisor.

MorganStanley SmithBarney

Reserved Client Financial Management Account
February 1 - February 28, 2010

WILLIAMSON, MARTIN & BROOKE ***Account number 588-10652-12 493***

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Information regarding commissions and charges will be made available to you promptly upon request. Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request. ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention· Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

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GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
COVIDIEN-PLC DUBLIN-USD	01/04/10	03/02/10 Sold	400	$ 47.556	$ 50.174	$ 19,022.60	$ 20,069.34	$ 1,046.74	ST
TRANSOCEAN LTD SWITZERLAND NEW	02/23/10	03/01/10 Sold	725	84.89	80.412	61,545.25	58,297.95	(3,247.30)	ST
TRANSOCEAN LTD SWITZERLAND NEW	03/01/10	03/03/10 Sold	175	80.762	82.962	14,133.35	14,518.25	384.90	ST
	Total		**900**			**$ 75,678.60**	**$ 72,816.20**	**($ 2,862.40)**	
AETNA INC NEW	12/14/09	03/02/10 Sold	700	$ 32.768	$ 30 185	$ 22,937.60	$ 21,129.65	($ 1,807 95)	ST
AETNA INC NEW	12/14/09	03/22/10 Sold	1,100	32.768	35.052	36,044.80	38,556.71	2,511.91	ST
	12/31/09	03/22/10 Sold	200	32.35	35.052	6,470.00	7,010.31	540.31	ST
	03/09/10	03/22/10 Sold	100	31.34	35.052	3,134.00	3,505.15	371.15	ST
	Total		**2,100**			**$ 68,586 40**	**$ 70,201 82**	**$ 1,615 42**	
APACHE CORP	12/29/09	03/03/10 Sold	50	$ 105.168	$ 106.01	$ 5,258.41	$ 5,300.43	$ 42.02	ST
APACHE CORP VS HIGHEST COST	12/29/09	03/04/10 Sold	100	105.168	105.98	10,516.83	10,597.86	81.03	ST
APACHE CORP	12/29/09	03/08/10 Sold	50	105.168	106 13	5,258.42	5,306.43	48.01	ST
	Total		**200**			**$ 21,033.66**	**$ 21,204.72**	**$ 171 06**	
BP-PLC SPONS ADR	02/16/10	03/01/10 Sold	200	$ 54.90	$ 53.945	$ 10,980.00	$ 10,788.86	($ 191.14)	ST
BP PLC SPONS ADR	02/16/10	03/05/10 Sold	100	54.90	55.723	5,490.00	5,572.29	82.29	ST
	Total		**300**			**$ 16,470.00**	**$ 16,361.15**	**($ 108 85)**	

WILLIAMSON, MARTIN & BROOKE **Account number 588-10652-12 493**

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account.*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
03/01/10	CLIFFS NATURAL RESOURCES	CASH DIV ON 1400.0000 SHS X/D 02/11/10	$ 122.50		$ 122.50
03/01/10	INTEL CORP	CASH DIV ON 3000.0000 SHS X/D 02/03/10	472.50		472.50
03/02/10	CONAGRA FOODS INC	CASH DIV ON 2700.0000 SHS X/D 01/27/10	540.00		540.00
03/08/10	BP PLC SPONS ADR	CASH DIV ON 1200.0000 SHS X/D 02/17/10	1,008.00		1,008.00
03/10/10	INTL BUSINESS MACHINES CORP	CASH DIV ON 500.0000 SHS X/D 02/08/10	275.00		275.00
03/10/10	MARATHON OIL CORP	CASH DIV ON 2000 0000 SHS X/D 02/12/10	480.00		480.00
03/10/10	UNITED TECHNOLOGIES CORP	CASH DIV ON 900.0000 SHS X/D 02/17/10	382.50		382 50
03/15/10	MCDONALDS CORP	CASH DIV ON 1000.0000 SHS X/D 02/25/10	550 00		550.00
03/15/10	NEWELL RUBBERMAID INC	CASH DIV ON 4000.0000 SHS X/D 02/24/10	200 00		200.00
03/30/10	GOLDMAN SACHS GROUP INC	CASH DIV ON 400.0000 SHS X/D 02/26/10	140.00		140.00
Total qualified dividends earned			**$ 4,170.50**	**$ 0.00**	**$ 4,170.50**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
03/31/10	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 03/01/10-03/31/10 31 DAYS AVERAGE YIELD 07 %.	$ 64.01		$ 64 01
Total earnings from money fund			**$ 64.01**	**$ 0.00**	**$ 64.01**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
BANCO SANTANDER BRASIL SA ADS RPSTG 1 UNIT VERSUS PURCHASE(S)	02/16/10	03/01/10 Sold	1,000	$ 12.15	$ 11.953	$ 12,150.00	$ 11,952.84	($ 197.16)	ST
BANCO SANTANDER BRASIL SA ADS RPSTG 1 UNIT	02/08/10	03/02/10 Sold	600	11.07	11.972	6,642.00	7,183.10	541.10	ST
	Total		**1,600**			**$ 18,792.00**	**$ 19,135.94**	**$ 343.94**	
CVS CAREMARK CORP	12/14/09	03/02/10 Sold	600	$ 32.278	$ 34.516	$ 19,366.80	$ 20,709.33	$ 1,342.53	ST
CARNIVAL CORP (PAIRED STOCK)	02/26/10	03/02/10 Sold	600	35.438	36.568	21,262.80	21,940.82	678.02	ST
CARNIVAL CORP (PAIRED STOCK)	02/26/10	03/22/10 Sold	1,100	35.438	37.451	38,981.80	41,196.56	2,214.76	ST
	Total		**1,700**			**$ 60,244.60**	**$ 63,137.38**	**$ 2,892.78**	
CISCO SYS INC CGMI AND/OR ITS AFFILIATES	07/15/09	03/02/10 Sold	800	$ 19.218	$ 24.711	$ 15,374.40	$ 19,769.10	$ 4,394.70	ST
CISCO SYS INC CGMI AND/OR ITS AFFILIATES	07/15/09	03/09/10 Sold	1,700	19.218	26.062	32,670.60	44,304.84	11,634.24	ST
	01/26/10	03/09/10 Sold	200	22.658	26.062	4,531.60	5,212.33	680.73	ST
	Total		**2,700**			**$ 52,576.60**	**$ 69,286.27**	**$ 16,709.67**	
CLIFFS NATURAL RESOURCES VS HIGHEST COST	01/22/10	03/01/10 Sold	350	$ 43.063	$ 58.702	$ 15,072.26	$ 20,545.75	$ 5,473.49	ST
CLIFFS NATURAL RESOURCES	01/22/10	03/05/10 Sold	100	43.063	59.672	4,306.36	5,967.17	1,660.81	ST
CLIFFS NATURAL RESOURCES	01/22/10	03/12/10 Sold	600	43.063	64.204	25,838.16	38,521.97	12,683.81	ST
	01/27/10	03/12/10 Sold	200	40.894	64.204	8,178.80	12,840.65	4,661.85	ST
	Total		**1,250**			**$ 53,395.58**	**$ 77,875 54**	**$ 24,479 96**	
CURRENCYSHARES CDN DLR TR CDN DOLLAR SHS	02/01/10	03/01/10 Sold	1,100	$ 93.716	$ 95.663	$ 103,088.15	$ 105,228.29	$ 2,140.14	ST
	02/02/10	03/01/10 Sold	100	93.97	95.663	9,397.00	9,566.21	169.21	ST
	Total		**1,200**			**$ 112,485.15**	**$ 114,794.50**	**$ 2,309.35**	
GOLDMAN SACHS GROUP INC	12/11/09	03/02/10 Sold	120	$ 167.39	$ 157.082	$ 20,086.80	$ 18,849.66	($ 1,237.14)	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
GOLDMAN SACHS GROUP INC	12/11/09	03/22/10 Sold	280	$ 167 39	$ 175.63	$ 46,869 20	$ 49,175.77	$ 2,306.57	ST
	Total		**400**			**$ 66,956 00**	**$ 68,025 43**	**$ 1,069 43**	
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	12/31/09	03/02/10 Sold	20	$ 624.75	$ 536.282	$ 12,495.00	$ 10,725.51	($ 1,769.49)	ST
GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	12/31/09	03/22/10 Sold	80	624 75	557 31	49,980 00	44,584.23	(5,395 77)	ST
	01/22/10	03/22/10 Sold	10	557 13	557 31	5,571.30	5,573.03	1.73	ST
	Total		**110**			**$ 68,046 30**	**$ 60,882 77**	**($ 7,163 53)**	
INTL BUSINESS MACHINES CORP	12/30/08	03/02/10 Sold	150	$ 83 074	$ 128 908	$ 12,461.10	$ 19,336 06	$ 6,874 96	LT
ISHARES COMEX GOLD TRUST	02/16/10	03/01/10 Sold	700	109 535	109 698	76,674.78	76,787 62	112.84	ST
	03/01/10	03/01/10 Sold	300	109 546	109.698	32,863 95	32,908 98	45 03	ST
	Total		**1,000**			**$ 109,538 73**	**$ 109,696.60**	**$ 157 87**	
ISHARES MSCI CANADA INDEX FUND	02/18/10	03/01/10 Sold	3,000	$ 26.17	$ 26.392	$ 78,510 00	$ 79,176.49	$ 666 49	ST
KRAFT FOODS INC CLASS A VS HIGHEST COST	02/08/10	03/01/10 Sold	100	28.48	28.712	2,848 00	2,871 16	23.16	ST
	02/19/10	03/01/10 Sold	400	28 997	28 712	11,598 80	11,484.65	(114.15)	ST
KRAFT FOODS INC CLASS A	02/08/10	03/05/10 Sold	400	28 48	29.20	11,392.00	11,680.05	288 05	ST
	Total		**900**			**$ 25,838.80**	**$ 26,035.86**	**$ 197 06**	
MARATHON OIL CORP	12/31/09	03/02/10 Sold	700	$ 31 60	$ 29 366	$ 22,120.00	$ 20,555 93	($ 1,564 07)	ST
MCDONALDS CORP	02/04/10	03/04/10 Sold	175	64 228	63 72	11,239.90	11,150 85	(89 05)	ST
MCDONALDS CORP	02/04/10	03/08/10 Sold	75	64.228	65.45	4,817 10	4,908 68	91.58	ST
	Total		**250**			**$ 16,057.00**	**$ 16,059.53**	**$ 2 53**	
METLIFE INC VS HIGHEST COST	09/22/09	03/04/10 Sold	300	$ 38 71	$ 36.92	$ 11,613 00	$ 11,075 85	($ 537 15)	ST

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
METLIFE INC VS HIGHEST COST	09/22/09	03/05/10 Sold	300	$ 38.71	$ 38.811	$ 11,613.00	$ 11,643.30	$ 30.30	ST
METLIFE INC	09/22/09	03/08/10 Sold	600	38.71	40.643	23,226.00	24,385.97	1,159 97	ST
	11/04/09	03/08/10 Sold	300	34 25	40.643	10,275.00	12,192.98	1,917 98	ST
	11/16/09	03/08/10 Sold	200	35.40	40 643	7,080.00	8,128.66	1,048.66	ST
	Total		**1,700**			**$ 63,807.00**	**$ 67,426.76**	**$ 3,619.76**	
NATIONAL OILWELL VARCO INC	12/11/09	03/01/10 Sold	1,100	$ 43.66	$ 43.641	$ 48,026.00	$ 48,004.93	($ 21.07)	ST
NEWELL RUBBERMAID INC	12/14/09	03/02/10 Sold	1,000	15.067	13.851	15,067.70	13,851.72	(1,215.98)	ST
NEWELL RUBBERMAID INC	12/14/09	03/10/10 Sold	3,000	15 067	15.08	45,203.10	45,239 42	36.32	ST
	Total		**4,000**			**$ 60,270.80**	**$ 59,091.14**	**($ 1,179 66)**	
OMNICOM GROUP INC VS HIGHEST COST	01/29/10	03/01/10 Sold	100	$ 36.12	$ 37.713	$ 3,612.00	$ 3,771.32	$ 159.32	ST
	02/23/10	03/01/10 Sold	200	36.98	37.713	7,396.00	7,542.64	146.64	ST
OMNICOM GROUP INC	01/29/10	03/02/10 Sold	500	36.12	37.934	18,060.00	18,966.75	906.75	ST
OMNICOM GROUP INC	01/29/10	03/22/10 Sold	1,000	36 12	39.131	36,120.00	39,131.30	3,011.30	ST
	02/16/10	03/22/10 Sold	100	35.896	39.131	3,589.66	3,913.13	323.47	ST
	Total		**1,900**			**$ 68,777 66**	**$ 73,325.14**	**$ 4,547.48**	
P G & E CORPORATION	02/19/10	03/02/10 Sold	400	$ 43.248	$ 42.752	$ 17,299.40	$ 17,100.94	($ 198.46)	ST
P G & E CORPORATION	02/19/10	03/22/10 Sold	1,000	43.248	43.083	43,248.50	43,083.15	(165.35)	ST
	Total		**1,400**			**$ 60,547 90**	**$ 60,184 09**	**($ 363 81)**	
PHILIP MORRIS INTL INC	05/04/09	03/05/10 Sold	200	$ 37.679	$ 51.004	$ 7,535 98	$ 10,200 67	$ 2,664.69	ST
SPDR S&P 500ETF TRUST	03/11/10	03/16/10 Sold	1,000	115.157	116.073	115,157.00	116,071.52	914 52	ST

Ref 00001248 00030469

MorganStanley SmithBarney

Reserved Client Financial Management Account
March 1 - March 31, 2010

WILLIAMSON, MARTIN & BROOKE ***Account number 588-10652-12 493***

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)
SPDR GOLD TR GOLD SHS VS HIGHEST COST	01/05/10	03/01/10 Sold	200	$ 110 077	$ 109.621	$ 22,015.46	$ 21,923.92	($ 91 54) ST
TOLL BROS INC	02/02/10	03/01/10 Sold	3,000	19 15	19 043	57,450 00	57,128 27	(321 73) ST
UNITED TECHNOLOGIES CORP	12/11/09	03/02/10 Sold	250	68 978	69.912	17,244 50	17,478 00	233.50 ST
VERIZON COMMUNICATIONS VS HIGHEST COST	12/11/09	03/02/10 Sold	700	33 72	29 05	23,604 00	20,334 74	(3,269 26) ST
WELLPOINT INC	02/18/10	03/01/10 Sold	1,100	59.30	62.752	65,230 00	69,026 54	3,796 54 ST
WELLPOINT INC	03/02/10	03/19/10 Sold	650	61 999	64.768	40,299.94	42,098.99	1,799.05 ST
	03/05/10	03/19/10 Sold	50	61 70	64.768	3,085 00	3,238 38	153 38 ST
	Total		**1,800**			**$ 108,614 94**	**$ 114,363 91**	**$ 5,748 97**
Total Long Term this period								**$ 6,874 96**
Total Short Term this period								**$ 53,787 83**
Total realized gain or (loss) - this period						**$ 1,570,231.16**	**$ 1,630,893.95**	**$ 60,662.79**
Total Long Term - year-to-date								**$ 6,874 96**
Total Short Term - year-to-date								**$ 106,670 26**
Total realized gain or (loss) - year-to-date						**$ 2,929,650.79**	**$ 3,043,196.01**	**$ 113,545.22**

Please notify your Financial Advisor if you would like to impose any reasonable restrictions on the management of your account, or if there have been any changes in your financial situation, investment objectives, requested restrictions or other instructions which might affect the services to be provided to you or the manner in which your assets should be invested.

We have available at no cost an investment advisory services disclosure document which describes our investment advisory services and those of any other investment advisors managing your account If you would like a copy, please contact your Financial Advisor

GAIN/LOSS DETAILS

Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. Absent specific instructions from you, trades are allocated using the FIFO (first-in/first-out) method. Day traders should therefore not rely on this section for day trading results. Your reinvestment activity has been summarized. Single lines have been designated to distinguish Short-term (ST) or Long-term (LT) information. Detailed information will be available at year-end in your 1099 Year-end summary.

Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
COVIDIEN PLC DUBLIN-USD	01/04/10	04/08/10 Sold	800	$ 47.556	$ 49.453	$ 38,045.20	$ 39,561.73	$ 1,516.53	ST
ANGLO AMERICAN PLC ADR CGMI AND/OR ITS AFFILIATES FIGURED TO S/D 04-16-10 TRADE AS OF 04/13/10	04/01/10	04/13/10 Sold	2,000	22.52	22.56	45,040 00	45,119.23	79.23	ST
BB&T CORP	04/26/10	04/29/10 Sold	1,200	34.48	33.642	41,376.00	40,370.43	(1,005.57)	ST
	04/27/10	04/29/10 Sold	200	33.06	33.642	6,612.00	6,728.41	116.41	ST
	Total		**1,400**			**$ 47,988.00**	**$ 47,098.84**	**($ 889.16)**	
BP PLC SPONS ADR	02/16/10	04/20/10 Sold	900	$ 54.90	$ 60.54	$ 49,410.00	$ 54,485.16	$ 5,075.16	ST
BANCO SANTANDER BRASIL SA ADS RPSTG 1 UNIT	02/08/10	04/22/10 Sold	3,400	11.07	11.536	37,638.00	39,222.41	1,584.41	ST
CURRENCYSHARES CDN DLR TR CDN DOLLAR SHS	03/22/10	04/28/10 Sold	700	97.414	98.342	68,189.80	68,838.86	649.06	ST
DUKE ENERGY CORP (HOLDING COMPANY) NEW	04/01/10	04/07/10 Sold	2,600	16.399	16.46	42,639.74	42,795.53	155.79	ST
HEWLETT PACKARD CO	03/26/10	04/20/10 Sold	800	53.41	53.80	42,728.00	43,039.27	311.27	ST
ISHARES TRFTSE XINHUA HK CHINA 25 INDEX	03/26/10	04/30/10 Sold	1,100	40.738	41.233	44,811.80	45,355.53	543 73	ST
	04/08/10	04/30/10 Sold	100	43.878	41.233	4,387 85	4,123.23	(264.62)	ST
	Total		**1,200**			**$ 49,199.65**	**$ 49,478.76**	**$ 279.11**	
ISHARES MSCI EMERGING MKTS INDEX FD	03/29/10	04/16/10 Sold	1,400	$ 41.53	$ 43.24	$ 58,142 00	$ 60,534.98	$ 2,392.98	ST
	04/01/10	04/16/10 Sold	200	43.008	43.24	8,601.70	8,647.85	46.15	ST
	Total		**1,600**			**$ 66,743 70**	**$ 69,182.83**	**$ 2,439.13**	

Money fund activity *continued*

Date	Activity	Description	Amount
04/19/10	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	37,517.18
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	65 13
		Closing balance	**$ 1,366,878 07**

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
04/05/10	OMNICOM GROUP INC	CASH DIV ON 1100 0000 SHS X/D 03/03/10	$ 220 00		$ 220.00
04/09/10	PHILIP MORRIS INTL INC	CASH DIV ON 1000 0000 SHS X/D 03/23/10	580 00		580 00
04/14/10	KRAFT FOODS INC CLASS A	CASH DIV ON 1600 0000 SHS X/D 03/29/10	464 00		464 00
Total qualified dividends earned			**$ 1,264 00**	**$ 0 00**	**$ 1,264 00**

Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
04/12/10	SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	CASH DIV ON 1100 0000 SHS X/D 04/01/10	$ 359 04		$ 359 04
04/16/10	TRANSAMERICA SHORT-TERM BOND CL A	CASH DIV ON 9615.3850 SHS	352 30		352 30
Total other dividends earned			**$ 711 34**	**$ 0 00**	**$ 711.34**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
04/30/10	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 04/01/10-05/02/10 32 DAYS AVERAGE YIELD 06 %	$ 65 13		$ 65 13
Total earnings from money fund			**$ 65 13**	**$ 0 00**	**$ 65 13**

Other income

Date	Description	Comment	Amount
04/20/10	TRANSAMERICA SHORT-TERM BOND CL A	MUTUAL FUND FEE CREDIT	$ 13 71
Total other income			**$ 13.71**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
ISHARES TR MSCI EAFE INDEX FD	03/24/10	04/08/10 Sold	1,100	$ 54 917	$ 56 322	$ 60,408 70	$ 61,953 15	$ 1.544 45	ST
NEWMONT MINING CORP	04/05/10	04/28/10 Sold	850	53 37	53 814	45 364.50	45 741 12	376 62	ST
SPDR GOLD TR GOLD SHS VERSUS PURCHASE(S)	01/05/10	04/19/10 Sold	100	110.077	111 061	11.007 73	11.105.96	98.23	ST
	02/02/10	04/19/10 Sold	100	108 777	111 061	10.877.75	11.105.96	228 21	ST
	Total		**200**			**$ 21,885 48**	**$ 22,211 92**	**$ 326 44**	
SPDR SERIES TR BARCLAYS HIGH YIELD BD ETF	03/08/10	04/07/10 Sold	1.100	$ 39 279	$ 39 48	$ 43.207.89	$ 43,427 26	$ 219 37	ST
SANOFI-AVENTIS SPONS ADR	03/11/10	04/06/10 Sold	1.200	37 837	36.47	45 405.00	43.763 26	(1.641 74)	ST
STATE STREET CORP	04/16/10	04/30/10 Sold	1,000	46 159	43 994	46,159 90	43 993 25	(2.166 65)	ST
VERIZON COMMUNICATIONS	12/11/09	04/15/10 Sold	1.300	33.72	29 81	43 836 00	38,752 34	(5.083 66)	ST
	02/16/10	04/15/10 Sold	200	29 157	29.81	5,831.40	5,961.90	130 50	ST
	Total		**1,500**			**$ 49,667 40**	**$ 44,714 24**	**($ 4,953 16)**	
Total Short Term this period								**$ 4,905 86**	
Total realized gain or (loss) - this period						**$ 799,720 96**	**$ 804,626 82**	**$ 4,905 86**	
Total Long Term - year-to-date								**$ 6,874 96**	
Total Short Term - year-to-date								**$ 111,576 12**	
Total realized gain or (loss) - year-to-date						**$ 3,729,371.75**	**$ 3,847,822 83**	**$ 118,451 08**	

Please notify your Financial Advisor if you would like to impose any reasonable restrictions on the management of your account, or if there have been any changes in your financial situation, investment objectives, requested restrictions or other instructions which might affect the services to be provided to you or the manner in which your assets should be invested

We have available at no cost an investment advisory services disclosure document which describes our investment advisory services and those of any other investment advisors managing your account. If you would like a copy, please contact your Financial Advisor

Certain securities listed above have been designated by you and your portfolio manager as not subject to the terms of the Investment Agreement governing this Account ("Securities Not Managed"). Accordingly, your portfolio manager will neither exercise his or her discretion over your Account to sell the Securities Not Managed, nor recommend this course of action to you. As a result, unlike the managed securities in your account, you are responsible for initiating discussions and activity relating to the Securities Not Managed In addition, the Securities Not Managed have been excluded for the purposes of fee calculation and reporting of account performance (Monitors), but are included in the "Total Net Value" of your portfolio

In accordance with securities regulations, Morgan Stanley Smith Barney may not make any recommendations concerning common stocks, warrants, and convertible securities issued by Citigroup Inc or Morgan Stanley & Co. Incorporated, or any of their subsidiaries and certain other companies that have a controlling interest in Morgan Stanley Smith Barney Thus, Morgan Stanley Smith Barney as your portfolio manager may neither exercise discretion over your account to sell these securities, nor recommend this course of action to you. As a result, unlike the other positions in your account, you are responsible for initiating discussions and activity relating to these securities. These securities are included in investment performance unless you instruct your Morgan Stanley Smith Barney portfolio manager not to include them.

Information regarding commissions and charges will be made available to you promptly upon request Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc. A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017.*

Copies of this statement have also been sent to:

JOHN WILLIAMSON, JR

THOMAS M. PRICE

GAIN/LOSS DETAILS

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Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
APPLE INC CGMI AND/OR ITS AFFILIATES FULL PRICE IS 250 55008800	05/24/10	05/26/10 Sold	170	$ 250 179	$ 250 55	$ 42,530 58	$ 42,592 79	$ 62 21	ST
BB&T CORP	05/21/10	05/25/10 Sold	1,400	30 827	29 11	43,158 50	40,753 31	(2,405 19)	ST
CATERPILLAR INC	05/04/10	05/11/10 Sold	700	66 898	66.90	46,828.60	46,829 20	60	ST
CATERPILLAR INC	05/20/10	05/21/10 Sold	800	58.904	59 234	47,123 20	47,386 39	263 19	ST
	Total		**1,500**			**$ 93,951 80**	**$ 94,215 59**	**$ 263 79**	
CELGENE CORP CGMI AND/OR ITS AFFILIATES	05/14/10	05/24/10 Sold	700	$ 59 369	$ 55.35	$ 41,558 94	$ 38,744 41	($ 2,814 53)	ST
EOG RESOURCES INC	05/20/10	05/26/10 Sold	500	98 826	100.22	49,413.00	50,109 15	696 15	ST
EXXON MOBIL CORP VS HIGHEST COST	03/22/10	05/28/10 Sold	50	66 678	60.982	3,333 93	3,049 09	(284 84)	ST
	04/20/10	05/28/10 Sold	150	69 007	60 982	10,351 07	9,147 28	(1,203 79)	ST
	Total		**200**			**$ 13,685 00**	**$ 12,196 37**	**($ 1,488 63)**	
FREEPORT MCMORAN COPPER & GOLD CL B	05/04/10	05/13/10 Sold	600	$ 70 291	$ 72 768	$ 42,174 60	$ 43,660 24	$ 1,485 64	ST
GOLDMAN SACHS GROUP INC	05/14/10	05/18/10 Sold	400	142 638	139 135	57,055 36	55,653 37	(1,401 99)	ST
ISHARES COMEX GOLD TRUST	05/07/10	05/13/10 Sold	500	117 494	121.655	58,747 00	60,826 87	2,079 87	ST
ISHARES MSCI AUSTRALIA INDEX FUND	03/26/10	05/06/10 Sold	2,500	23 939	21.31	59,849 75	53,274.10	(6,575 65)	ST
	04/01/10	05/06/10 Sold	300	24 368	21 31	7,310 55	6,392 89	(917 66)	ST
	Total		**2,800**			**$ 67,160 30**	**$ 59,666 99**	**($ 7,493 31)**	

WILLIAMSON, MARTIN & BROOKE   Account number 588-10652-12 493

EARNINGS DETAILS

The tax status of earnings is reliable to the best of our knowledge. ***Taxable*** *and* ***non-taxable*** *designations refer to the federal income tax status of your securities, not of your account*

Qualified dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
05/03/10	VERIZON COMMUNICATIONS	CASH DIV ON 1500.0000 SHS X/D 04/07/10	$ 712.50		$ 712 50
05/04/10	CVS CAREMARK CORP	CASH DIV ON 1400 0000 SHS X/D 04/21/10	122.50		122.50
05/21/10	APACHE CORP	CASH DIV ON 450 0000 SHS X/D 04/20/10	67.50		67 50
Total qualified dividends earned			**$ 902 50**	**$ 0.00**	**$ 902.50**

Other dividends

Date	Description	Comment	Taxable	Non-taxable	Amount
05/17/10	TRANSAMERICA SHORT-TERM BOND CL A	CASH DIV ON 9615 3850 SHS	$ 339 77		$ 339 77
05/21/10	TRANSAMERICA SHORT-TERM BOND CL A	CASH DIV ON 9615.3850 SHS RECORD 04/15/10 PAY 05/17/10	32.72		32 72
Total other dividends earned			**$ 372 49**	**$ 0.00**	**$ 372.49**

Money fund earnings

Date	Description	Comment	Taxable	Non-taxable	Amount
05/28/10	WESTERN ASSET MONEY MARKET FUND CLASS A	REINVESTED FOR PERIOD 05/03/10-05/31/10 29 DAYS AVERAGE YIELD .06 %.	$ 69 05		$ 69 05
Total earnings from money fund			**$ 69.05**	**$ 0.00**	**$ 69.05**

Other income

Date	Description	Comment	Amount
05/17/10	TRANSAMERICA SHORT-TERM BOND CL A	MUTUAL FUND FEE CREDIT	$ 20 63
Total other income			**$ 20.63**

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
ISHARES MSCI CANADA INDEX FUND	03/08/10	05/05/10 Sold	1,600	$ 27.448	$ 27.09	$ 43,917.60	$ 43,343.26	($ 574.34)	ST
	03/26/10	05/05/10 Sold	200	27.356	27.09	5,471.20	5,417.91	(53.29)	ST
	04/08/10	05/05/10 Sold	200	28.447	27.09	5,689 50	5,417.91	(271.59)	ST
	Total		**2,000**			**$ 55,078 30**	**$ 54,179 08**	**($ 899 22)**	
ISHARES MSCI SOUTH KOREA INDEX FUND	04/05/10	05/06/10 Sold	1,000	$ 52.167	$ 47.693	$ 52,167.00	$ 47,692.49	($ 4,474 51)	ST
	04/08/10	05/06/10 Sold	200	52.058	47.693	10,411.70	9,538.50	(873.20)	ST
	Total		**1,200**			**$ 62,578 70**	**$ 57,230.99**	**($ 5,347.71)**	
KOHLS CORP	05/07/10	05/17/10 Sold	1,000	$ 53.962	$ 53.146	$ 53,962.00	$ 53,145.10	($ 816.90)	ST
MARATHON OIL CORP	12/31/09	05/07/10 Sold	1,300	31.60	30.469	41,080.00	39,610.19	(1,469 81)	ST
	02/16/10	05/07/10 Sold	200	29.559	30.469	5,911.98	6,093.88	181 90	ST
	Total		**1,500**			**$ 46,991 98**	**$ 45,704.07**	**($ 1,287 91)**	
CALL MCD JUN 10 @ 70.00 MCDONALDS CORP 100 SHS EXP 06/19/2010	04/22/10	05/21/10 Bot close	-7	$ .77	$ 1.70	$ 539.00	$ 1,189.97	$ 650.97	ST
NEWMONT MINING CORP	05/21/10	05/28/10 Sold	800	52 058	54.162	41,646 64	43,328.86	1,682.22	ST
PHILIP MORRIS INTL INC	05/04/09	05/26/10 Sold	1,000	37.679	44.033	37,679.90	44,032 25	6,352.35	LT
CALL PM JUN 10 @ 47.00 PHILIP MORRIS INTL INC 100 SHS EXP 06/19/2010	05/11/10	05/20/10 Bot close	-10	.84	2.14	840 00	2,139.96	1,299.96	ST

Ref 00000920 00006184

MorganStanley SmithBarney

Reserved Client
Financial Management Account
May 1 - May 30, 2010

WILLIAMSON, MARTIN & BROOKE ***Account number 588-10652-12 493***

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
VALERO ENERGY CORP-NEW	05/21/10	05/27/10 Sold	2,300	$ 17.958	$ 18.392	$ 41,303 40	$ 42,302 03	$ 998.63	ST
Total Long Term this period								**$ 6,352 35**	
Total Short Term this period								**($ 14,735 95)**	
Total realized gain or (loss) - this period						**$ 850,055.00**	**$ 841,671.40**	**($ 8,383 60)**	
Total Long Term - year-to-date								**$ 13,227 31**	
Total Short Term - year-to-date								**$ 96,840 17**	
Total realized gain or (loss) - year-to-date						**$ 4,579,426 75**	**$ 4,689,494 23**	**$ 110,067 48**	

Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions

For a copy of the applicable SEC Form ADV Disclosure Document for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor These Disclosure Documents contain important information about advisory programs.

Certain securities listed above have been designated by you and your portfolio manager as not subject to the terms of the Investment Agreement governing this Account ("Securities Not Managed"). Accordingly, your portfolio manager will neither exercise his or her discretion over your Account to sell the Securities Not Managed, nor recommend this course of action to you As a result, unlike the managed securities in your account, you are responsible for initiating discussions and activity relating to the Securities Not Managed In addition, the Securities Not Managed have been excluded for the purposes of fee calculation and reporting of account performance (Monitors), but are included in the "Total Net Value" of your portfolio

In accordance with securities regulations, Morgan Stanley Smith Barney may not make any recommendations concerning common stocks, warrants, and convertible securities issued by Citigroup Inc. or Morgan Stanley & Co Incorporated, or any of their subsidiaries and certain other companies that have a controlling interest in Morgan Stanley Smith Barney Thus, Morgan Stanley Smith Barney as your portfolio manager may neither exercise discretion over your account to sell these securities, nor recommend this course of action to you As a result, unlike the other positions in your account, you are responsible for initiating discussions and activity relating to these securities These securities are included in investment performance unless you instruct your Morgan Stanley Smith Barney portfolio manager not to include them

Information regarding commissions and charges will be made available to you promptly upon request Please advise Morgan Stanley Smith Barney of any material change in your financial objectives or financial situation. All checks written and deposited to your account must be made payable to Citigroup Global Markets Inc A financial statement of Citigroup Global Markets Inc. is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request ***If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact Citigroup Global Markets Inc. at 212-723-9903 and the Manager of the branch servicing your account (see page 1 of statement for address and phone number).*** *To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communication in writing to Morgan Stanley Smith Barney, Attention Early Dispute Resolution Group, 485 Lexington Avenue, 14th Floor, New York, NY 10017*

Copies of this statement have also been sent to:
JOHN WILLIAMSON, JR
THOMAS M PRICE

73