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
2014
Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

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

A Employer identification number
45-5374818

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

B Telephone number
646 443-7864

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 834,754.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	265,868.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,285.	4,285.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	85.			STATEMENT 1
	b Gross sales price for all assets on line 6a 102,765.				
	7 Capital gain net income (from Part IV, line 2)		19,613.		
	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	22,154.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	292,392.	23,898.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	13,161.			13,161.
	c Other professional fees STMT 5	42,626.	1,726.		40,900.
	17 Interest				
	18 Taxes STMT 6	2,953.	100.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	282.	0.		282.
	22 Printing and publications				
	23 Other expenses STMT 7	52,099.	0.		52,099.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	111,121.	1,826.		106,442.
	25 Contributions, gifts, grants paid	91,500.			91,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	202,621.	1,826.		197,942.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	89,771.			
	b **Net investment income** (if negative, enter -0-)		22,072.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	534,071.	394,762.	394,762.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 9	20,014.	84,414.	84,414.
	b Investments - corporate stock STMT 10	140,213.	285,254.	285,254.
	c Investments - corporate bonds STMT 11	21,185.	70,324.	70,324.
	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)	715,483.	834,754.	834,754.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	715,483.	834,754.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	715,483.	834,754.	
	31 **Total liabilities and net assets/fund balances**	715,483.	834,754.	

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	715,483.
2 Enter amount from Part I, line 27a	2	89,771.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	29,500.
4 Add lines 1, 2, and 3	4	834,754.
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	834,754.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SALE OF PUBLICLY TRADED SECURITIES	D	VARIOUS	VARIOUS
c	SALE OF FOREIGN CURRENCY	P	VARIOUS	VARIOUS
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	72,967.		72,979.	<12.>
b	25,434.		5,796.	19,638.
c	4,364.		4,377.	<13.>
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				<12.>
b				19,638.
c				<13.>
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 19,613.

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))
2013	76,126.	369,690.	.205918
2012	10,759.	13,906.	.773695
2011			
2010			
2009			

2	Total of line 1, column (d)	2	.979613
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	.489807
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	739,089.
5	Multiply line 4 by line 3	5	362,011.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	221.
7	Add lines 5 and 6	7	362,232.
8	Enter qualifying distributions from Part XII, line 4	8	197,942.

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	441.
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	441.
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	441.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 2,000.		
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	2,000.
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	1,559.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶	1,559. Refunded ▶	11	0.

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) ▶ MD, NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 ▶ WWW.BRWJRFOUNDATION.ORG

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

Located at ▶C/O CHILTON PRIVATE CLIENTS, LLC, 300 PARK AVENUE ZIP+4 ▶10022-7407

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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)* 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 2014?	4b		X

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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 4945(d)(4)(A)? (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 | | 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 12		0.	0.	0.

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

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

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

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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 SEE STATEMENT 13	40,900.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	322,793.
b	Average of monthly cash balances	1b	427,551.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	750,344.
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	750,344.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,255.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	739,089.
6	**Minimum investment return.** Enter 5% of line 5	6	36,954.

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	36,954.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a 441.		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	441.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	36,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,513.
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	36,513.

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	197,942.
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	197,942.
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	197,942.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				36,513.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012 6,346.				
e From 2013 58,475.				
f Total of lines 3a through e	64,821.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 197,942.				
a Applied to 2013, 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) **	15,000.			
d Applied to 2014 distributable amount				36,513.
e Remaining amount distributed out of corpus	146,429.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	226,250.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	15,000.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	211,250.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013 49,821.				
e Excess from 2014 161,429.				

** SEE STATEMENT 14

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FRIENDS OF PAVE ACADEMY 732 HENRY STREET BROOKLYN, NY 11231	N/A	PC	COLLABORATION OF ADAPTIVE LEADERSHIP	7,000.
FRIENDS OF PAVE ACADEMY 732 HENRY STREET BROOKLYN, NY 11231	N/A	PC	RELAY GRADUATE SCHOOL OF EDUCATION	27,000.
INWOOD HOUSE 80 MAIDEN LANE NEW YORK, NY 10038	N/A	PC	PEER LEADERSHIP	27,000.
NEW LIFE OF NEW YORK CITY 66 CLINTON STREET NEW YORK, NY 10002	N/A	PC	TECHNOLOGY/EXPANSION	27,000.
YORKVILLE YOUTH ATHLETIC ASSOCIATION 415 EAST 90TH STREET NEW YORK, NY 10128	N/A	PC	BASKETBALL PROGRAM	3,500.
Total			▶ 3a	91,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	4,285.	
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	85.	
9 Net income or (loss) from special events			01	<10,109.>	
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.		<5,739.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <5,739.>

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Caroline Williamson | 5/7/15 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY, CPA		5/8/15		P00234022

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

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

423622
11-24-14

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

Schedule of Contributors

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

OMB No 1545-0047

2014

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

Employer identification number
45-5374818

Organization type (check one).

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $5,000 or more during the year ▶ $ ____________

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN AND JEANMARIE QUARTERMAN 4220 GLEN DEVON DRIVE ATLANTA, GA 30327	$ 4,659.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ALEX AND ALEXANDRA ROBERTSON 136 E 64TH ST NEW YORK, NY 10065	$ 8,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	ARTHUR WILLIAMS, III 19 EAST 72ND STREET, APT 5D NEW YORK, NY 10021	$ 4,318.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	BILL AND DORRIE WALTON 3795 ORTEGA BLVD JACKSONVILLE, FL 32210	$ 8,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	BLANCHE BACON 2200 WHITE OAK RD. RALEIGH, NC 27608	$ 10,060.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	CAROLINE WILLIAMSON 1148 5TH AVE NEW YORK, NY 10128	$ 9,961.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)

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

Employer identification number: 45-5374818

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CHARLIE AND SUSIE ANDERSON 1088 PARK AVENUE, APT. 12F NEW YORK, NY 10128	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	CHASE COLEMAN III 101 PARK AVENUE NEW YORK, NY 10178	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
9	CHILTON INVESTMENT COMPANY 1290 EAST MAIN STREET STAMFORD, CT 06902	$ 22,270.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
10	CHRIS AND CARRIE SHUMWAY 79 MEADOW WOOD DRIVE GREENWICH, CT 06830	$ 8,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
11	CRAIG A HUFF 993 5TH AVENUE, 6TH FLOOR NEW YORK, NY 10028	$ 8,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
12	DAVID AND CAROLINE JOHNSON, JR. 5 WEST 86TH STREET NEW YORK, NY 10024	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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

Employer identification number
45-5374818

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	DAVID AND SUSAN SAUNDERS 180 PEAR TREE POINT RD DARIEN, CT 06820	$ 8,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
14	EARL JOHNSON, JR. 1001 MARLOWE ROAD RELEIGH, NC 27609	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
15	JAMES JOHNSON 14 EAST 90TH STREET NEW YORK, NY 10128	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
16	JONATHAN WAINWRIGHT 1112 PARK AVE NEW YORK, NY 10128	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
17	LAURIE HODGSON 755 PARK AVE NEW YORK, NY 10021	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
18	MAC AND ANNE HORNER 139 EAST 94TH ST., APT 6A NEW YORK, NY 10128	$ 10,164.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)

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

Employer identification number
45-5374818

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	MICHAEL AND BETH FASCITELLI 170 E. END AVENUE, APT 17AB NEW YORK, NY 10128	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
20	SPENCER AND SARAH ROBERTSON 44 SIDNEY PLACE BROOKLYN, NY 11201	$ 8,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
21	THE MOORE CHARITABLE FOUNDATION, INC. 11 TIMES SQUARE NEW YORK, NY 10036	$ 9,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
22	TOM WALL 1105 PARK AVENUE, APT 13A NEW YORK, NY 10128	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
23	WYNDHAM ROBERTSON 205 CEDAR BERRY LANE CHAPEL HILL, NC 27517	$ 14,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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

Employer identification number: 45-5374818

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	610 SHARES OF BNCN	$ 10,031.	05/21/14
18	250 SHARES OF KO	$ 10,304.	08/20/14
		$	
		$	
		$	
		$	

Name of organization

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

Employer identification number

45-5374818

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this info once.) ▶ $
Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,967.	72,979.	0.	0.	<12.>

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,434.	25,324.	0.	0.	110.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF FOREIGN CURRENCY			PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,364.	4,377.	0.	0.	<13.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	85.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET	4,285.	0.	4,285.	4,285.	
TO PART I, LINE 4	4,285.	0.	4,285.	4,285.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	22,154.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,154.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	13,161.	0.		13,161.
TO FORM 990-PF, PG 1, LN 16B	13,161.	0.		13,161.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
11 PLUS, LLC - GRANT CONSULTANTS	40,900.	0.		40,900.
INVESTMENT MANAGEMENT FEES	1,726.	1,726.		0.
TO FORM 990-PF, PG 1, LN 16C	42,626.	1,726.		40,900.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,853.	0.		0.
FOREIGN TAXES WITHHELD	100.	100.		0.
TO FORM 990-PF, PG 1, LN 18	2,953.	100.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	2,459.	0.		2,459.
BANK AND CREDIT CARD FEES	74.	0.		74.
DUES AND SUBSRIPTIONS	1,738.	0.		1,738.
COMPUTER AND WEBSITE EXPENSES	15,440.	0.		15,440.
FILING FEES	125.	0.		125.
SPECIAL EVENTS	32,263.	0.		32,263.
TO FORM 990-PF, PG 1, LN 23	52,099.	0.		52,099.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION ON INVESTMENTS	29,500.
TOTAL TO FORM 990-PF, PART III, LINE 3	29,500.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS (SEE ATTACHMENT A)	X		84,414.	84,414.
TOTAL U.S. GOVERNMENT OBLIGATIONS			84,414.	84,414.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			84,414.	84,414.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS (SEE ATTACHMENT A)	285,254.	285,254.
TOTAL TO FORM 990-PF, PART II, LINE 10B	285,254.	285,254.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHMENT A)	70,324.	70,324.
TOTAL TO FORM 990-PF, PART II, LINE 10C	70,324.	70,324.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

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

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY ONE

THE FOUNDATION HAS UNDER WRITTEN A NON-PROFIT COLLABORATION GRANT TO BRING AN ADAPTIVE LEADERSHIP FRAMEWORK AND TOOLKIT TO THREE CHOOSEN ORGANIZATIONS. THE GOAL IS TO INCREASE THE ADAPTIVE LEADERSHIP SKILLS OF MANAGERS SO THAT THEY ARE BETTER EQUIPPED TO MOTIVATE THEIR STAFF, TEST INNOVATIVE SOLUTIONS, SEE THEIR ORGANIZATIONS WITH GREATER OBJECTIVITY AND FULFILL THIER MISSION EVEN MORE EFFECTIVELY. THE PROGRAM IS ADMINISTRATED AND CONDUCTED BY 11 PLUS, LLC.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	40,900.

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 14

THE FOUNDATION RECEIVED CONTRIBUTIONS FROM NON-OPERATING FOUNDATIONS WHICH IT EXPENSED OR REDISTRIBUTED. IN ACCORDANCE WITH IRS REG. 53-4942(A)-3(D) THE FOUNDATION IS ELECTING TO TREAT THE $15,000 NOT AS A QUALIFYING DISTRIBUTION BUT AS A DISTRIBUTION OUT OF CORPUS.

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Government and Agency Issues								
Custody Holdings								
10,000 000	FHLB (FED HM LN BK) 0 5% 9/28/16 Moody· N/A S&P· AA+	3130A2T97	$9,979 60	99 735	$9,973 50	$6 10-	$50 00 12 92	0 50%
6,000 000	FFCB (FED FM CR BK) V/R 12/28/15 Moody AAA S&P AA+	3133ECT20	5,971 14	100 051	6,003 06	31 92	9 03 0 10	0 15
10,000 000	FFCB (FED FM CR BK) 6 125% 12/29/15 Moody· AAA S&P AA+	31331H5L7	10,530 49	105 802	10,580 20	49 71	612 50 3 40	5 79
10,000 000	FHLB (FED HM LN BK) 1% 1/25/17 Moody AAA S&P AA+	313376V36	10,065 90	100 072	10,007 20	58 70-	100 00 43 33	1 00
3,000 000	FICO STRIP CPN-5 0% 2/08/15 Moody: N/A S&P· N/A	31771CNE1	2,998 01	99 942	2,998 26	0 25	0 00 0 00	0 00
25,000 000	FICO STRIP CPN14 0% 11/02/15 Moody· N/A S&P N/A	31771C7B5	24,895 90	99 356	24,839 00	56 90-	0 00 0 00	0 00
5,000 000	FICO STRIP CPN-C 0% 5/30/15 Moody N/A S&P· N/A	31771JLX6	4,985 84	99 816	4,990 80	4 96	0 00 0 00	0 00
5,000 000	US TREASURY NTS 0 625% 8/15/16 Moody AAA S&P· N/A	912828VR8	5,004 49	100 164	5,008 20	3 71	31 25 11 80	0 62
10,000 000	US TREASURY NOTES 0 375% 8/31/15 Moody AAA S&P· N/A	912828VU1	9,972 27	100 133	10,013 30	41 03	37 50 12 74	0 38
Total Government and Agency Issues			**$84,403.64**		**$84,413.52** A	**$9.88**	**$840.28** **$84.29**	
Corporate Bonds								
Custody Holdings								
6,000 000	GEN ELEC CAP CORP MTN 1 25% 11/21/16 Moody· A1 S&P AA+	B92N1TII5	$6,003 42	100 120	$6,007 20	$3 78	$75 00 8 33	1 25%
5,000 000	AT&T INC 0 8% 12/01/15 Moody A3 S&P A-	00206RBL5	4,993 05	99 962	4,998 10	5 05	40 00 3 33	0 80
10,000 000	AMERN EXPRESS CR MT 0 5096% 6/05/17 Moody· A2 S&P· A-	0258M0DN6	10,000 00	99 829	9,982 90	17 10-	50 96 3 82	0 51

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Corporate Bonds (Continued)								
	Custody Holdings (Continued)							
10,000 000	EXPRESS SCRIPTS HLDG 2 1% 2/12/15 Moody BAA3 S&P BBB+	30219GAB4	10,079 32	100 123	10,012 30	67 02-	210 00 81 08	2 10
14,000 000	FIFTH THIRD BANCOR 0 6604% 12/20/16 Moody· BAA2 S&P BBB	316773CG3	13,940 08	99 201	13,888 14	51 94-	92 46 3 08	0 67
10,000 000	ORACLE CORP V/R 7/07/17 Moody· A1 S&P· A+	68389XAT2	10,000 00	99 900	9,990 00	10 00-	0 01 0 00	0 00
Total Corporate Bonds			**$55,015 87**		**$54,878.64** ©	**$137.23-**	**$468.43** **$99.64**	
Equities								
	Custody Holdings							
86 000	BECTON DICKINSON & CO	075887109	$9,312 37	139 160	$11,967 76	$2,655 39	$206 40 0 00	1 72%
105 000	BROWN FORMAN CORP-B	115637209	7,280 76	87 840	9,223 20	1,942 44	132 30 0 00	1 43
103 000	CBS CORP-B	124857202	6,127 22	55 340	5,700 02	427 20-	61 80 15 45	1 08
144 000	COCA COLA CO	191216100	5,500 21	42 220	6,079 68	579 47	175 68 0 00	2 89
120 000	COLGATE PALMOLIVE CO	194162103	7,261 46	69 190	8,302 80	1,041 34	172 80 0 00	2 08
59 000	COSTCO WHOLESALE CORP	22160K105	6,585 44	141 750	8,363 25	1,777 81	83 78 0 00	1 00
107 000	DISNEY (THE WALT) COMPANY DEL	254687106	7,652 82	94 190	10,078 33	2,425 51	123 05 123 05	1 22
110 000	DOMINOS PIZZA INC	25754A201	7,575 78	94 170	10,358 70	2,782 92	110 00 0 00	1 06
87 000	ECOLAB INC	278865100	8,926 17	104 520	9,093 24	167 07	114 84 28 71	1 26
59 000	FEDEX CORP	31428X106	8,546 21	173.660	10,245 94	1,699 73	47 20 11 60	0 46
201 000	FORTUNE BRANDS HOME & SECURITY INC	34964C106	8,039 64	45 270	9,099 27	1,059 63	112 56 0 00	1 24
169 000	WR GRACE & CO	38388F108	14,777 79	95 390	16,120 91	1,343 12	0 00 0 00	0 00
113.000	HOME DEPOT INC	437076102	8,708 46	104 970	11,861 61	3,153 15	212 44 0 00	1 79
196 000	MASTERCARD INC-A	57636Q104	13,881 90	86 160	16,887 36	3,005 46	125 44 0 00	0 74

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Equities (Continued)								
	Custody Holdings (Continued)							
91 000	MCDONALDS CORP	580135101	8,812 27	93 700	8,526 70	285 57-	309 40 0 00	3 63
112 000	MEDTRONIC INC	585055106	7,366 92	72 200	8,086 40	719 48	136 64 34 16	1 69
81 000	MOODYS CORP	615369105	5,193 72	95 810	7,760 61	2,566 89	110 16 0 00	1 42
40 000	SHERWIN WILLIAMS CO	824348106	7,279 70	263 040	10,521 60	3,241 90	88 00 0 00	0 84
85 000	SONOCO PRODUCTS	835495102	3,284 40	43 700	3,714 50	430 10	108 80 0 00	2 93
84 000	TIFFANY & CO	886547108	7,507 00	106 860	8,976 24	1,469 24	127 68 31 92	1 42
52 000	TORO CO	891092108	3,361 09	63 810	3,318 12	42 97-	52 00 13 00	1 57
108 000	UNION PACIFIC CORP	907818108	8,784 64	119 130	12,866 04	4,081 40	216 00 54 00	1 68
119 000	UNITED PARCEL SERVICE INC-B	911312106	10,788 68	111 170	13,229 23	2,440 55	318 92 0 00	2 41
143 000	WAL-MART STORES INC	931142103	10,711 82	85 880	12,280 84	1,569 02	274 56 68 64	2 24
184 000	WELLS FARGO & CO	949746101	7,761 49	54 820	10,086 88	2,325 39	257 60 0 00	2 55
Total Equities			**$201,027 96**		**$242,749.23** B	**$41,721.27**	**$3,678 05** **$380.53**	
Foreign Assets								
	Custody Holdings							
35 000	ACTAVIS PLC	G0083B108	$8,204 68	257 410	$9,009 35 B	$804 67	$0 00 0 00	0 00%
78 000	NIELSEN NV	N63218106	3,634 20	44 730	3,488 94 B	145 26-	78 00 0 00	2 24
99 000	ANHEUSER BUSCH INBEV SA/NV-SP ADR	03524A108	9,895 52	112 320	11,119 68 B	1,224 16	264 73 0 00	2 38
69 000	DIAGEO PLC ADR	25243Q205	8,514 55	114 090	7,872 21 B	642 34-	232 53 0 00	2 95
10,000 000	METHANEX CORP 6% 8/15/15 Moody· BAA3 S&P· BBB-	59151KAF5	10,540 20	103 025	10,302 50 C	237 70-	600 00 226 67	5 82
151 000	NESTLE SA SPONSORED ADR	641069406	10,979 92	72 950	11,015 45 B	35 53	306 08 0 00	2 78

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Foreign Assets (Continued)								
	Custody Holdings (Continued)							
5,000 000	TELEFONICA EMIS 3 992% 2/16/16 Moody: BAA2 S&P· BBB	87938WAN3	5,170 00	102 849	5,142 45 C	27 55-	199 60 74 85	3 88
Total Foreign Assets			$56,939.07		$57,950 58	$1,011.51	$1,680.94 $301 52	

	Market Value
A Investments - U.S and State Government Obligations	$ 84,413.52
B Investments - Corporate Stock	285,254.86
C Investments - Corporate Bonds	70,323.59
	$439,991.97

B. ROBERT WILLIAMSON JR. FOUNDATION

EIN # 45-5374818

Schedule of Realized Gains and Losses (Donated Securities)

December 31, 2014

Disposition Date	Donor Acquisition Date	Description	Security Identifiier	Quantity	Donor Cost Basis	Proceeds	Realized Gain/Loss
08/22/14	05/18/06	Coca Cola Company	KO	250.000	202.56	10,291.02	$ 10,088.46
05/27/14	04/22/12	BNC Bankcorp Com	BNCN	610.000	4,517.13	10,223 40	5,706.27
08/28/14	Unknown	Pepsico Inc Com	PEP	54.000	1,076.76	4,919.43	3,842.67
					$ 5,796.45	$ 25,433.85	$ 19,637.40