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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ 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 06/01/13 , and ending 05/31/14

Name of foundation: The Williamson, Martin & Brooke Family Foundation

A Employer identification number: 63-0983566

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

Room/suite:

B Telephone number (see instructions): 615-385-1547

City or town, state or province, country, and ZIP or foreign postal code: Nashville TN 37215

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) ▶ $ 1,588,086

J Accounting method: ☒ 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 ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	32,185			
	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	31,879	31,879		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	25,247			
	b	Gross sales price for all assets on line 6a 863,290				
	7	Capital gain net income (from Part IV, line 2)		25,247		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	89,311	57,126	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	2,766	2,766		
	c	Other professional fees (attach schedule) Stmt 2	19,212	19,212		
	17	Interest	5	5		
	18	Taxes (attach schedule) (see instructions) Stmt 3	129	129		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	5,724	5,724		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,836	27,836	0	0
	25	Contributions, gifts, grants paid See Statement 5	149,750			149,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	177,586	27,836	0	149,750
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-88,275			
	b	**Net investment income** (if negative, enter -0-)		29,290		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	436,898	8,038	8,038
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 6	1,019,835	1,360,420	1,580,048
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,456,733	1,368,458	1,588,086
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,456,733	1,368,458	
	30	**Total net assets or fund balances** (see instructions)	1,456,733	1,368,458	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,456,733	1,368,458	

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	1,456,733
2	Enter amount from Part I, line 27a	2	-88,275
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,368,458
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,368,458

DAA

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached - ST	P	Various	Various
b	See Attached - LT	P	Various	Various
c	Morgan Stanley			
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	760,102		743,689	16,413
b	102,913		94,354	8,559
c	275			275
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				16,413
b				8,559
c				275
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 — 25,247

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — 3 — 16,413

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	237,430	1,523,139	0.155882
2011	102,150	1,575,279	0.064846
2010	75,856	1,586,207	0.047822
2009	103,620	2,274,102	0.045565
2008	81,330	1,563,259	0.052026

2	**Total** of line 1, column (d)	2	0.366141
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.073228
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,512,245
5	Multiply line 4 by line 3	5	110,739
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	293
7	Add lines 5 and 6	7	111,032
8	Enter qualifying distributions from Part XII, line 4	8	149,750

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	293
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	293
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	293
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,055		
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	4,055
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,762
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,762 **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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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 ▶ Dr. Raymond Martin, III 2310 Golf Club Lane	Telephone no ▶ 615-385-1547			
	Located at ▶ Nashville TN	ZIP+4 ▶ 37215			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year	▶ 15			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)? (see instructions) ☐ Yes ☒ No

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

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Raymond S. Martin, III 2310 Golf Club Lane	Nashville TN 37215	President 0.50	0	0	0
John A. Williamson, Jr. 608 Euclid	Birmingham AL 35203	Vice Pres. 0.50	0	0	0
Linda Martin 2310 Golf Club Lane	Nashville TN 37215	Treasurer 0.50	0	0	0
Margaret Brooke 9 Club View Drive	Birmingham AL 35203	Secretary 0.50	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	1,368,959
b	Average of monthly cash balances		1b	166,315
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	1,535,274
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	1,535,274
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	23,029
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,512,245
6	**Minimum investment return.** Enter 5% of line 5		6	75,612

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	75,612
2a	Tax on investment income for 2013 from Part VI, line 5	2a 293		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	293
3	Distributable amount before adjustments Subtract line 2c from line 1		3	75,319
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	75,319
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	75,319

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	149,750
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	149,750
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	293
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	149,457

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					75,319
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2013					
a	From 2008	3,167				
b	From 2009					
c	From 2010	1,548				
d	From 2011	23,531				
e	From 2012	162,913				
f	**Total** of lines 3a through e		191,159			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 149,750					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required – see instructions)					
c	Treated as distributions out of corpus (Election required – see instructions)					
d	Applied to 2013 distributable amount					75,319
e	Remaining amount distributed out of corpus		74,431			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		265,590			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
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) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		3,167			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		262,423			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010	1,548				
c	Excess from 2011	23,531				
d	Excess from 2012	162,913				
e	Excess from 2013	74,431				

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

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

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

1 **Information Regarding Foundation Managers:**

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

See Statement 7

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 8				149,750
Total			▶ 3a	149,750
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	31,879	
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			14	275	24,972
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		32,154	24,972

13 **Total.** Add line 12, columns (b), (d), and (e) 13 57,126

(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) (See instructions)
N/A	

DAA

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 instructions)? ☐ Yes ☐ No

Raymond S. Martin | 8/18/14 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
THOMAS M. PRICE	THOMAS M. PRICE	07/23/14	

Firm's name ▶	Price CPAs, PLLC	PTIN	P00037312
Firm's address ▶	3825 Bedford Ave Ste 202 Nashville, TN 37215-2507	Firm's EIN ▶	62-1016830
		Phone no	615-385-0686

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, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
The Williamson, Martin & Brooke Family Foundation	63-0983566

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 $33\frac{1}{3}$ % 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
The Williamson, Martin & Brooke	63-0983566

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	Williamson T.O. Foundation 608 Euclid Birmingham AL 35203	$ 32,185	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The Williamson, Martin & Brooke	63-0983566

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
1	Mutual Fund - TRBCX	$ 50,646	12/26/13

(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
		$	

(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
		$	

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

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting fees	$ 2,766	$ 2,766	$	$
Total	$ 2,766	$ 2,766	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Morgan Stanley - advisory fees	$ 19,212	$ 19,212	$	$
Total	$ 19,212	$ 19,212	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Taxes/Licenses	$ 129	$ 129	$	$
Total	$ 129	$ 129	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Meeting Expenses	5,724	5,724		
Basis Adjustment Donated Secu				
Total	$ 5,724	$ 5,724	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
1,000					7/14/13
10,000					8/04/13
100					8/20/13
5,000					10/16/13
10,000					10/16/13
30,000					10/16/13
10,000					10/16/13
10,000					10/16/13
5,000					10/16/13
10,000					10/16/13
1,000					10/31/13
200					10/31/13
500					10/31/13
500					10/31/13
250					10/31/13
25,000					1/05/14
7,000					1/05/14
10,000					1/05/14
2,500					1/08/14
1,200					3/31/14
10,000					3/31/14
500					4/09/14

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Morgan Stanley	$ 1,019,835	$ 1,360,420	Cost	$ 1,580,048
Total	$ 1,019,835	$ 1,360,420		$ 1,580,048

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

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

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address Status	Purpose	Amount
Studio Tenn	Unrelated	Exempt	Charitable Donation	1,000
Christ Presbyterian Church	Unrelated	Exempt	Charitable Donation	10,000
Foundations of Saint Thomas Health	Unrelated	Exempt	Charitable Donation	100
Siloam Family Health Ctr	Unrelated	Exempt	Charitable Donation	5,000
The Next Door	Unrelated	Exempt	Charitable Donation	10,000
World Sports	Unrelated	Exempt	Charitable Donation	30,000
Boys and Girls Club Bham	Unrelated	Exempt	Charitable Donation	10,000
YWCA of Birmingham	Unrelated	Exempt	Charitable Donation	10,000
Faith Family Medical Clinic	Unrelated	Exempt	Charitable Donation	5,000
Covenant Pres Church	Unrelated	Exempt	Charitable Donation	10,000
VUMC Tarpley	Unrelated	Exempt	Charitable Donation	1,000
Johns Hopkins Med Annual Fund	Unrelated	Exempt	Charitable Donation	200
RUF Teasley	Unrelated	Exempt	Charitable Donation	500
Salama Urban Mimistries	Unrelated	Exempt	Charitable Donation	500
Nashville Rescue Mission	Unrelated	Exempt	Charitable Donation	250
Covenant Church	Unrelated	Exempt	Charitable Donation	25,000
Young Life of Birmingham	Unrelated	Exempt	Charitable Donation	7,000

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Address Status	Purpose	Amount
United Way	Unrelated	Exempt	Charitable Donation	10,000
Christ Presbyterian Church	Unrelated	Exempt	Charitable Donation	2,500
Siloam Family Health Ctr	Unrelated	Exempt	Charitable Donation	1,200
The Next Door	Unrelated	Exempt	Charitable Donation	10,000
Vanderbilt Kennedy Center	Unrelated	Exempt	Charitable Donation	500
Total				149,750

Account Detail

Portfolio Management Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
BARRICK GOLD CORP	06/11/13	06/20/13	3,865 000	$63,602 10	$77,273 33	$(13,671 23)	
PETROLEO BRAS SA ADS	03/12/13	06/19/13	3,500 000	52,066 49	60,895 80	(8,829.31)	
THE MOSAIC CO (HLDG CO) NEW	03/12/13	06/26/13	1,400 000	75,269 69	86,767.66	(11,497 97)	
Short-Term This Period				**$190,938.28**	**$224,936.79**	**$(33,998.51)**	
Short-Term Year to Date				**$996,789.96**	**$988,632.14**	**$8,157.82**	
Net Realized Gain/(Loss) This Period				**$190,938.28**	**$224,936.79**	**$(33,998.51)**	
Net Realized Gain/(Loss) Year to Date				**$1,085,841.33**	**$1,070,795.70**	**$15,045.63**	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR.

MESSAGES

Important Information About Advisory Accounts

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

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

005028 MSDDD261

Account Detail

Portfolio Management Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

CASH RELATED ACTIVITY

OTHER CREDITS AND DEBITS

Date	Activity Type	Description	Comments	Credits/(Debits)
7/15	Service Fee	2ND QTR ADVISORY FEE		$(4,700 78)
TOTAL OTHER CREDITS AND DEBITS				**$(4,700.78)**
TOTAL OTHER DEBITS				$(4,700 78)

DEBIT CARD & CHECKING ACTIVITY

CHECKS WRITTEN

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
7/14	7/23	1751	Check	STUDIO TENN		$(1,000 00)
TOTAL CHECKS WRITTEN						**$(1,000.00)**

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
7/2	Automatic Investment	MS AAA INSTL MONEY TRUST	$75,822.05
7/10	Automatic Investment	MS AAA INSTL MONEY TRUST	45,142 31
7/16	Automatic Redemption	MS AAA INSTL MONEY TRUST	(4,700 78)
7/24	Automatic Redemption	MS AAA INSTL MONEY TRUST	(1,000 00)
7/26	Automatic Investment	MS AAA INSTL MONEY TRUST	532.00
7/31	Automatic Investment	MS AAA INSTL MONEY TRUST	4 54
NET ACTIVITY FOR PERIOD			**$115,800.12**

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
EXELON CORP	01/28/13	07/03/13	1,500 000	$45,142 31	$46,694 85	$(1,552 54)	
Short-Term This Period				**$45,142.31**	**$46,694.85**	**$(1,552.54)**	
Short-Term Year to Date				**$1,041,932.27**	**$1,035,326.99**	**$6,605.28**	

Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$45,142.31	$46,694.85	$(1,552.54)
Net Realized Gain/(Loss) Year to Date	$1,130,983.64	$1,117,490.55	$13,493.09

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

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MESSAGES

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Account Detail — Portfolio Management Active Assets Account 939-106928-023 — WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits)
9/30	Automatic Investment	MS AAA INSTL MONEY TRUST	1 24
NET ACTIVITY FOR PERIOD			**$(51,100.94)**

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
UBS AG NEW	06/11/13	09/05/13	1,742.000	$34,744 63	$30,893.50	$3,851 13	
Short-Term This Period				**$34,744.63**	**$30,893.50**	**$3,851.13**	
Short-Term Year to Date				**$1,076,676.90**	**$1,066,220.49**	**$10,456.41**	
Net Realized Gain/(Loss) This Period				**$34,744.63**	**$30,893.50**	**$3,851.13**	
Net Realized Gain/(Loss) Year to Date				**$1,165,728.27**	**$1,148,384.05**	**$17,344.22**	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

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JOHN WILLIAMSON, JR.

MESSAGES

Consolidated Statement of Financial Condition (In Thousands of Dollars)
At June 30, 2013 Morgan Stanley Smith Barney LLC had net capital of $3,205,445 which exceeded the Securities and Exchange Commission's minimum requirement by $3,046,441 A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at June 30, 2013 can be viewed online at http //www morganstanley com/about/ir/shareholder/morganstanley_smithbarney_llc pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after September 15, 2013

006743 MSDDD262

Account Detail | Portfolio Management Active Assets Account 939-106928-023 | WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits)
11/29	Automatic Investment	MS AAA INSTL MONEY TRUST	1,129 94
11/29	Automatic Investment	MS AAA INSTL MONEY TRUST	0 49
NET ACTIVITY FOR PERIOD			**$50,076.06**

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
RS FLOATING RATE Y	02/21/12	11/04/13	4,849 661	$50,000 00	$48,836 09	$1,163 91	
Long-Term This Period				**$50,000.00**	**$48,836.09**	**$1,163.91**	
Long-Term Year to Date				**$139,051.37**	**$130,999.65**	**$8,051.72**	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DUKE ENERGY CORP NEW	11/09/12	11/04/13	800 000	58,089 30	49,517 60	8,571 70	
	11/09/12	11/04/13	200 000	14,522 33	12,395.20	2,127 13	
Short-Term This Period				**$72,611.63**	**$61,912.80**	**$10,698.83**	
Short-Term Year to Date				**$1,149,288.53**	**$1,128,133.29**	**$21,155.24**	
Net Realized Gain/(Loss) This Period				**$122,611.63**	**$110,748.89**	**$11,862.74**	
Net Realized Gain/(Loss) Year to Date				**$1,288,339.90**	**$1,259,132.94**	**$29,206.96**	

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR

013645 MSDDD213

Account Detail

Portfolio Management Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

REALIZED GAIN/(LOSS) DETAIL

LONG-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
TARGET CORPORATION	02/09/12	12/19/13	550 000	$34,238 06	$28,946 50	$5,291 56	
	05/14/12	12/19/13	50 000	3,112 55	2,763.31	349.24	
	05/17/12	12/19/13	250 000	15,562 75	13,809 05	1,753 70	
Long-Term This Period				**$52,913.36**	**$45,518.86**	**$7,394.50**	
Long-Term Year to Date				**$191,964.73**	**$176,518.51**	**$15,446.22**	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CENTURYLINK INC	03/12/13	12/05/13	2,500 000	76,528 16	86,607 25	(10,079 09)	
CONAGRA FOODS INC	06/21/13	12/17/13	1,350 000	42,195 54	44,842 28	(2,646 74)	
MARATHON PETROLEUM CORP	06/21/13	12/04/13	618.000	51,402 37	44,778 06	6,624.31	
	09/17/13	12/04/13	500 000	41,587 67	33,123.05	8,464 62	
Short-Term This Period				**$211,713.74**	**$209,350.64**	**$2,363.10**	
Short-Term Year to Date				**$1,361,002.27**	**$1,337,483.93**	**$23,518.34**	
Net Realized Gain/(Loss) This Period				**$264,627.10**	**$254,869.50**	**$9,757.60**	
Net Realized Gain/(Loss) Year to Date				**$1,552,967.00**	**$1,514,002.44**	**$38,964.56**	

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FINRA BrokerCheck

FINRA has established the public disclosure program, known as BrokerCheck, to provide certain information regarding the disciplinary history of FINRA members and their associated persons. The BrokerCheck Hotline Number is 1-800-289-9999 The FINRA web site address is www finra org An investor brochure that includes information describing FINRA BrokerCheck may be obtained from FINRA.

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Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits)
1/27	Automatic Investment	MS AAA INSTL MONEY TRUST	52,064 84
1/28	Automatic Investment	MS AAA INSTL MONEY TRUST	616.00
1/29	Automatic Redemption	MS AAA INSTL MONEY TRUST	(128,222 48)
1/31	Automatic Investment	MS AAA INSTL MONEY TRUST	1.95
1/31	Automatic Redemption	MS AAA INSTL MONEY TRUST	(44,496.39)
NET ACTIVITY FOR PERIOD			**$(207,888.80)**

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
DOLLAR GEN CORP NEW COM	04/23/13	01/21/14	887 000	$52,064 84	$46,422 92	$5,641 92	
Short-Term This Period				**$52,064.84**	**$46,422.92**	**$5,641.92**	
Short-Term Year to Date				**$52,064.84**	**$46,422.92**	**$5,641.92**	
Net Realized Gain/(Loss) This Period				**$52,064.84**	**$46,422.92**	**$5,641.92**	
Net Realized Gain/(Loss) Year to Date				**$52,064.84**	**$46,422.92**	**$5,641.92**	

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MESSAGES

Important Information About Advisory Accounts

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

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

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Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GILEAD SCIENCE	04/25/13	03/28/14	1,227 000	$84,891 18	$62,579 09	$22,312 09	
	02/05/14	03/28/14	200 000	13,837 19	15,463 52	(1,626 33)	
WALT DISNEY CO HLDG CO	09/18/13	03/25/14	677 000	54,161.71	45,439 63	8,722.08	
Short-Term This Period				**$152,890.08**	**$123,482.24**	**$29,407.84**	
Short-Term Year to Date				**$204,954.92**	**$169,905.16**	**$35,049.76**	
Net Realized Gain/(Loss) This Period				**$152,890.08**	**$123,482.24**	**$29,407.84**	
Net Realized Gain/(Loss) Year to Date				**$204,954.92**	**$169,905.16**	**$35,049.76**	

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MESSAGES

Consolidated Statement of Financial Condition (In Millions of Dollars)

At December 31, 2013 Morgan Stanley Smith Barney LLC had net capital of $3,483 which exceeded the Securities and Exchange Commission's minimum requirement by $3,302 A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at December 31, 2013 can be viewed online at
http //www morganstanley com/about/ir/shareholder/morganstanley_smithbarney_llc pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after March 15, 2014

Make Your Annual IRA Contribution

The deadline to make your 2013 IRA contribution is April 15, 2014, so there is still time to contribute to a Traditional or Roth IRA, if eligible The maximum contribution is $5,500 for 2013, or $6,500 if you are age 50 or older. Your Financial Advisor can help you open a new IRA or fund an existing one You can even move funds from an existing Morgan Stanley non-retirement account if you have one Speak with your Financial Advisor or Private Wealth Advisor about making an IRA contribution for 2014 at the same time and take advantage of a year of additional potential growth

Annual Communication Regarding Your Former Retired Financial Advisor or Private Wealth Advisor

As you are aware, your former Financial Advisor or Private Wealth Advisor ("Advisor") has been retired from Morgan Stanley Smith Barney LLC Since then, your account has been serviced by the Advisor(s) whose name(s) appear on the front of your account statement

Retired Advisors generally continue to receive a portion of the compensation from the accounts of their former clients As a result of receiving this portion of compensation, and under the various rules and regulations governing our conduct, your Retired Advisor is legally prohibited from providing investment advice to you

In addition, we are required yearly to confirm that your Retired Advisor has not communicated with you for the purpose of providing investment advice If you have received investment advice from your Retired Advisor, or if you have any concerns or questions, please contact the Branch Manager of the office where your account is being serviced at the phone number listed on the front of your account statement