Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
B. ROBERT WILLIAMSON, JR. FOUNDATION
C/O CHILTON PRIVATE CLIENTS, LLC

A Employer identification number
45-5374818

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

Room/suite

B Telephone number
646-443-7864

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022-7407

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 715,483.

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

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

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

			(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	679,746.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	625.	625.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	135.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 61,545.				
	7	Capital gain net income (from Part IV, line 2)		41,334.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	16,545.	<71.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	697,051.	41,888.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	5,300.	0.		5,300.
	c	Other professional fees STMT 5	6,177.	177.		6,000.
	17	Interest				
	18	Taxes STMT 6	17.	17.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,602.	0.		2,602.
	22	Printing and publications				
	23	Other expenses STMT 7	41,224.	0.		41,224.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,320.	194.		55,126.
	25	Contributions, gifts, grants paid	21,000.			21,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	76,320.	194.		76,126.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	620,731.			
	b	**Net investment income** (if negative, enter -0-)		41,694.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2013)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	62,810.	534,071.	534,071.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations STMT 8	0.	20,014.	20,014.
	b	Investments - corporate stock STMT 9	19,129.	140,213.	140,213.
	c	Investments - corporate bonds STMT 10	0.	21,185.	21,185.
	11	Investments - land buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment. basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	81,939.	715,483.	715,483.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	81,939.	715,483.	
	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			
	30	**Total net assets or fund balances**	81,939.	715,483.	
	31	**Total liabilities and net assets/fund balances**	81,939.	715,483.	

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	81,939.
2	Enter amount from Part I, line 27a	2	620,731.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	12,813.
4	Add lines 1, 2, and 3	4	715,483.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	715,483.

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	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SALE OF PUBLICLY TRADED SECURITIES (SEE			
c	ATTACHMENT B)	P	VARIOUS	VARIOUS
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	10,653.		10,394.	259.
b				
c	50,892.		9,817.	41,075.
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				259.
b				
c				41,075.
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 41,334.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	10,759.	13,906.	.773695
2011			
2010			
2009			
2008			

2	Total of line 1, column (d)	2	.773695
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	.773695
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	369,690.
5	Multiply line 4 by line 3	5	286,027.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	417.
7	Add lines 5 and 6	7	286,444.
8	Enter qualifying distributions from Part XII, line 4	8	76,126.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	834.
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	834.
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	834.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	19.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	853.
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 2014 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 instructions for the 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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 instructions) ▶ NY			
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.BRWJRFOUNDATION.ORG

14 The books are in care of ▶ CAROLINE WILLIAMSON, PRESIDENT Telephone no ▶646-443-7864

Located at ▶C/O CHILTON PRIVATE CLIENTS, LLC, 300 PARK AVENUE ZIP+4 ▶10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)* 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 2013?	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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 (No)

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.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	50,284.
b	Average of monthly cash balances			1b	325,036.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	375,320.
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	375,320.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	5,630.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	369,690.
6	**Minimum investment return.** Enter 5% of line 5			6	18,485.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	18,485.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	834.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	834.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	17,651.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	17,651.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	17,651.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	76,126.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	76,126.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	76,126.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					17,651.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012	10,346.				
f **Total** of lines 3a through e		10,346.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 76,126.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions) **		4,000.			
d Applied to 2013 distributable amount					17,651.
e Remaining amount distributed out of corpus		54,475.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		68,821.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		4,000.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		64,821.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	6,346.				
e Excess from 2013	58,475.				

** SEE STATEMENT 13

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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*				
INWOOD HOUSE 80 MAIDEN LANE NEW YORK, NY 10038	NONE	PC	COLLABORATION OF ADAPTIVE LEADERSHIP	7,000.
NEW LIFE OF NEW YORK CITY 66 CLINTON STREET NEW YORK, NY 10002	NONE	PC	COLLABORATION OF ADAPTIVE LEADERSHIP	7,000.
THE NEW YORK BOTANICAL GARDEN, EDUCATION DIVISION 2900 SOUTHERN BLVD. BRONX, NY 10458	NONE	PC	TRAINING AND EDUCATION OF MANAGERS	7,000.
Total			▶ 3a	21,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	625.	
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			18	<71.>	
8 Gain or (loss) from sales of assets other than inventory			18	135.	
9 Net income or (loss) from special events			01	<15,006.>	
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.		<14,317.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <14,317.>

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Caroline Williamson | 5/12/14 ▶ Executive Director

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY, CPA		5/11/14		P00234022

Firm's name ▶ O'CONNOR DAVIES, LLP | Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE
NEW YORK, NY 10022 | Phone no (212)286-2600

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990***

OMB No 1545-0047

2013

Name of the organization
B. ROBERT WILLIAMSON, JR. FOUNDATION
C/O CHILTON PRIVATE CLIENTS, LLC

Employer identification number
45-5374818

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
B. ROBERT WILLIAMSON, JR. FOUNDATION C/O CHILTON PRIVATE CLIENTS, LLC	45-5374818

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALEX ROBERTSON 101 PARK AVENUE FLOOR 48 NEW YORK, NY 10178-4799	$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	ANN COLLEY 1251 AVENUE OF THE AMERICAS FLOOR 17 NEW YORK, NY 10020-1104	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	ARTHUR T. WILLIAMS III 812 PARK AVENUE APT 11C NEW YORK, NY 10021-2759	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	BLANCHE BACON 2200 WHITE OAK ROAD RALEIGH, NC 27608-1454	$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	CAROLINE WILLIAMSON 1148 FIFTH AVENUE NEW YORK, NY 10128-0807	$ 10,036.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	CHARLES ANDERSON 1088 PARK AVENUE APT 12F NEW YORK, NY 10128-1132	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
B. ROBERT WILLIAMSON, JR. FOUNDATION C/O CHILTON PRIVATE CLIENTS, LLC	45-5374818

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CHARLES COLEMAN III 101 PARK AVENUE NEW YORK, NY 10178-0001	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8	CHARLES MCLENDON 49 LAURENS STREET CHARLESTON, SC 29401-1562	$ 5,914.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
9	CHILTON INVESTMENT CO., LLC. 1290 EAST MAIN STREET STAMFORD, CT 06902-3555	$ 251,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
10	CHRIS SHUMWAY 100 WEST PUTNAM AVENUE GREENWICH, CT 06830-5361	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
11	CRAIG HUFF 993 5TH AVENUE, FLOOR 6 NEW YORK, NY 10028-0105	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
12	DAVID & SUSAN SAUNDERS 180 PEAR TREE POINT ROAD DARIEN, CT 06820-5821	$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
B. ROBERT WILLIAMSON, JR. FOUNDATION C/O CHILTON PRIVATE CLIENTS, LLC	45-5374818

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	DAVID JOHNSON JR. 5 WEST 86TH STREET NEW YORK, NY 10024-3603	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14	FRANK PORCELLI 27 RUNNING CEDAR ROAD PRINCETON, NJ 08540-7561	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	JACK HSIEH 115 CENTRAL PARK WEST, APT 5C NEW YORK, NY 10023-4198	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16	JAMES L. JOHNSON 14 EAST 90TH STREET, APT 2CD NEW YORK, NY 10128-0671	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
17	JOHN W. BURRESS III 380 KNOLLWOOD STREET, SUITE 610 WINSTON-SALEM, NC 27103-1862	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
18	JONATHAN M. WAINWRIGHT 100 MAIDEN LANE NEW YORK, NY 10038-4818	$ 5,481.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
B. ROBERT WILLIAMSON, JR. FOUNDATION C/O CHILTON PRIVATE CLIENTS, LLC	45-5374818

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	JULIAN SPENCER ROBERTSON 44 SIDNEY PLACE BROOKLYN, NY 11201-4607	$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
20	LEE AND ELIZABETH AINSLIE 300 CRESCENT COURT,18TH FLOOR SPRINGFIELD, TX 75201-1876	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
21	M. DAVID SHERRILL 255 WEST 88TH STREET NEW YORK, NY 10024-1716	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
22	MARTIN HORNER 139 EAST 94TH ST. #6A NEW YORK, NY 10128-1761	$ 10,054.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
23	PAT MCCORMACK 891 FAIRFIELD BEACH ROAD FAIRFIELD, CT 06824-6512	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
24	PETER & EADDO KIERNAN 428 ROUND HILL ROAD GREENWICH, CT 06831-2639	$ 5,129.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization

B. ROBERT WILLIAMSON, JR. FOUNDATION
C/O CHILTON PRIVATE CLIENTS, LLC

Employer identification number

45-5374818

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	THE BRIAR FOUNDATION 32 BONNIE BRIAR LANE LARCHMONT, NY 10538-1349	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
26	THE GRIFFIN FOUNDATION 660 MADISON AVENUE NEW YORK, NY 10021-8405	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
27	TOM WALL 1105 PARK AVENUE,APT 13A NEW YORK, NY 10128-1200	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
28	WILLIAM H. WALTON III ONE INDEPENDENT DRIVE, SUITE 1600 JACKSONVILLE, FL 32202-5018	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
29	WYNDHAM ROBERTSON 520 HOOPER LANE CHAPEL HILL, NC 27514-3836	$ 13,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
30	ZACK BACON 1251 AVENUE OF THE AMERICAS, FLOOR 17 NEW YORK, NY 10020-1104	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
B. ROBERT WILLIAMSON, JR. FOUNDATION C/O CHILTON PRIVATE CLIENTS, LLC	45-5374818

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	ZACK H. BACON JR. 2200 WHITE OAK ROAD RALEIGH, NC 27608-1454	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

B. ROBERT WILLIAMSON, JR. FOUNDATION
C/O CHILTON PRIVATE CLIENTS, LLC

Employer identification number

45-5374818

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	781 SHARES OF BNCN	$ 10,036.	09/05/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	82 SHARES OF YUM	$ 5,914.	09/26/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
22	262 SHARES OF KO	$ 10,054.	09/05/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
24	65 SHARES OF NEE	$ 5,129.	06/10/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
B. ROBERT WILLIAMSON, JR. FOUNDATION C/O CHILTON PRIVATE CLIENTS, LLC	45-5374818

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once.) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,653.	10,394.	0.	0.	259.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PUBLICLY TRADED SECURITIES (SEE ATTACHMENT B)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,892.	51,016.	0.	0.	<124.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	135.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET	625.	0.	625.	625.	
TO PART I, LINE 4	625.	0.	625.	625.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CURRENCY TRANSLATION LOSS	<71.>	<71.>	
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	16,616.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,545.	<71.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	5,300.	0.		5,300.
TO FORM 990-PF, PG 1, LN 16B	5,300.	0.		5,300.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VOLUNTEER CONSULTING GROUP	6,000.	0.		6,000.
INVESTMENT MANAGEMENT FEES	177.	177.		0.
TO FORM 990-PF, PG 1, LN 16C	6,177.	177.		6,000.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	17.	17.		0.
TO FORM 990-PF, PG 1, LN 18	17.	17.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	2,024.	0.		2,024.
BANK AND CREDIT CARD FEES	1,059.	0.		1,059.
DUES AND SUBSRIPTIONS	1,478.	0.		1,478.
COMPUTER AND WEBSITE EXPENSES	4,981.	0.		4,981.
FILING FEES	60.	0.		60.
SPECIAL EVENTS	31,622.	0.		31,622.
TO FORM 990-PF, PG 1, LN 23	41,224.	0.		41,224.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS (SEE ATTACHMENT A)	X		20,014.	20,014.
TOTAL U.S. GOVERNMENT OBLIGATIONS			20,014.	20,014.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			20,014.	20,014.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE ATTACHMENT A)	140,213.	140,213.
TOTAL TO FORM 990-PF, PART II, LINE 10B	140,213.	140,213.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHMENT A)	21,185.	21,185.
TOTAL TO FORM 990-PF, PART II, LINE 10C	21,185.	21,185.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 11

NAME OF CONTRIBUTOR	ADDRESS
ALEX ROBERTSON	101 PARK AVENUE, FLOOR 48 NEW YORK, NY 10178-4799
ANN COLLEY	1251 AVENUE OF THE AMERICAS, FLOOR 17 NEW YORK, NY 10020-1104
CHILTON INVESTMENT CO., LLC	1290 EAST MAIN STREET STAMFORD, CT 06902-3555
JULIAN SPENCER ROBERTSON	44 SIDNEY PLACE BROOKLYN, NY 11201-4607

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROLINE C. WILLIAMSON C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	PRESIDENT & DIRECTOR 17.50	0.	0.	0.
RICHARD L. CHILTON, JR. C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	SENIOR VP & DIRECTOR 0.10	0.	0.	0.
JONATHAN M. WAINWRIGHT C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	SECRETARY 0.10	0.	0.	0.
ANN COLLEY C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	DIRECTOR 0.10	0.	0.	0.
JAMES CHAPPELLE HILL III C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	DIRECTOR 0.10	0.	0.	0.
CHARLES AYCOCK MCLENDON, JR. C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	DIRECTOR 0.10	0.	0.	0.
ALEXANDER TUCKER ROBERTSON C/O CHILTON INVESTMENT CO., 300 PARK AVE. NEW YORK, NY 10022	DIRECTOR 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

THE FOUNDATION RECEIVED A CONTRIBUTION FROM A NON-OPERATING FOUNDATION WHICH IT EXPENSED OR REDISTRIBUTED. IN ACCORDANCE WITH IRS REG. 53-4942(A)-3(D) THE FOUNDATION IS ELECTING TO TREAT THE $4,000 NOT AS A QUALIFYING DISTRIBUTION BUT AS A DISTRIBUTION OUT OF CORPUS.

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Government and Agency Issues								
	Custody Holdings							
10,000.000	FHLB (FED HM LN BK) 1% 1/25/17	313376V36	$10,065 90	99 987	$9,998 70	$67 20-	$100.00	1 00%
	Moody AAA S&P· AA+						43 33	
10,000 000	US TREASURY NOTES 0.375% 8/31/15	912828VU1	9,972 27	100 152	10,015 20	42 93	37 50	0.37
	Moody AAA S&P N/A						12 53	
Total Government and Agency Issues			**$20,038.17**		**$20,013.90** Ⓐ	**$24.27-**	**$137.50**	
							$55.86	
Corporate Bonds								
	Custody Holdings							
6,000 000	GEN ELEC CAP CORP MTN 1.25% 11/21/16	B92N1TII5	$6,003 42	99.530	$5,971 80	$31 62-	$75 00	1 26%
	Moody A1 S&P AA+						8 33	
5,000 000	AT&T INC 0 8% 12/01/15	00206RBL5	4,993 05	99 747	4,987 35	5 70-	40 00	0 80
	Moody A3 S&P A-						3 33	
Total Corporate Bonds			**$10,996.47**		**$10,959.15** Ⓑ	**$37.32-**	**$115.00**	
							$11.66	
Equities								
	Custody Holdings							
74 000	ABBOTT LABORATORIES	002824100	$2,754 52	38 330	$2,836 42	$81 90	$65.12	2 30%
							0.00	
33 000	BECTON DICKINSON & CO	075887109	3,228 39	110 490	3,646.17	417 78	71 94	1 97
							0 00	
97 000	BROWN FORMAN CORP-B	115637209	6,595 35	75 570	7,330 29	734 94	112 52	1 53
							0 00	
144.000	COCA COLA CO	191216100	5,500 21	41 310	5,948 64	448 43	161 28	2 71
							0 00	
112 000	COLGATE PALMOLIVE CO	194162103	6,742 93	65 210	7,303 52	560.59	152.32	2 09
							0.00	
59 000	COSTCO WHOLESALE CORP	22160K105	6,585 44	119 020	7,022 18	436 74	73 16	1 04
							0 00	

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Equities (Continued)								
	Custody Holdings (Continued)							
62 000	DISNEY (THE WALT) COMPANY DEL	254687106	3,862 81	76 400	4,736.80	873 99	53 32 53 32	1.13
42 000	DOMINOS PIZZA INC	25754A201	2,610 26	69 650	2,925.30	315 04	33 60 0 00	1 15
36.000	ECOLAB INC	278865100	3,272 23	104 270	3,753 72	481 49	39.60 9 90	1 05
80 000	WR GRACE & CO	38388F108	6,437 60	98 870	7,909 60	1,472 00	0 00 0 00	0 00
70.000	HOME DEPOT INC	437076102	5,206.12	82.340	5,763 80	557 68	109 20 0.00	1 89
69 000	MCDONALDS CORP	580135101	6,574 88	97 030	6,695 07	120 19	223 56 0 00	3 34
81 000	MOODYS CORP	615369105	5,193 72	78 470	6,356 07	1,162 35	90 72 0 00	1 43
33 000	SHERWIN WILLIAMS CO	824348106	5,783 17	183 500	6,055 50	272 33	66 00 0 00	1 09
85.000	SONOCO PRODUCTS	835495102	3,284 40	41.720	3,546 20	261.80	105.40 0 00	2 97
42 000	UNION PACIFIC CORP	907818108	6,426 63	168 000	7,056 00	629 37	132 72 33 18	1.88
75 000	UNITED PARCEL SERVICE INC-B	911312106	6,440 56	105 080	7,881.00	1,440 44	186 00 0 00	2.36
101.000	VERISK ANALYTICS INC-CLASS A	92345Y106	6,619 93	65 720	6,637.72	17 79	0 00 0 00	0.00
90.000	WAL-MART STORES INC	931142103	6,548 77	78 690	7,082 10	533.33	169 20 42 30	2 39
158 000	WELLS FARGO & CO	949746101	6,494 26	45 400	7,173 20	678 94	189 60 0 00	2.64
Total Equities			**$106,162.18**		**$117,659.30** Ⓒ	**$11,497.12**	**$2,035.26** **$138.70**	
Foreign Assets								
	Custody Holdings							
47 000	CIE FINANCIERE RICHEMON-REG	ACI06R7K8	$4,705 85	99 848 **Price as of 12/30/13**	$4,692 87 Ⓒ	$12.98-	$52 85 0.00	1.13%
63.000	ANHEUSER BUSCH INBEV SA/NV-SP ADR	03524A108	6,044 14	106 460	6,706 98 Ⓒ	662 84	157 75 0 00	2 35
52 000	DIAGEO PLC ADR	25243Q205	6,388 06	132.420	6,885 84 Ⓒ	497.78	155 90 0 00	2.26

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Foreign Assets (Continued)								
	Custody Holdings (Continued)							
58 000	NESTLE SA SPONSORED ADR	641069406	3,862.80	73 590	4,268 22 Ⓒ	405.42	105 33 0 00	2 47
5,000 000	TELEFONICA EMIS 3.992% 2/16/16 Moody· BAA2 S&P. BBB	87938WAN3	5,170 00	105 040	5,252 00 Ⓑ	82 00	199.60 74 85	3.80
5 000.000	VODAFONE GROUP PLC 0 9% 2/19/16 Moody A3 S&P A-	92857WBA7	4,939 45	99 480	4,974 00 Ⓑ	34 55	45 00 16 50	0 90
Total Foreign Assets			**$31,110.30**		**$32,779.91**	**$1,669.61**	**$716.43** **$91.35**	

Σ	Ⓐ	Investments - U.S. and State government obligations	$20,013.90
Σ	Ⓑ	Investments - Corporate Stock	$21,185.15
Σ	Ⓒ	Investments - Corporate Bonds	$140,213.21

B. ROBERT WILLIAMSON JR. FOUNDATION EIN # 45-5374818

Schedule of Realized Gains and Losses (Donated Securities)

December 31, 2013

Disposition Date	Donor Acquisition Date	Description	Security Identifier	Quantity	Donor Cost Basis	Proceeds	Realized Gain/Loss
1/1/2013	8/3/1999	Apple Inc Com	AAPL	20.000	275.62	10,609.16	$ 10,333.54
1/1/2013	4/4/1985	Pepsico Inc Com	PEP	17.000	76.06	1,150.72	1,074.66
1/1/2013	1/29/1986	Pepsico Inc Com	PEP	33.000	118.74	2,233.75	2,115.01
1/1/2013	2/19/1993	Pepsico Inc Com	PEP	74.000	1,475.56	5,009.00	3,533.44
6/11/2013	4/23/1989	Nextera Energy Inc Com	NEE	65.000	991.25	5,043.96	4,052.71
9/6/2013	4/22/2012	BNC Bankcorp Com	BNCN	781.000	5,783.40	9,957.32	4,173.92
9/6/2013	5/18/2006	Coca Cola Company	KO	262.000	212.29	10,022.41	9,810.12
9/27/2013	2/19/1993	Yum Brands Inc Com	YUM	82 000	303.40	5,870.29	5,566.89
12/5/2013	10/3/2006	Coca Cola Company	KO	26 000	580.58	995.14	414.56
							$ 41,074.85