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
ATTICUS TRUST
MARTIN S. BROWN, JR., TRUSTEE

A Employer identification number
58-1796390

Number and street (or P O box number if mail is not delivered to street address): 424 CHURCH STREET, SUITE 2800
Room/suite

B Telephone number
615 259-1450

City or town, state or province, country, and ZIP or foreign postal code
NASHVILLE, TN 37219

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 17,676,497.

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

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

SCANNED MAY 28 2014

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	256,418.	256,418.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	409,508.			
	b Gross sales price for all assets on line 6a 1,730,295.				
	7 Capital gain net income (from Part IV, line 2)		409,508.		
	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				
	12 Total. Add lines 1 through 11	665,926.	665,926.		
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 STMT 2	45,580.	0.		0.
	b Accounting fees STMT 3	8,300.	0.		0.
	c Other professional fees STMT 4	62,639.	62,639.		0.
	17 Interest				
	18 Taxes STMT 5	81.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	21,143.	9,459.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	137,743.	72,098.		0.
	25 Contributions, gifts, grants paid	628,000.			628,000.
	26 Total expenses and disbursements. Add lines 24 and 25	765,743.	72,098.		628,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<99,817.>			
	b Net investment income (if negative, enter -0-)		593,828.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2013)

13160508 781331 10601-10601 2013.03020 ATTICUS TRUST MARTIN S. BRO 10601-11

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,027,492.	713,368.	713,368.
	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			
	b Investments - corporate stock STMT 7	9,738,062.	10,261,643.	16,078,593.
	c Investments - corporate bonds STMT 8	1,169,138.	859,865.	884,536.
	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 I)	11,934,692.	11,834,876.	17,676,497.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,934,692.	11,834,876.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	11,934,692.	11,834,876.	
	31 **Total liabilities and net assets/fund balances**	11,934,692.	11,834,876.	

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	11,934,692.
2	Enter amount from Part I, line 27a	2	<99,817.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,834,875.
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	11,834,875.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SECURITIES LITIGATION SETTLEMENT	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	1,723,149.		1,320,787.	402,362.
b	7,146.			7,146.
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				402,362.
b				7,146.
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	409,508.
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	794,383.	14,140,418.	.056178
2011	421,015.	13,383,862.	.031457
2010	766,582.	12,851,876.	.059647
2009	797,081.	12,266,666.	.064979
2008	774,815.	12,932,170.	.059914

2 Total of line 1, column (d)	2	.272175
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	.054435
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,691,398.
5 Multiply line 4 by line 3	5	854,161.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,938.
7 Add lines 5 and 6	7	860,099.
8 Enter qualifying distributions from Part XII, line 4	8	628,000.

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	11,877.
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	11,877.
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	11,877.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,588.		
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	5,588.
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	6,289.
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) ▶ TN			
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	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MARTIN S. BROWN, JR. Telephone no ▶ (615) 259-1450
Located at ▶ 424 CHURCH STREET SUITE 2800, NASHVILLE, TN ZIP+4 ▶ 37219

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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

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 9		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 NONE	0.
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 NONE	0.
2	
All other program-related investments See instructions 3 NONE	0.
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	14,760,459.
b	Average of monthly cash balances	1b	1,169,894.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,930,353.
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	15,930,353.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	238,955.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,691,398.
6	**Minimum investment return.** Enter 5% of line 5	6	784,570.

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	784,570.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 11,877.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,877.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	772,693.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	772,693.
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	772,693.

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	628,000.
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	628,000.
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	628,000.

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				772,693.
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 132,784.				
b From 2009 187,226.				
c From 2010 129,400.				
d From 2011				
e From 2012 95,466.				
f Total of lines 3a through e	544,876.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 628,000.				
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)	0.			
d Applied to 2013 distributable amount				628,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	144,693.			144,693.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	400,183.			
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)	0.			
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	400,183.			
10 Analysis of line 9				
a Excess from 2009 175,317.				
b Excess from 2010 129,400.				
c Excess from 2011				
d Excess from 2012 95,466.				
e Excess from 2013				

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

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

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*				
SEE ATTACHED STATEMENT	NONE	N/A	GENERAL CHARITABLE PURPOSES	628,000.
Total			▶ 3a	628,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a N/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	256,418.	
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			18	409,508.	
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.		665,926.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 665,926.

(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.

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

Signature of officer or trustee: [signature] Date: 5/12/2014 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SANDRA L. LONG	SANDRA L. LONG	05/08/14		P00547043

Firm's name ▶ KRAFTCPAS PLLC — Firm's EIN ▶ 62-0713250

Firm's address ▶ 555 GREAT CIRCLE ROAD
NASHVILLE, TN 37228 — Phone no 615-242-7351

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	191,278.	0.	191,278.	191,278.	
INTEREST	65,140.	0.	65,140.	65,140.	
TO PART I, LINE 4	256,418.	0.	256,418.	256,418.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	45,580.	0.		0.
TO FM 990-PF, PG 1, LN 16A	45,580.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	8,300.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,300.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEE	62,639.	62,639.		0.
TO FORM 990-PF, PG 1, LN 16C	62,639.	62,639.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	81.	0.		0.
TO FORM 990-PF, PG 1, LN 18	81.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN EXPENSE	8,664.	0.		0.
MANAGEMENT FEES	3,020.	0.		0.
AMORTIZATION	9,459.	9,459.		0.
TO FORM 990-PF, PG 1, LN 23	21,143.	9,459.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS EQUITY ACCOUNT	3,506,130.	5,121,657.
BAIRD ACCOUNT	619,702.	1,237,784.
CHICKASAW CAPITAL	879,780.	1,541,404.
CHARLES SCHWAB	2,523,050.	5,552,193.
MERRILL LYNCH	646,992.	668,782.
GOLDMAN SACHS #21936	105,794.	194,986.
BAIRD ACCOUNT #HR52	1,980,195.	1,761,787.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,261,643.	16,078,593.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS FIXED INCOME ACCOUNT	859,865.	884,536.
TOTAL TO FORM 990-PF, PART II, LINE 10C	859,865.	884,536.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARTIN S. BROWN 424 CHURCH STREET NASHVILLE, TN 37219	TRUSTEE & TRUST COMMITTEE 0.00	0.	0.	0.
MR. MARTIN BROWN, SR. 424 CHURCH STREET NASHVILLE, TN 37219	TRUST COMMITTEE MEMBER 0.00	0.	0.	0.
MS. MARGARET DECLERCQ 424 CHURCH STREET NASHVILLE, TN 37219	TRUST COMMITTEE MEMBER 0.00	0.	0.	0.
MS. SUSANNAH SCOTT-BARNES 424 CHURCH STREET NASHVILLE, TN 37219	TRUST COMMITTEE MEMBER 0.00	0.	0.	0.
MS. ELIZABETH M. BROWN 424 CHURCH STREET NASHVILLE, TN 37219	TRUST COMMITTEE MEMBER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ATTICUS TRUST
CONTRIBUTIONS
2013

Name	Amount
The Land Trust for Tennessee	20,000.00
University of Virginia	5,000.00
University of Virginia	12,500.00
Culver Academies	2,000.00
Denison University	2,000.00
Harding Academy	2,000.00
Harpeth Hall School	2,000.00
Montgomery Bell Academy	2,000.00
University of Virginia	2,000.00
Yale University	2,000.00
Harpeth River Watershed Association	25,000.00
Nashville Public Television	50,000.00
Fisk University	5,000.00
St. Paul Episcopal Church	2,000.00
Adventure Science Center	1,000.00
American Rivers	1,000.00
Belle Meade Plantation	1,000.00
Boys and Girls Club	1,000.00
Campus for Human Development	20,000.00
Cumberland River Compact	5,000.00
The Hermitage	3,000.00
Land Trust Alliance	3,000.00
Leadership Nashville	1,000.00
Magdalene Inc.	1,000.00
Nashville Opera	2,000.00
Park Center, Inc.	1,000.00
Saddle Up!	1,000.00
Second Harvest Food Bank	3,000.00
Tennessee Parks and Greenways Foundation	5,000.00
Columbia University	2,000.00
Ensworth School	2,000.00
Foxcroft School	2,000.00
Kent School	2,000.00
Smith College	2,000.00
Vanderbilt University School of Law	2,000.00
Abe's Garden	50,000.00
Jackson Hold Land Trust	10,000.00
Nashville Public Library Foundation	100,000.00
Natural Resources Defense Counil	50,000.00
Stroud Water Research Center	10,000.00
Kentucky Foundation Fund for Handicapped Children, Inc.	3,000.00
National Audubon Society, Inc.	1,000.00
Delray Beach Historical Society	1,000.00
Battle of Franklin Trust	1,000.00
Blair School of Music	1,000.00
Council on Aging of Nashville	3,000.00
The Garden Conservancy	1,000.00
Girl Scouts of Middle Tennessee	1,000.00
Greenways of Nashville	3,000.00
Harpeth River Watershed Association	2,000.00
Nashville Public Radio	3,000.00
Nashville Zoo	2,000.00
Owl's Hill Nature Sanctuary, Inc.	1,000.00
Planned Parenthood of Middle and East Tennessee, Inc.	2,000.00
Tennessee Performing Arts Center	2,000.00

ATTICUS TRUST
CONTRIBUTIONS
2013

Name	Amount
Sons of the American Revolution, Andrew Jackson Chapter	2,500.00
Time to Rise, Inc.	1,000.00
Smith College	5,000.00
The Land Trust for Tennessee	25,000.00
Montgomery Bell Academy	12,500.00
Harpeth Hall School	12,500.00
Vanderbilt University Medical Center	25,000.00
Oasis Center	3,000.00
Southern Environmental Law Center	100,000.00
Total	**628,000.00**

REALIZED GAINS/(-)LOSSES

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes To calculate gains or losses, the position with the highest purchase price has been liquidated first unless you have instructed us otherwise We suggest you review this information for accuracy and contact your Baird Financial Advisor with any questions

Stocks/Options	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
ABAXIS INC	01/08/08 n	04/26/13	5	32 7313	41 2200	163 66	206 09	42 43 (LT)
BEACON ROOFING SUPPLY	08/22/08 n	04/26/13	5	15 9598	37 7600	79 80	188 79	108 99 (LT)
BIO REF LABS NEW $0 01	08/25/11 c	04/26/13	10	18 8997	24 9310	189 00	249 30	60 30 (LT)
CABOT MICROELECTRONICS	01/04/11 c	04/26/13	5	41 3844	32 7100	206 93	163 54	-43 39 (LT)

REALIZED GAINS/(-)LOSSES continued

Stocks/Options continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
CEPHEID INC	01/31/06 n	04/26/13	10	9 5995	38 2400	96 00	382 39	286 39 (LT)
CHEESECAKE FACTORY INC	12/27/07 n	04/26/13	5	23 7135	39 7200	118 57	198.59	80 02 (LT)
CHEMED CORP NEW	12/28/07 n	04/26/13	5	56 3779	78 9801	281.89	394 89	113 00 (LT)
CONCUR TECHNOLOGIES INC	09/02/11 c	04/26/13	5	40 2013	69 5500	201 01	347 74	146 73 (LT)
CONCUR TECHNOLOGIES INC	12/02/08 n	12/05/13	175	25 8642	95 9728	4,526 23	16,794 95	12,268 72 (LT)
	09/02/11 c	12/05/13	103	40 2013	95 9728	4,140 73	9,885 02	5,744 29 (LT)
			278			8,666 96	26,679 97	18,013 01
CONSTANT CONTACT INC	04/12/10 n	04/08/13	281	23 2848	12 8610	6,543 02	3,613.85	-2,929 17 (LT)
COSTAR GROUP INC	07/11/12 c	04/26/13	5	80 6455	107 4201	403 23	537 08	133 85(ST)
COSTAR GROUP INC	07/11/12 c	11/06/13	35	80 6455	175 3176	2,822 60	6,136 01	3,313 41 (LT)
DEALERTRACK TECHS INC	07/11/12 c	04/26/13	5	29 4673	27 6600	147 34	138 29	-9 05(ST)
FARO TECHNOLOGIES INC	08/13/07 n	04/26/13	5	37 2963	36 4900	186 49	182 44	-4 05 (LT)
FARO TECHNOLOGIES INC	08/13/07 n	06/03/13	280	37.2963	37 1974	10,442 93	10,415 08	-27 85 (LT)
FORRESTER RESEARCH INC	01/15/08 n	01/02/13	200	25 6212	26 4069	5,124 23	5,281.26	157 03 (LT)
FORWARD AIR CORP	04/25/07 n	04/26/13	5	31 2289	36 4000	156 15	181 99	25 84 (LT)
GENTEX CORP	07/02/03 n	04/26/13	10	15 2900	22 1000	152 90	220 99	68 09 (LT)
GRAND CANYON EDUCATION	05/05/10 n	04/26/13	5	25 4866	25 4000	127 44	126 99	-0 45 (LT)
8GREENWAY MEDICAL TECHS	07/02/13 c	11/07/13	460	11 8269	20 3500	5,440 37	9,361 00	3,920 63(ST)
	10/18/12 c	11/07/13	595	18 8066	20 3500	11,189 93	12,108 25	918 32 (LT)
			1,055			16,630 30	21,469.25	4,838 95
INNERWORKINGS INC	09/12/07 n	04/26/13	10	15.4542	10 6550	154 55	106 54	-48.01 (LT)
IPC THE HOSPITALIST	07/11/12 c	04/26/13	5	42 8720	45 1500	214 36	225.74	11 38(ST)
LKQ CORP	03/26/07 n	05/02/13	375	5 5492	24 0853	2,080 94	9,031 78	6,950 84 (LT)
LKQ CORP	03/26/07 n	07/26/13	680	5 5492	25 9086	3,773 43	17,617 54	13,844 11 (LT)
LKQ CORP	03/26/07 n	11/12/13	640	5 5492	30 9474	3,551 45	19,805 99	16,254 54 (LT)
LUMINEX CORP DEL	05/16/12 c	01/02/13	375	23 8081	17 0794	8,928 03	6,404.63	-2,523 40(ST)
MAXIMUS INC	01/31/02 n	04/26/13	5	17 1500	78 6600	85 75	393 29	307 54 (LT)
MAXWELL TECH INC	04/04/12 c	04/08/13	440	17 0180	5 0262	7,487 92	2,211.48	-5,276 44 (LT)
	04/05/12 c	04/08/13	225	17 2892	5 0262	3,890 07	1,130 86	-2,759.21 (LT)
			665			11,377 99	3,342 34	-8,035 65
MEDNAX INC	07/02/03 n	04/26/13	5	18 4372	87 2901	92 19	436 44	344.25 (LT)
NATIONAL INSTRS CORP	05/15/07 n	04/26/13	5	20 0390	26 6300	100 15	133 14	32.99 (LT)
NEOGEN CORP	12/23/03 n	04/26/13	5	9 0126	49.6000	45 07	247 99	202 92 (LT)
NEOGEN CORP	12/23/03 n	11/06/13	0 500	6 0125	47 3600	3.00	23 68	20 68 (LT)
POWER INTEGRATIONS INC	07/02/03 n	04/26/13	5	25 4300	39 4900	127 15	197 44	70 29 (LT)
RITCHIE BROS AUCTIONEERS	01/10/11 c	04/26/13	10	23 9786	19 7300	239 79	197 29	-42 50 (LT)
ROLLINS INC	05/17/07 n	04/26/13	10	10 3344	23 4861	103 46	234 85	131 39 (LT)
ROLLINS INC	05/17/07 n	07/26/13	220	10 3344	25 7537	2,275 95	5,665 71	3,389 76 (LT)
SEMTECH CORP	02/25/04 n	04/26/13	10	24.9952	31 2300	249 96	312 29	62 33 (LT)
STRATASYS LTD	07/17/06 n	02/15/13	85	73 0100	69 1090	6,205 85	5,874 13	-331 72 (LT)
THREE D SYS CORP DEL NEW	05/07/12 c	01/10/13	295	28 8082	59 2004	8,498 41	17,463 72	8,965 31 (ST)
ULTIMATE SFTWARE GRP INC	01/08/08 n	04/26/13	5	28 6145	94 1100	143 07	470 53	327 46 (LT)
ULTIMATE SFTWARE GRP INC	07/10/06 n	07/12/13	45	20 1200	130 0018	905 40	5,849 98	4,944 58 (LT)
	01/08/08 n	07/12/13	5	28 6145	130 0018	143 07	649 99	506 92 (LT)
			50			1,048 47	6,499 97	5,451 50

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stocks/Options continued								
ULTIMATE SFTWARE GRP INC	07/10/06 n	08/21/13	65	20 1200	142 4109	1,307 80	9,256 54	7,948 74 (LT)
UNITED NATURAL FOODS	12/31/07 n	04/26/13	5	30 8816	49 9701	154 41	249 84	95 43 (LT)
VERINT SYSTEMS INC	03/16/05 n	04/26/13	5	36 4970	32 7700	182 49	163 84	-18 65 (LT)
Total Stocks/Options						**$103,684.17**	**$181,469.78**	**$77,785.61**
Total Realized Gains/(-)Losses						**$103,684.17**	**$181,469.78**	**$77,785.61**
Total Net Short-Term (ST)						**$23,631.74**	**$34,130.46**	**$10,498.72**
Total Net Long-Term (LT)						**$80,052.43**	**$147,339.32**	**$67,286.89**

charles SCHWAB

Schwab One® Trust Account of
MARTIN S BROWN JR TTEE
ATTICUS TRUST
U/A DTD 12/10/1986

Account Number

TAX YEAR 2013
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 7, 2014

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab It is provided to you as additional tax reporting information you may need to complete your tax return

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."**Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
AMERICAN EXPRESS COMP	025816109	12.00	03/26/07	12/16/13	$	1,006.36	$	685.93[a]	$	0.00	$	320.43
Security Subtotal					**$**	**1,006.36**	**$**	**685.93**	**$**	**0.00**	**$**	**320.43**
SIGMA ALDRICH CORP	826552101	30.00	03/27/06	09/26/13	$	2,562.70	$	971.09[a]	$	0.00	$	1,591.61
SIGMA ALDRICH CORP	826552101	202.00	03/04/09	09/26/13	$	17,255.52	$	7,012.29[a]	$	0.00	$	10,243.23
Security Subtotal					**$**	**19,818.22**	**$**	**7,983.38**	**$**	**0.00**	**$**	**11,834.84**
Total Long-Term *(Cost basis is available but not reported to the IRS)*					**$**	**20,824.58**	**$**	**8,669.31**	**$**	**0.00**	**$**	**12,155.27**
Total Long-Term					**$**	**20,824.58**	**$**	**8,669.31**	**$**	**0.00**	**$**	**12,155.27**

SIPC

J P MORGAN CLEARING CORP OH4-RM00 P O BOX 183211 COLUMBUS, OH 43218 FOR UNDELIVERABLE MAIL ONLY	Account No Account Name: THE ATTICUS TRUST EQUITY Taxpayer Identification Number: 58-1796390 Account Executive No: GPM *ORIGINAL* *12/31/13*	Introducing Firm Chickasaw Securities, LLC (800) 743-5410

2013 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

Covered Long Term Gain or Loss - Cost Basis Reported to IRS

Box 6a: **Box 6b:** Basis Report to IRS **Box 1c: Type of Gain or Loss:** Long Term

Report on **Form 8949, Part II,** with **Box D** checked

*** JPMCC does not report Realized Gain / Loss to IRS and is not responsible for the accuracy of such information.**

(Box 1a) Date of Sale or Exchange	(Box 1b) Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) Cost or Other Basis	(Box 5) Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
09/16/13 H	12/27/11	WALGREEN CO	WAG 931422109	225 00000	12,205 03	7,712 31	0 00	0.00		4,492 72
		1 ITEMS - Total			12,205.03	7,712.31	0.00	0.00		4,492.72

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
OH4-RM00
P O BOX 183211
COLUMBUS, OH 43218
FOR UNDELIVERABLE MAIL ONLY

Account No	
Account Name	THE ATTICUS TRUST EQUITY
Taxpayer Identification Number	58-1796390
Account Executive No	GPM
ORIGINAL.	*12/31/13*

Introducing Firm
Chickasaw Securities, LLC
(800) 743-5410

2013 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security **Box 6b:** **Box 1c: Type of Gain or Loss:** Long Term

Report on **Form 8949, Part II,** with **Box E** checked

* **JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.**

(Box 1a) Date of Sale or Exchange	(Box 1b) * Date of Acquisition	(Box 8) Description	(Box 1d) Symbol / CUSIP	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3) * Cost or Other Basis	(Box 5) * Wash Sale Loss Disallowed	(Box 4) Federal Income Tax Withheld	(Box 2b) Loss Not Allowed	* REALIZED GAIN / (LOSS)
09/16/13 H	02/07/08	WALGREEN CO	WAG 931422109	1,200 00000	65,093 51	41,700 46	0 00	0.00		23,393 05
		1 ITEMS - Total			65,093.51	41,700.46	0.00	0.00		23,393.05

ATTICUS TRUST FIXED INCOME
Realized Gains and Losses

Period Ended December 31, 2013

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax accounting or legal advice Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
THE CLOROX COMPANY 5 0% 03/01/2013 M-W+35 00BP	Apr 13 2010	Mar 01 2013	300,000 00	300,000 00	300,000 00 [3]	0 00	(24,501 00)	0 00	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
LONG TERM GAINS	300,000 00	300,000 00	0 00	(24,501 00)	0 00
NET LONG TERM GAINS (LOSSES)	**300,000.00**	**300,000.00**	**0.00**	**(24,501.00)**	**0.00**

[3] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently

ATTICUS TRUST EQUITY

Realized Gains and Losses

Period Ended December 31, 2013

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax accounting or legal advice Please consult with your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
MICROSOFT CORPORATION CMN	Aug 30 2011	May 08 2013	3,600 00	116,718 36	95,826 78	0 00	20,891 58	20,891 58	LT
	Apr 25 2012	May 08 2013	200 00	6,484 35	6,502 38	0 00	(18 03)	(18 03)	LT
	Jul 18 2012	May 08 2013	600 00	19,453 06	18,185 03	0 00	1,268 03	1,268 03	ST
ABBVIE INC CMN	Apr 25 2012	Jun 10 2013	1,800 00	77,070 14	58,271 52	0 00	18,798 62	18,798 62	LT
AMERICAN EXPRESS CO CMN	Aug 30 2011	Jun 10 2013	100 00	7,758 49	4,930 20	0 00	2,828 29	2,828 29	LT
APPLE, INC CMN	Dec 22 2009	Jun 10 2013	100 00	44,156 19	20,209 09	0 00	23,947 10	23,947 10	LT
	Feb 22 2010	Jun 10 2013	100 00	44,156 19	20,211 11	0 00	23,945 08	23,945 08	LT
	Mar 22 2010	Jun 10 2013	100 00	44,156 19	22,774 49	0 00	21,381 70	21,381 70	LT
BOEING COMPANY CMN	Oct 01 2008	Jun 10 2013	100 00	10,103 76	5,607 52	0 00	4,496 24	4,496 24	LT
EXXON MOBIL CORPORATION CMN	Dec 13 2011	Jun 10 2013	100 00	9,035 57	8,254 66	0 00	780 91	780 91	LT
GENERAL ELECTRIC CO CMN	Apr 21 2011	Jun 10 2013	600 00	14,101 31	12,087 94	0 00	2,013 37	2,013 37	LT
HONEYWELL INTL INC CMN	Dec 22 2009	Jun 10 2013	300 00	23,323 00	12,007 89	0 00	11,315 11	11,315 11	LT
JOHNSON & JOHNSON CMN	Nov 17 2008	Jun 10 2013	100 00	8,442 57	5,953 95	0 00	2,488 62	2,488 62	LT
	Feb 11 2009	Jun 10 2013	100 00	8,442 57	5,737 81	0 00	2,704 76	2,704 76	LT
	Mar 10 2009	Jun 10 2013	100 00	8,442 57	4,813 66	0 00	3,628 91	3,628 91	LT
	Dec 22 2009	Jun 10 2013	100 00	8,442 57	6,515 51	0 00	1,927 06	1,927 06	LT
JPMORGAN CHASE & CO CMN	Feb 20 2009	Jun 10 2013	100 00	5,397 38	1,988 69	0 00	3,408 69	3,408 69	LT
LOWES COMPANIES INC CMN	Apr 21 2011	Jun 10 2013	1,400 00	57,767 46	37,716 05	0 00	20,051 41	20,051 41	LT
MC DONALDS CORP CMN	Mar 22 2010	Jun 10 2013	100 00	9,885 96	6,769 02	0 00	3,116 94	3,116 94	LT
NIKE CLASS-B CMN CLASS B	Dec 22 2009	Jun 10 2013	100 00	6,257 68	3,291 42	0 00	2,966 26	2,966 26	LT
OCCIDENTAL PETROLEUM CORP CMN	Nov 28 2007	Jun 10 2013	100 00	9,159 41	6,833 66	0 00	2,325 75	2,325 75	LT
	Dec 22 2009	Jun 10 2013	200 00	18,318 82	16,448 86	0 00	1,869 96	1,869 96	LT
	Jan 25 2010	Jun 10 2013	200 00	18,318 82	15,682 27	0 00	2,636 55	2,636 55	LT
	Feb 22 2010	Jun 10 2013	300 00	27,478 22	24,224 85	0 00	3,253 37	3,253 37	LT
	Mar 22 2010	Jun 10 2013	200 00	18,318 81	16,694 29	0 00	1,624 52	1,624 52	LT
	Apr 25 2012	Jun 10 2013	100 00	9,159 41	9,027 38	0 00	132 03	132 03	LT

ATTICUS TRUST EQUITY

Realized Gains and Losses (Continued)

Period Ended December 31, 2013

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ORACLE CORPORATION CMN	Aug 30 2011	Jun 10 2013	200 00	6,729 90	5,643 88	0 00	1,086 02	1,086 02	LT
PRAXAIR, INC CMN SERIES	Aug 28 2006	Jun 10 2013	200 00	22,748 47	11,483 70	0 00	11,264 77	11,264 77	LT
	Mar 30 2009	Jun 10 2013	100 00	11,374 24	6,618 53	0 00	4,755 71	4,755 71	LT
	Dec 22 2009	Jun 10 2013	200 00	22,748 47	16,107 48	0 00	6,640 99	6,640 99	LT
	Jan 25 2010	Jun 10 2013	100 00	11,374 24	8,031 52	0 00	3,342 72	3,342 72	LT
	Feb 22 2010	Jun 10 2013	200 00	22,748 47	15,551 98	0 00	7,196 49	7,196 49	LT
	Mar 22 2010	Jun 10 2013	100 00	11,374 24	8,286 04	0 00	3,088 20	3,088 20	LT
PROCTER & GAMBLE COMPANY (THE) CMN	Jun 01 2009	Jun 10 2013	100 00	7,709 98	5,369 16	0 00	2,340 82	2,340 82	LT
PRUDENTIAL FINANCIAL INC CMN	Apr 21 2011	Jun 10 2013	300 00	21,781 59	18,724 34	0 00	3,057 25	3,057 25	LT
THE TRAVELERS COMPANIES, INC CMN	Dec 13 2011	Jun 10 2013	100 00	8,244 57	5,714 58	0 00	2,529 99	2,529 99	LT
VISA INC CMN CLASS A	Mar 22 2010	Jun 10 2013	100 00	17,974 12	9,037 48	0 00	8,936 64	8,936 64	LT
JOHNSON & JOHNSON CMN	Dec 22 2009	Sep 11 2013	200 00	17,599 91	13,031 02	0 00	4,568 89	4,568 89	LT
	Jan 25 2010	Sep 11 2013	300 00	26,399 87	19,213 23	0 00	7,186 64	7,186 64	LT
	Feb 22 2010	Sep 11 2013	200 00	17,599 91	12,829 02	0 00	4,770 89	4,770 89	LT
	Mar 22 2010	Sep 11 2013	500 00	43,999 78	33,032 05	0 00	10,967 73	10,967 73	LT
	Apr 25 2012	Sep 11 2013	100 00	8,799 96	6,509 45	0 00	2,290 51	2,290 51	LT
	Jul 18 2012	Sep 11 2013	500 00	43,999 78	34,940 95	0 00	9,058 83	9,058 83	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	19,453 06	18,185 03	0 00	1,268 03	1,268 03
NET SHORT TERM GAINS (LOSSES)	**19,453.06**	**18,185.03**	**0.00**	**1,268.03**	**1,268.03**
LONG TERM GAINS	927,618 95	652,003 03	0 00	275,615 92	275,615 92
LONG TERM LOSSES	6,484 35	6,502 38	0 00	(18 03)	(18 03)
NET LONG TERM GAINS (LOSSES)	**934,103.30**	**658,505.41**	**0.00**	**275,597.89**	**275,597.89**

MARTIN S BROWN JR TTEE

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
AMSOUTH BANK NA SUB NOTES SER AI 04 850% APR 01 2013		*CUSIP Number*	*032166AQ3*					
90000.0000	Redemption	05/26/09	04/01/13	90,000 00	85,716 34	0 00	4,283 66	
NM NATIONSBANK CORP SER MTNG ZERO% AUG 15 2013		*CUSIP Number*	*63858RFE6*					
100000 0000	Redemption	05/26/09	08/15/13	100,000 00	96,614 21	0.00	3,385.79	
Noncovered Long Term Capital Gains and Losses Subtotal				**190,000.00**	**182,330.55**	**0.00**	**7,669.45**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**190,000.00**	**182,330.55**	**0.00**	**7,669.45**	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**190,000.00**				
TOTAL REPORTED SALES PROCEEDS				**190,000.00**				