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
ATTICUS TRUST
MARTIN S. BROWN, JR., TRUSTEE

A Employer identification number
58-1796390

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

B Telephone number
615-259-1450

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 19,322,478.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	342,864.	342,864.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,609,080.			
	b Gross sales price for all assets on line 6a 5,029,726.				
	7 Capital gain net income (from Part IV, line 2)		1,609,080.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,951,944.	1,951,944.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	42,508.	21,254.		21,254.
	b Accounting fees STMT 3	8,600.	4,300.		4,300.
	c Other professional fees STMT 4	74,959.	74,959.		0.
	17 Interest				
	18 Taxes STMT 5	18,294.	124.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	32,814.	25,184.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	177,175.	125,821.		25,554.
	25 Contributions, gifts, grants paid	368,500.			368,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	545,675.	125,821.		394,054.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,406,269.			
	b **Net investment income** (if negative, enter -0-)		1,826,123.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

15190512 781331 10601-10601 2014.03040 ATTICUS TRUST MARTIN S. BRO 10601-11

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	713,368.	1,285,179.	1,285,096.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	10,283,301.	11,864,685.	17,920,555.
	c Investments - corporate bonds STMT 8	859,865.	0.	0.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	112,939.	116,827.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,856,534.	13,262,803.	19,322,478.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,856,534.	13,262,803.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	11,856,534.	13,262,803.	
	31 **Total liabilities and net assets/fund balances**	11,856,534.	13,262,803.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,856,534.
2	Enter amount from Part I, line 27a	2	1,406,269.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,262,803.
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	13,262,803.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,029,726.		3,420,646.	1,609,080.

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				
b				
c				
d				
e				1,609,080.

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 — 1,609,080.

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	622,062.	15,691,398.	.039644
2012	794,383.	14,140,418.	.056178
2011	421,015.	13,383,682.	.031457
2010	766,582.	12,851,876.	.059647
2009	797,081.	12,266,666.	.064979

2	**Total** of line 1, column (d)	2	.251905
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	.050381
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	18,177,634.
5	Multiply line 4 by line 3	5	915,807.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,261.
7	Add lines 5 and 6	7	934,068.
8	Enter qualifying distributions from Part XII, line 4	8	394,054.

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	36,522.
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	36,522.
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	36,522.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 11,880.		
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	11,880.
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	24,642.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ N/A

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

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

			Yes	No
16	At any time during calendar year 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

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 10		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	17,603,158.
b	Average of monthly cash balances		1b	851,293.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	18,454,451.
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	18,454,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	276,817.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	18,177,634.
6	**Minimum investment return.** Enter 5% of line 5		6	908,882.

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	908,882.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 36,522.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	36,522.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	872,360.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	872,360.
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	872,360.

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	394,054.
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	394,054.
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	394,054.

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				872,360.
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 — 187,226.				
b From 2010 — 129,400.				
c From 2011				
d From 2012 — 95,466.				
e From 2013				
f **Total** of lines 3a through e	412,092.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 394,054.				
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)	0.			
d Applied to 2014 distributable amount				394,054.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	412,092.			412,092.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				66,214.
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)	0.			
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	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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				
SEE ATTACHED STATEMENT	NONE	N/A	GENERAL CHARITABLE PURPOSES	368,500.
Total			▶ 3a	368,500.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a N/A					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	342,864.	
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	1,609,080.	
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.		1,951,944.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,951,944.

(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).

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11-24-14

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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

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

Signature of officer or trustee: [signature] Date: 5-14-15 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SANDRA L. LONG	SANDRA L. LONG	05/12/15		P00547043

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

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

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	CROSTEK	P	01/14/10	03/11/14
b	CISCO SYSTEMS	P	VARIOUS	02/11/14
c	ENLINK MIDSTREAM	P	03/11/14	12/23/14
d	GOLDMAN SACHS SHORT TERM	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS LONG TERM	P	VARIOUS	VARIOUS
f	CHARLES SCHWAB SHORT TERM	P	VARIOUS	VARIOUS
g	CHARLES SCHWAB LONG TERM	P	VARIOUS	VARIOUS
h	BAIRD SHORT TERM	P	VARIOUS	VARIOUS
i	BAIRD LONG TERM	P	VARIOUS	VARIOUS
j	MERRILL LYNCH	P	VARIOUS	VARIOUS
k	GOLDMAN SACHS LONG TERM	P	VARIOUS	VARIOUS
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,378.		12,378.	0.
b	46,817.		33,445.	13,372.
c	20,344.		3,036.	17,308.
d	541,483.		474,073.	67,410.
e	2,642,419.		1,675,503.	966,916.
f	3,952.		4,046.	<94.>
g	896,122.		482,028.	414,094.
h	5,512.		5,392.	120.
i	178,692.		104,045.	74,647.
j	155,415.		155,084.	331.
k	526,592.		471,616.	54,976.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				0.
b				13,372.
c				17,308.
d				67,410.
e				966,916.
f				<94.>
g				414,094.
h				120.
i				74,647.
j				331.
k				54,976.
l				
m				
n				
o				

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	1,609,080.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	244,723.	0.	244,723.	244,723.	
INTEREST	98,141.	0.	98,141.	98,141.	
TO PART I, LINE 4	342,864.	0.	342,864.	342,864.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	42,508.	21,254.		21,254.
TO FM 990-PF, PG 1, LN 16A	42,508.	21,254.		21,254.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	8,600.	4,300.		4,300.
TO FORM 990-PF, PG 1, LN 16B	8,600.	4,300.		4,300.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEE	74,959.	74,959.		0.
TO FORM 990-PF, PG 1, LN 16C	74,959.	74,959.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	124.	124.		0.
FEDERAL INCOME TAXES	18,170.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,294.	124.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN EXPENSES	7,600.	0.		0.
MANAGEMENT FEES	10,065.	10,065.		0.
BANK FEES	30.	0.		0.
ACCRUED INTEREST PAID	11,272.	11,272.		0.
AMORTIZATION	3,847.	3,847.		0.
TO FORM 990-PF, PG 1, LN 23	32,814.	25,184.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS # 498-1	3,983,230.	4,753,145.
BAIRD # HR19	674,013.	1,204,756.
CHICKASAW CAPITAL # 2001	901,711.	1,649,929.
CHARLES SCHWAB # 0261	2,053,286.	5,735,705.
MERRILL LYNCH # 0186	667,109.	675,965.
GOLDMAN SACHS # 936-8	1,605,141.	1,576,657.
BAIRD ACCOUNT # HR52	1,980,195.	2,324,398.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,864,685.	17,920,555.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS # 058-2	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEGACY VENTURE VII	COST	112,939.	116,827.
TOTAL TO FORM 990-PF, PART II, LINE 13		112,939.	116,827.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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

Atticus Trust
Schedule of Contributions
12/31/2014

Name	Amount
Keep Nashvılle Beautiful	75,000 00
Universıty of Virgınia	5,000 00
Unıversity of Virgınia	12,500 00
Nashvılle Cıvıc Desıgn Center	8,000.00
Nashvılle OIC	2,000 00
Nashvılle Opera	1,000 00
Nashvılle Publıc Radıo	1,000 00
Nashvılle Zoo	1,000 00
Oasıs Center	1,000 00
Delray Beach Center for the Arts at Old School Square	1,000 00
Park Center Inc	1,000 00
Planned Parenthood of Mıddle & East TN	2,000 00
Safe Haven Family Shelter	5,000 00
Shakertown at South Union	15,000 00
Southern Alliance for Clean Energy	2,000 00
St Lukes Communıty Center	1,000 00
Tennessee Clean Water Network	1,000 00
Tennesseans For Alternatıves to the Death Penalty	3,000 00
Tennessee Performıng Arts Center	2,000 00
Unıted Way of Metro Nashvılle	10,000 00
Metropolıtan Hıstorıcal Commıssıon Foundatıon	15,000 00
Smith College	10,000 00
Nashvılle Publıc Education Foundation	4,000 00
Nashvılle Symphony	50,000 00
Southern Envıronmental Law Center	100,000 00
Battle of Franklın Trust	1,000 00
Blaır School of Musıc	1,000 00
Campus for Human Development	15,000 00
Columbia Unıversıty	2,000 00
Garden Conservatory	1,000 00
Gırl Scouts of Mıddle TN	1,000 00
Greenways for Nashvılle	3,000 00
Land Trust Alliance	1,000 00
Leadershıp Nashville	1,000 00
Owl's Hıll Nature Sanctuary, Inc	1,000 00
YWCA Nashvılle & Mıddle TN	4,000 00
Kentucky Educatıon Fund for Handicapped Chıldren	3,000 00
Councıl on Agıng	3,000 00
Adventure Scıence Center	1,000 00
Amerıcan Rıvers	1,000 00
Boys & Gırls Club	1,000 00
	368,500 00

YEAR TO DATE GAINS AND LOSSES

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

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
BOEING COMPANY CMN	Oct 01 2008	Feb 11 2014	100 00	12,904 42	5,607 52	0 00	7,296 90	7,296 90	LT
	Oct 14 2008	Feb 11 2014	200 00	25,808 84	9,217 26	0 00	16,591 58	16,591 58	LT
	Dec 22 2009	Feb 11 2014	200 00	25,808 84	11,138 28	0 00	14,670 56	14,670 56	LT
	Jan 25 2010	Feb 11 2014	50 00	6,452 21	2,911 16	0 00	3,541 05	3,541 05	LT
GOOGLE INC CMN CLASS A	Apr 21 2011	Feb 11 2014	100 00	117,543 60	53,036 11	0 00	64,507 49	64,507 49	LT
HONEYWELL INTL INC CMN	Jan 25 2010	Feb 11 2014	600 00	55,965 69	24,355 81	0 00	31,609 88	31,609 88	LT
	Feb 22 2010	Feb 11 2014	250 00	23,319 04	10,173 23	0 00	13,145 81	13,145 81	LT
NIKE CLASS-B CMN CLASS B	Dec 22 2009	Feb 11 2014	500 00	36,451 80	16,457 12	0 00	19,994 68	19,994 68	LT
	Jan 25 2010	Feb 11 2014	650 00	47,387 34	20,878 34	0 00	26,509 00	26,509 00	LT
VISA INC CMN CLASS A	Apr 21 2011	Feb 11 2014	200 00	43,989 74	15,669 14	0 00	28,320 60	28,320 60	LT
	Aug 30 2011	Feb 11 2014	150 00	32,992 31	13,342 91	0 00	19,649 40	19,649 40	LT
WALT DISNEY COMPANY (THE) CMN	Aug 30 2011	Feb 11 2014	950 00	73,197 82	32,078 49	0 00	41,119 33	41,119 33	LT
ABBOTT LABORATORIES CMN	Apr 25 2012	Feb 20 2014	800 00	30,808 25	23,882 43	0 00	6,925 82	6,925 82	LT
ALTERA CORP CMN	Jun 10 2013	Feb 20 2014	100 00	3,525 32	3,305 34	0 00	219 98	219 98	ST
AMAZON COM INC CMN	Feb 16 2012	Feb 20 2014	200 00	68,903 53	36,460 05	0 00	32,443 48	32,443 48	LT
AMERICAN EXPRESS CO CMN	Aug 30 2011	Feb 20 2014	2,100 00	184,928 79	103,534 28	0 00	81,394 51	81,394 51	LT
	Apr 25 2012	Feb 20 2014	100 00	8,806 13	5,933 75	0 00	2,872 38	2,872 38	LT
AMERICAN TOWER CORPORATION CMN	Apr 21 2011	Feb 20 2014	600 00	50,113 88	31,081 74	0 00	19,032 14	19,032 14	LT
APPLE, INC CMN	May 08 2013	Feb 20 2014	100 00	52,482 93	46,783 11	0 00	5,699 82	5,699 82	ST
BOEING COMPANY CMN	Jan 25 2010	Feb 20 2014	250 00	31,968 19	14,555 79	0 00	17,412 40	17,412 40	LT
	Feb 22 2010	Feb 20 2014	50 00	6 393 64	3,228 97	0 00	3,164 67	3,164 67	LT
COSTCO WHOLESALE CORPORATION CMN	Dec 22 2009	Feb 20 2014	500 00	56,973 64	30,101 03	0 00	26,872 61	26,872 61	LT
DEVON ENERGY CORPORATION (NEW) CMN	Apr 21 2011	Feb 20 2014	800 00	51,059 34	71,975 67	0 00	(20,916 33)	(20,916 33)	LT
	Aug 30 2011	Feb 20 2014	100 00	6,382 41	6,795 66	0 00	(413 25)	(413 25)	LT
EMC CORPORATION MASS CMN	Apr 21 2011	Feb 20 2014	900 00	22,639 90	25,911 95	0 00	(3,272 05)	(3,272 05)	LT
	Aug 30 2011	Feb 20 2014	200 00	5,031 09	4,452 99	0 00	578 10	578 10	LT
EXXON MOBIL CORPORATION CMN	Dec 13 2011	Feb 20 2014	100 00	9,436 51	8,254 66	0 00	1,181 85	1,181 85	LT
FEDEX CORP CMN	Jun 10 2013	Feb 20 2014	400 00	52,814 58	39,935 88	0 00	12,878 70	12,878 70	ST
GENERAL ELECTRIC CO CMN	Apr 21 2011	Feb 20 2014	2,100 00	52,348 29	42,307 80	0 00	10,040 49	10,040 49	LT
JPMORGAN CHASE & CO CMN	Mar 30 2009	Feb 20 2014	200 00	11,412 52	5,219 68	0 00	6,192 84	6,192 84	LT

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	May 12 2009	Feb 20 2014	100 00	5,706 26	3 526 92	0 00	2,179 34	2,179 34	LT
	Dec 22 2009	Feb 20 2014	500 00	28,531 30	21,157 48	0 00	7,373 82	7,373 82	LT
	Jan 25 2010	Feb 20 2014	400 00	22,825 03	15,756 44	0 00	7,068 59	7,068 59	LT
LOWES COMPANIES INC CMN	Apr 21 2011	Feb 20 2014	2,800 00	129,416 58	75,432 09	0 00	53,984 49	53,984 49	LT
	Apr 25 2012	Feb 20 2014	100 00	4,622 02	3,200 69	0 00	1,421 33	1,421 33	LT
MERCK & CO , INC CMN	Aug 30 2011	Feb 20 2014	1,300 00	71,723 24	42,924 99	0 00	28,798 25	28,798 25	LT
ORACLE CORPORATION CMN	Aug 30 2011	Feb 20 2014	1,000 00	37,881 68	28,219 40	0 00	9,662 28	9,662 28	LT
PEPSICO INC CMN	Mar 22 2010	Feb 20 2014	1,500 00	116,481 35	100,387 99	0 00	16,093 36	16,093 36	LT
	Apr 25 2012	Feb 20 2014	100 00	7,765 42	6,733 67	0 00	1,031 75	1,031 75	LT
	Jun 10 2013	Feb 20 2014	200 00	15,530 85	16,745 80	0 00	(1,214 95)	(1,214 95)	ST
PROCTER & GAMBLE COMPANY (THE) CMN	Dec 22 2009	Feb 20 2014	400 00	31,010 21	24,751 06	0 00	6,259 15	6,259 15	LT
	Jan 25 2010	Feb 20 2014	500 00	38,762 77	30,606 03	0 00	8,156 74	8,156 74	LT
	Feb 22 2010	Feb 20 2014	200 00	15,505 11	12,841 14	0 00	2,663 97	2,663 97	LT
	Jul 18 2012	Feb 20 2014	1,000 00	77,525 53	65,680 30	0 00	11,845 23	11,845 23	LT
PRUDENTIAL FINANCIAL INC CMN	Apr 21 2011	Feb 20 2014	800 00	66,754 68	49,931 57	0 00	16,823 11	16,823 11	LT
QUALCOMM INC CMN	May 20 2008	Feb 20 2014	100 00	7,508 03	4,635 90	0 00	2,872 13	2,872 13	LT
	Jul 09 2008	Feb 20 2014	100 00	7 508 03	4,812 65	0 00	2,695 38	2,695 38	LT
	Aug 25 2009	Feb 20 2014	100 00	7,508 03	4,811 64	0 00	2,696 39	2,696 39	LT
	Dec 22 2009	Feb 20 2014	400 00	30,032 11	18,525 42	0 00	11,506 69	11,506 69	LT
	Jan 25 2010	Feb 20 2014	200 00	15,016 06	9,485 92	0 00	5,530 14	5,530 14	LT
SCHLUMBERGER LTD CMN	Jun 10 2005	Feb 20 2014	100 00	8,991 03	3,676 78	0 00	5,314 25	5,314 25	LT
	Aug 01 2007	Feb 20 2014	100 00	8,991 02	9,624 29	0 00	(633 27)	(633 27)	LT
	Nov 28 2007	Feb 20 2014	100 00	8,991 02	9,085 96	0 00	(94 94)	(94 94)	LT
	Aug 25 2009	Feb 20 2014	200 00	17,982 04	11,467 54	0 00	6,514 50	6,514 50	LT
	Dec 22 2009	Feb 20 2014	200 00	17,982 04	13,038 09	0 00	4,943 95	4,943 95	LT
THE TRAVELERS COMPANIES, INC CMN	Dec 13 2011	Feb 20 2014	500 00	41,440 67	28,572 90	0 00	12,867 77	12,867 77	LT
VERTEX PHARMACEUTICALS INC CMN	Jun 10 2013	Feb 20 2014	1,100 00	91,463 50	91,387 86	0 00	75 64	75 64	ST
VIACOM INC CMN CLASS B	Jun 10 2013	Feb 20 2014	600 00	51,452 80	41,031 96	0 00	10,420 84	10,420 84	ST
VISA INC CMN CLASS A	Aug 30 2011	Feb 20 2014	350 00	77,520 59	31,133 45	0 00	46,387 14	46,387 14	LT
WALT DISNEY COMPANY (THE) CMN	Aug 30 2011	Feb 20 2014	450 00	35,207 24	15,195 07	0 00	20,012 17	20,012 17	LT

ATTICUS TRUST EQUITY

Realized Gains and Losses (Continued)

Period Ended December 31, 2014

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Dec 13 2011	Feb 20 2014	400 00	31,295 33	14,964 16	0 00	16,331 17	16,331 17	LT
	Apr 25 2012	Feb 20 2014	100 00	7,823 83	4,304 62	0 00	3,519 21	3,519 21	LT
ALLSTATE CORPORATION COMMON STOCK	Sep 11 2013	Feb 21 2014	100 00	5,283 53	5,052 02	0 00	231 51	231 51	ST
VERIZON COMMUNICATIONS INC CMN	Feb 24 2014	Feb 24 2014	0 80	38 46	0 00	0 00	38 46	38 46	ST
VODAFONE GROUP PLC ADR CMN	Feb 20 2014	Feb 27 2014	0 73	27 33	0 00	0 00	27 33	27 33	ST
ALTERA CORP CMN	Jun 10 2013	Apr 01 2014	100 00	3,604 50	3,305 34	0 00	299 16	299 16	ST
AMAZON COM INC CMN	Feb 16 2012	Apr 01 2014	15 00	5,072 20	2,734 50	0 00	2,337 70	2,337 70	LT
	Apr 25 2012	Apr 01 2014	85 00	28,742 47	16,633 44	0 00	12,109 03	12,109 03	LT
BANK OF AMERICA CORP CMN	Feb 20 2014	Apr 01 2014	100 00	1,714 64	1,648 32	0 00	66 32	66 32	ST
EMC CORPORATION MASS CMN	Aug 30 2011	Apr 01 2014	100 00	2 739 27	2,226 50	0 00	512 77	512 77	LT
FEDEX CORP CMN	Jun 10 2013	Apr 01 2014	700 00	92,520 36	69,887 80	0 00	22,632 56	22,632 56	ST
GENERAL ELECTRIC CO CMN	Apr 21 2011	Apr 01 2014	100 00	2,569 98	2,014 66	0 00	555 32	555 32	LT
MICROSOFT CORPORATION CMN	Feb 20 2014	Apr 01 2014	100 00	4,091 57	3,812 75	0 00	278 82	278 82	ST
ORACLE CORPORATION CMN	Aug 30 2011	Apr 01 2014	1,800 00	73,863 14	50,794 92	0 00	23,068 22	23,068 22	LT
	Apr 25 2012	Apr 01 2014	100 00	4,103 51	2,908 80	0 00	1,194 71	1,194 71	LT
	Aug 21 2012	Apr 01 2014	100 00	4,103 51	3,254 22	0 00	849 29	849 29	LT
THE TRAVELERS COMPANIES, INC CMN	Dec 13 2011	Apr 01 2014	300 00	25,225 63	17,143 74	0 00	8,081 89	8,081 89	LT
ABBOTT LABORATORIES CMN	Apr 25 2012	May 08 2014	100 00	3,851 01	2,985 30	0 00	865 71	865 71	LT
AMERICAN TOWER CORPORATION CMN	Apr 21 2011	May 08 2014	100 00	8,736 55	5,180 29	0 00	3,556 26	3,556 26	LT
GAP INC CMN	Apr 01 2014	May 08 2014	100 00	3,918 33	4,108 50	0 00	(190 17)	(190 17)	ST
THE TRAVELERS COMPANIES, INC CMN	Dec 13 2011	May 08 2014	400 00	36,150 03	22,858 32	0 00	13,291 71	13,291 71	LT
SUNCOR ENERGY INC CMN	Feb 20 2014	May 13 2014	200 00	7,820 82	6,688 22	0 00	1,132 60	1,132 60	ST
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS	Feb 20 2014	May 13 2014	400 00	8,169 29	7,150 80	0 00	1,018 49	1,018 49	ST
EXXON MOBIL CORPORATION CMN	Dec 13 2011	Jun 04 2014	100 00	9,933 43	8,254 66	0 00	1,678 77	1,678 77	LT
KONINKLIJKE PHILIPS N V ADR CMN	Jun 04 2014	Jun 04 2014	0 58	18 26	0 00	0 00	18 26	18 26	ST
THE TRAVELERS COMPANIES, INC CMN	Dec 13 2011	Jun 04 2014	300 00	27,932 22	17,143 74	0 00	10,788 48	10,788 48	LT
	Apr 25 2012	Jun 04 2014	100 00	9,310 74	6,418 55	0 00	2,892 19	2,892 19	LT
APPLE, INC CMN	May 08 2013	Jun 26 2014	300 00	26,699 71	20,049 91	0 00	6,649 80	6,649 80	LT
QUALCOMM INC CMN	Jan 25 2010	Jun 26 2014	200 00	15 568 39	9,485 92	0 00	6,082 47	6,082 47	LT
	Feb 22 2010	Jun 26 2014	200 00	15,568 39	7,853 76	0 00	7,714 63	7,714 63	LT
CHIPOTLE MEXICAN GRILL, INC CMN	Feb 20 2014	Jul 16 2014	100 00	58,738 35	55,710 59	0 00	3,027 76	3,027 76	ST
MERCK & CO , INC CMN	Aug 30 2011	Jul 16 2014	1,200 00	68,866 82	39,623 07	0 00	29,243 75	29,243 75	LT
SCHLUMBERGER LTD CMN	Jan 25 2010	Jul 16 2014	200 00	22,743 75	13,323 92	0 00	9,419 83	9,419 83	LT

ATTICUS TRUST EQUITY

Realized Gains and Losses (Continued)

Period Ended December 31, 2014

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
SUNCOR ENERGY INC CMN	Feb 20 2014	Jul 16 2014	100 00	4,123 25	3,344 11	0 00	779 14	779 14	ST
CHIPOTLE MEXICAN GRILL, INC CMN	Feb 20 2014	Sep 18 2014	100 00	65,479 11	55,710 59	0 00	9,768 52	9,768 52	ST
MERCK & CO , INC CMN	Aug 30 2011	Sep 18 2014	400 00	23,743 63	13,207 69	0 00	10,535 94	10,535 94	LT
	Apr 25 2012	Sep 18 2014	100 00	5,935 91	3,875 37	0 00	2,060 54	2,060 54	LT
	Jun 10 2013	Sep 18 2014	700 00	41,551 35	34,487 46	0 00	7,063 89	7,063 89	LT
ABBOTT LABORATORIES CMN	Apr 25 2012	Oct 07 2014	100 00	4,156 91	2,985 30	0 00	1,171 61	1,171 61	LT
ALTERA CORP CMN	Jun 10 2013	Oct 07 2014	1,600 00	52,681 71	52,885 38	0 00	(203 67)	(203 67)	LT
	Jul 16 2014	Oct 07 2014	100 00	3,292 61	3,526 92	0 00	(234 31)	(234 31)	ST
AMERICAN TOWER CORPORATION CMN	Apr 21 2011	Oct 07 2014	100 00	9,288 96	5,180 29	0 00	4 108 67	4,108 67	LT
BANK OF AMERICA CORP CMN	Feb 20 2014	Oct 07 2014	100 00	1,696 82	1,648 32	0 00	48 50	48 50	ST
EXXON MOBIL CORPORATION CMN	Dec 13 2011	Oct 07 2014	100 00	9,372 12	8,254 66	0 00	1,117 46	1,117 46	LT
FIRSTENERGY CORP CMN	Jun 04 2014	Oct 07 2014	100 00	3,349 09	3,458 21	0 00	(109 12)	(109 12)	ST
GAP INC CMN	Apr 01 2014	Oct 07 2014	100 00	4,092 56	4,108 50	0 00	(15 94)	(15 94)	ST
GAP INC CMN DISALLOWED LOSSES								15 94	
HONEYWELL INTL INC CMN	Feb 22 2010	Oct 07 2014	50 00	4,499 95	2,034 65	0 00	2,465 30	2,465 30	LT
	Mar 22 2010	Oct 07 2014	50 00	4,499 95	2,211 40	0 00	2,288 55	2,288 55	LT
INTEL CORPORATION CMN	Apr 01 2014	Oct 07 2014	100 00	3,356 02	2,619 94	0 00	736 08	736 08	ST
NIKE CLASS-B CMN CLASS B	Jan 25 2010	Oct 07 2014	150 00	13,179 08	4,818 08	0 00	8,361 00	8,361 00	LT
	Feb 22 2010	Oct 07 2014	50 00	4,393 03	1,628 63	0 00	2,764 40	2,764 40	LT
PFIZER INC CMN	Jul 16 2014	Oct 07 2014	100 00	2,877 86	3,101 75	0 00	(223 89)	(223 89)	ST
PFIZER INC CMN DISALLOWED LOSSES								223 89	

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	508,421 44	439,022 95	0 00	69,398 49	69,398 49
SHORT TERM LOSSES	33,061 30	35,049 68	0 00	(1,988 38)	(1,988 38)
SHORT TERM DISALLOWED LOSSES					239 83
NET SHORT TERM GAINS (LOSSES)	**541,482.74**	**474,072.63**	**0.00**	**67,410.11**	**67,649.94**
LONG TERM GAINS	2,491,673 96	1,499,224 20	0 00	992,449 76	992,449 76
LONG TERM LOSSES	150,745 40	176,278 91	0 00	(25,533 51)	(25,533 51)
NET LONG TERM GAINS (LOSSES)	**2,642,419.36**	**1,675,503.11**	**0.00**	**966,916.25**	**966,916.25**

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

TAX YEAR 2014
FORM 1099 COMPOSITE

Date Prepared: January 23, 2015

Recipient's Name and Address

MARTIN S BROWN JR TTEE
ATTICUS TRUST
U/A DTD 12/10/1986
424 CHURCH STREET 28TH FLOOR
NASHVILLE TN 37219

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Proceeds from Broker Transactions— 2014

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

SHORT-TERM TRANSACTIONS FOR WHICH BASIS IS REPORTED TO THE IRS - Report on Form 8949, Part I, with **Box A** checked.

1a-Description of property (Example 100 sh XYZ Co.) CUSIP Number / Symbol	**	1b-Date acquired / 1c-Date sold or disposed	1d-Proceeds / 6-Reported to IRS. Gross Proceeds (except where indicated)	1e-Cost or other basis	1g-Adjustments / 1f-Code, if any	*Realized Gain or (Loss)*	4-Federal Income tax withheld
99 ORACLE CORPORATION 68389X105 / ORCL	S	06/24/14 08/04/14	$ 3,952.05	$ 4,046.36	--	$ (94.31)	$ 0.00
Security Subtotal			**$ 3,952.05**	**$ 4,046.36**	**--**	**$ (94.31)**	**$ 0.00**
Total Short-Term (Cost basis is reported to the IRS)			**$ 3,952.05**	**$ 4,046.36**			
Total Short-Term Sales Price of Stocks, Bonds, etc.			**$ 3,952.05**	**$ 4,046.36**			

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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

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

TAX YEAR 2014
FORM 1099 COMPOSITE

Taxpayer ID Number: 58-1796390

Date Prepared: January 23, 2015

Proceeds from Broker Transactions— 2014 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

LONG-TERM TRANSACTIONS FOR WHICH BASIS IS REPORTED TO THE IRS - Report on Form 8949, Part II, with **Box D** checked.

1a-Description of property (Example 100 sh. XYZ Co.) CUSIP Number / Symbol	**	1b-Date acquired / 1c-Date sold or disposed		1d-Proceeds 6-Reported to IRS. Gross Proceeds (except where indicated)		1e-Cost or other basis	1g-Adjustments 1f-Code, if any		Realized Gain or (Loss)	4-Federal Income tax withheld
112 BERKSHIRE HATHAWAY B NEWCLASS 084670702 / BRK/B	S	06/27/11 08/04/14	$	14,550.59	$	8,515.29	--	$	6,035.30 $	0.00
Security Subtotal			**$**	**14,550.59**	**$**	**8,515.29**	**--**	**$**	**6,035.30 $**	0.00
925 MICROSOFT CORP 594918104 / MSFT	S	12/21/11 08/04/14	$	39,894.67	$	23,780.45	--	$	16,114.22 $	0.00
Security Subtotal			**$**	**39,894.67**	**$**	**23,780.45**	**--**	**$**	**16,114.22 $**	0.00
514 SIGMA ALDRICH CORP 826552101 / SIAL	S	12/20/12 08/04/14	$	51,792.67	$	37,660.48	--	$	14,132.19 $	0.00
Security Subtotal			**$**	**51,792.67**	**$**	**37,660.48**	**--**	**$**	**14,132.19 $**	0.00
137 TECH DATA CORP 878237106 / TECD	S	03/22/13 08/04/14	$	8,588.06	$	6,309.58	--	$	2,278.48 $	0.00
Security Subtotal			**$**	**8,588.06**	**$**	**6,309.58**	**--**	**$**	**2,278.48 $**	0.00
406 WAL-MART STORES INC 931142103 / WMT	S	VARIOUS 08/04/14	$	29,685.23	$	27,142.39	--	$	2,542.84 $	0.00
Security Subtotal			**$**	**29,685.23**	**$**	**27,142.39**	**--**	**$**	**2,542.84 $**	0.00
Total Long-Term (Cost basis is reported to the IRS)			**$**	**144,511.22**	**$**	**103,408.19**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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

TAX YEAR 2014
FORM 1099 COMPOSITE

Taxpayer ID Number: 58-1796390

Date Prepared: January 23, 2015

Proceeds from Broker Transactions— 2014 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

LONG-TERM TRANSACTIONS FOR WHICH BASIS IS AVAILABLE BUT NOT REPORTED TO THE IRS - Report on Form 8949, Part II, with **Box E** checked.

1a-Description of property (Example 100 sh. XYZ Co.) CUSIP Number / Symbol	**	1b-Date acquired / 1c-Date sold or disposed		1d-Proceeds / 6-Reported to IRS. Gross Proceeds (except where indicated)		1e-Cost or other basis	1g-Adjustments / 1f-Code, if any		Realized Gain or (Loss)	4-Federal Income tax withheld
2,160 AMERICAN EXPRESS COMPANY 025816109 / AXP	S	VARIOUS 08/04/14	$	187,154.58	$	120,098.56	--	$	67,056.02 $	0.00
Security Subtotal			$	**187,154.58**	$	**120,098.56**	--	$	**67,056.02** $	0.00
3,706 AUTO DATA PROCESSING 053015103 / ADP	S	07/19/02 08/04/14	$	300,214.14	$	108,476.94	--	$	191,737.20 $	0.00
Security Subtotal			$	**300,214.14**	$	**108,476.94**	--	$	**191,737.20** $	0.00
625 BERKSHIRE HATHAWAY B NEWCLASS 084670702 / BRK/B	S	VARIOUS 08/04/14	$	81,197.49	$	38,653.73	--	$	42,543.76 $	0.00
Security Subtotal			$	**81,197.49**	$	**38,653.73**	--	$	**42,543.76** $	0.00
0.66 CDK GLOBAL INC 12508E101 / CDK	C	07/19/02 10/01/14	$	20.19	$	7.40	--	$	12.79 $	0.00
Security Subtotal			$	**20.19**	$	**7.40**	--	$	**12.79** $	0.00
2,488 HEARTLAND EXPRESS INC 422347104 / HTLD	S	VARIOUS 08/04/14	$	56,143.47	$	10,894.17	--	$	45,249.30 $	0.00
Security Subtotal			$	**56,143.47**	$	**10,894.17**	--	$	**45,249.30** $	0.00
98 SIGMA ALDRICH CORP 826552101 / SIAL	S	03/27/06 08/04/14	$	9,874.87	$	3,172.24	--	$	6,702.63 $	0.00
Security Subtotal			$	**9,874.87**	$	**3,172.24**	--	$	**6,702.63** $	0.00
1,877 SYSCO CORPORATION 871829107 / SYY	S	VARIOUS 08/04/14	$	67,283.20	$	53,637.92	--	$	13,645.28 $	0.00
Security Subtotal			$	**67,283.20**	$	**53,637.92**	--	$	**13,645.28** $	0.00

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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

Proceeds from Broker Transactions— 2014 (continued) — Form 1099-B

Department of the Treasury-Internal Revenue Service — Copy B for Recipient (OMB No. 1545-0715)

LONG-TERM TRANSACTIONS FOR WHICH BASIS IS AVAILABLE BUT NOT REPORTED TO THE IRS - Report on Form 8949, Part II, with **Box E** checked.

1a-Description of property (Example 100 sh XYZ Co) CUSIP Number / Symbol	**	1b-Date acquired / 1c-Date sold or disposed	1d-Proceeds / 6-Reported to IRS. Gross Proceeds (except where indicated)	1e-Cost or other basis	1g-Adjustments / 1f-Code, if any	Realized Gain or (Loss)	4-Federal Income tax withheld
514 TECH DATA CORP 878237106 / TECD	S	06/24/10 08/04/14	$ 32,220.90	$ 19,745.86	--	$ 12,475.04	$ 0.00
Security Subtotal			**$ 32,220.90**	**$ 19,745.86**	**--**	**$ 12,475.04**	**$ 0.00**
657 U S G CORPORATION NEW 903293405 / USG	S	12/28/07 08/04/14	$ 17,501.88	$ 23,932.81	--	$ (6,430.93)	$ 0.00
Security Subtotal			**$ 17,501.88**	**$ 23,932.81**	**--**	**$ (6,430.93)**	**$ 0.00**
Total Long-Term (Cost basis is available but not reported to the IRS)			**$ 751,610.72**	**$ 378,619.63**			
Total Long-Term Sales Price of Stocks, Bonds, etc.			**$ 896,121.94**	**$ 482,027.82**			
Total Sales Price of Stocks, Bonds, etc.			**$ 900,073.99**				
Total Federal Income Tax Withheld			**$ 0.00**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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

ACTIVITY DETAILS continued

Date	Activity	Quantity	Price	Description	Total
	Wiry Wire Deposit				

SUBACCOUNT ACTIVITY continued

Cash	Money Market	Margin

If your MasterCard® Debit Card is lost or stolen, IMMEDIATELY call toll-free (888) 792-7526 For calls placed internationally, please call collect (701) 461-0621

REALIZED GAINS/(-)LOSSES

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

Stocks/Options	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
ABAXIS INC	01/08/08 n	01/14/14	5	32 7313	42 6510	163 66	213 25	49.59 (LT)
ABAXIS INC	01/08/08 n	04/23/14	5	32 7313	39.4300	163 66	197 14	33 48 (LT)
ADVISORY BOARD COMPANY	11/12/13 c	04/23/14	5	62 5167	59 9200	312 59	299 59	-13 00 (ST)
ATHENAHEALTH INC	12/13/12 c	01/14/14	5	74 8399	131 0301	374 20	655 13	280.93 (LT)
ATHENAHEALTH INC	04/05/11 c	03/18/14	79	45 1819	183 0209	3,569 37	14,458 33	10,888 96 (LT)
	12/13/12 c	03/18/14	60	74 8399	183 0209	4,490 39	10,981 01	6,490 62 (LT)
			139			8,059 76	25,439 34	17,379 58
BEACON ROOFING SUPPLY	08/22/08 n	01/14/14	10	15 9598	39 8401	159 60	398 39	238.79 (LT)
BEACON ROOFING SUPPLY	08/22/08 n	04/23/14	10	15 9598	36 4400	159 60	364 39	204 79 (LT)
BIO REF LABS NEW $0 01	08/25/11 c	04/23/14	20	18 8997	27 0113	378 00	540 21	162 21 (LT)
CABOT MICROELECTRONICS	01/04/11 c	01/14/14	5	41 3844	46 2456	206 93	231 22	24 29 (LT)
CABOT MICROELECTRONICS	01/04/11 c	04/23/14	5	41 3844	43 5000	206 92	217 49	10 57 (LT)
CASS INFORMATION SYS INC	08/28/08 n	01/14/14	5	30 1652	63 7470	150 83	318 73	167 90 (LT)
CASS INFORMATION SYS INC	08/28/08 n	04/23/14	5	30 1652	52 6100	150 83	263 04	112 21 (LT)
CEPHEID INC	11/14/13 c	04/23/14	20	42 3291	44 3101	846 59	886 18	39 59 (ST)
CHANNELADVISOR CORP	01/09/14 c	04/23/14	10	44 1693	30 8169	441 70	308 16	-133 54 (ST)
CHEESECAKE FACTORY INC	12/27/07 n	01/14/14	10	23 7135	47 2201	237 14	472 19	235 05 (LT)
CHEESECAKE FACTORY INC	12/27/07 n	04/23/14	10	23.7135	47 4300	237 14	474 28	237 14 (LT)
CHEESECAKE FACTORY INC	12/27/07 n	12/04/14	195	23 7135	48 1031	4,624 12	9,379 89	4,755 77 (LT)
CHEMED CORP NEW	12/28/07 n	01/14/14	5	56 3779	77 2173	281 89	386 08	104 19 (LT)
CHEMED CORP NEW	05/10/06 n	07/29/14	60	56 1608	102 5625	3,369 65	6,153 62	2,783 97 (LT)
	12/28/07 n	07/29/14	120	56 3779	102 5625	6,765 34	12,307 22	5,541 88 (LT)
			180			10,134 99	18,460 84	8,325 85
COSTAR GROUP INC	07/11/12 c	01/14/14	5	80.6455	175 1300	403 23	875 63	472 40 (LT)
COSTAR GROUP INC	09/08/08 n	03/18/14	54	53 1791	209 2448	2,871 67	11,298 97	8,427 30 (LT)
	07/11/12 c	03/18/14	50	80 6455	209 2448	4,032 26	10,462 00	6,429 74 (LT)
			104			6,903.93	21,760 97	14,857 04

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stocks/Options continued								
DEALERTRACK TECHS INC	07/11/12 c	01/14/14	10	29 4673	47 7401	294 68	477.39	182 71 (LT)
DEALERTRACK TECHS INC	07/11/12 c	04/23/14	15	29 4673	46 1301	442 01	691 93	249.92 (LT)
DIGI INTERNATIONAL INC	06/07/07 n	01/14/14	25	14 0042	12 4600	350 11	311 49	-38 62 (LT)
DIGI INTERNATIONAL INC	06/07/07 n	04/23/14	5	14 0042	10 0501	70 03	50 24	-19 79 (LT)
DORMAN PRODS INC	04/09/14 c	04/23/14	5	57 9388	58 0700	289.70	290 34	0 64 (ST)
EBIX INC NEW	06/15/11 c	04/23/14	25	20 6846	16 9996	517 12	424 98	-92.14 (LT)
EBIX INC NEW	06/15/11 c	07/29/14	626	20 6846	12 2836	12,948 55	7,689 36	-5,259 19 (LT)
ECHO GLOBAL LOGISTICS	05/25/11 c	01/14/14	15	14 4685	21 0800	217 03	316 19	99 16 (LT)
FINANCIAL ENGINES INC	05/10/11 c	01/14/14	10	27 2361	63 4656	272 37	634 64	362 27 (LT)
FINANCIAL ENGINES INC	05/10/11 c	04/23/14	5	27 2361	46.6809	136 19	233 39	97 20 (LT)
FIVE BELOW INC	04/09/14 c	04/23/14	5	38 7904	38 5501	193 96	192 74	-1 22 (ST)
FORWARD AIR CORP	04/25/07 n	04/23/14	5	31 2289	44 9422	156 15	224 70	68 55 (LT)
FRESH MARKET INC	09/29/11 c	04/23/14	10	38 4403	35 7900	384.41	357 89	-26 52 (LT)
GENTEX CORP	07/26/13 c	01/14/14	10	21 9728	32 9901	219 73	329 89	110 16 (ST)
GENTEX CORP	07/26/13 c	04/23/14	15	21 9728	30 4001	329 60	455 98	126 38 (ST)
GRAND CANYON EDUCATION	05/05/10 n	01/14/14	15	25 4866	47 2820	382 30	709 21	326 91 (LT)
GRAND CANYON EDUCATION	05/05/10 n	04/23/14	15	25 4866	45 9210	382 30	688 80	306 50 (LT)
GRAND CANYON EDUCATION	05/05/10 n	08/18/14	194	25 4866	43 6469	4,944 38	8,467 30	3,522 92 (LT)
	07/11/12 c	08/18/14	56	21 4721	43 6469	1,202 44	2,444 18	1,241 74 (LT)
			250			6,146.82	10,911 48	4,764 66
HEALTHCARE SVCS GROUP	04/22/14 c	04/23/14	5	29 8886	29 8301	149.45	149 14	-0 31 (ST)
INNERWORKINGS INC	09/12/07 n	04/23/14	30	15 4542	7 7220	463 63	231 65	-231 98 (LT)
IPC THE HOSPITALIST	07/11/12 c	01/14/14	5	42 8720	56.7900	214 36	283 94	69 58 (LT)
K12 INC	05/02/13 c	01/14/14	15	24 9551	22 3699	374 33	335 54	-38 79 (ST)
K12 INC	05/02/13 c	04/23/14	5	24 9551	22 2400	124 78	111 19	-13 59 (ST)
K12 INC	05/02/13 c	12/23/14	705	24 9551	13 0303	17,593 34	9,186 15	-8,407 19 (LT)
MAXIMUS INC	01/31/02 n	01/14/14	10	8 5750	43 7715	85 75	437 71	351 96 (LT)
MAXIMUS INC	01/31/02 n	04/23/14	10	8 5750	42 3101	85 75	423 09	337 34 (LT)
MAXIMUS INC	01/31/02 n	12/23/14	134	8 5750	54 7557	1,149 05	7,337 10	6,188 05 (LT)
	11/21/06 n	12/23/14	116	7.3008	54 7557	846 90	6,351.52	5,504 62 (LT)
			250			1,995 95	13,688 62	11,692 67
MEDNAX INC	07/02/03 n	01/14/14	5	9 2186	53 8778	46 10	269 38	223 28 (LT)
MEDNAX INC	07/02/03 n	04/23/14	10	9 2186	60 1500	92 19	601 48	509 29 (LT)
MEDNAX INC	07/02/03 n	12/04/14	195	9 2186	65 7643	1,797 62	12,823 75	11,026 13 (LT)
MOBILE MINI INC	12/19/05 n	01/14/14	15	23 4425	41 8415	351 64	627 60	275 96 (LT)
MOBILE MINI INC	12/19/05 n	04/23/14	10	23 4425	44 3383	234.43	443 37	208 94 (LT)
NATIONAL INSTRS CORP	07/29/13 c	01/14/14	15	30 5332	31 4401	458 00	471 59	13 59 (ST)
NATIONAL INSTRS CORP	07/29/13 c	04/23/14	15	30 5332	27 6901	458 00	415 34	-42 66 (ST)
NEOGEN CORP	12/23/03 n	01/14/14	5	6 0125	43.5607	30 05	217 79	187 74 (LT)
NEOGEN CORP	12/23/03 n	04/23/14	10	6 0125	42 6200	60 09	426 19	366 10 (LT)
PEGASYSTEMS INC	12/05/13 c	01/14/14	5	48 8684	46 4700	244.35	232.34	-12 01 (ST)
PORTFOLIO RECOVERY ASSOC	02/04/11 c	01/14/14	15	24 7066	54 0195	370 60	810 27	439 67 (LT)
PORTFOLIO RECOVERY ASSOC	02/04/11 c	04/23/14	10	24 7066	59 0254	247 07	590 23	343 16 (LT)
PORTFOLIO RECOVERY ASSOC	02/04/11 c	08/14/14	185	24 7066	57 4267	4,570 74	10,623 70	6,052 96 (LT)
POWER INTEGRATIONS INC	07/02/03 n	01/14/14	5	25 4300	58 2700	127 15	291 34	164 19 (LT)

REALIZED GAINS/(-)LOSSES continued

Stocks/Options continued	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
POWER INTEGRATIONS INC	07/02/03 n	04/23/14	5	25 4300	63 4800	127 15	317 39	190 24 (LT)
PROTO LABS INC	04/22/13 c	01/14/14	5	45 3164	71 7161	226.59	358 57	131.98 (ST)
RITCHIE BROS AUCTIONEERS	01/10/11 c	04/23/14	25	23 9786	24 3401	599 47	608 48	9 01 (LT)
ROADRUNNER TRANSN SVCS	11/12/13 c	04/23/14	15	24 3962	25 3646	365.95	380.46	14 51 (ST)
ROADRUNNER TRANSN SVCS	11/12/13 c	12/23/14	655	24 3962	22 8633	15,979 50	14,975 12	-1,004 38 (LT)
ROLLINS INC	05/17/07 n	01/14/14	15	10 3344	29 2801	155 18	439 19	284 01 (LT)
ROLLINS INC	05/17/07 n	04/23/14	15	10 3344	30 0801	155 18	451 19	296 01 (LT)
SPS COMMERCE INC	08/09/11 c	01/14/14	10	17 4944	63 7177	174 95	637 16	462 21 (LT)
SPS COMMERCE INC	08/09/11 c	04/23/14	5	17 4944	52 1501	87 48	260 74	173 26 (LT)
SCIQUEST INC NEW	08/15/12 c	01/14/14	15	16 6799	29 0200	250 20	435 29	185 09 (LT)
SCIQUEST INC NEW	08/15/12 c	04/23/14	10	16 6799	26 3681	166 80	263 67	96 87 (LT)
SEMTECH CORP	02/25/04 n	01/14/14	10	24 9952	23 8899	249 96	238 89	-11 07 (LT)
SEMTECH CORP	02/25/04 n	04/23/14	15	24 9952	25 4700	374 93	382 04	7.11 (LT)
STRATASYS LTD	07/17/06 n	01/14/14	5	73 0100	118 1900	365 05	590 93	225 88 (LT)
TECHNE CORP	07/30/12 c	01/14/14	5	73 4932	94 8701	367 47	474.34	106 87 (LT)
TILE SHOP HOLDINGS INC	01/09/14 c	04/23/14	20	17 8133	14 7740	356 27	295 47	-60 80 (ST)
ULTIMATE SFTWARE GRP INC	07/10/06 n	01/14/14	5	20 1200	150 1297	100 60	750 63	650 03 (LT)
UNITED NATURAL FOODS	12/31/07 n	01/14/14	10	30.8816	71 9624	308 82	719 60	410 78 (LT)
UNITED NATURAL FOODS	12/31/07 n	04/23/14	5	30 8816	69 7201	154.41	348.59	194 18 (LT)
VERINT SYSTEMS INC	03/16/05 n	01/14/14	5	36 4970	45 1626	182 49	225 80	43 31 (LT)
VERINT SYSTEMS INC	03/16/05 n	04/23/14	5	36 4970	45 2600	182 49	226 29	43 80 (LT)
Total Stocks/Options						**$109,436.68**	**$184,204.02**	**$74,767.34**

Total Realized Gains/(-)Losses	**$109,436.68**	**$184,204.02**	**$74,767.34**
Total Net Short-Term (ST)	**$5,391.59**	**$5,512.52**	**$120.93**
Total Net Long-Term (LT)	**$104,045.09**	**$178,691.50**	**$74,646.41**

* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing
c Covered Tax Lot - The cost basis, holding period and sale proceeds on this tax lot will be reported by Baird to the IRS for taxable (reportable) accounts
n Noncovered Tax Lot - The cost basis and holding period on this tax lot will not be reported by Baird to the IRS The sale proceeds will be reported to the IRS for taxable (reportable) accounts Cost information is being supplied for informational purposes only

MARTIN S BROWN JR TTEE

2014 TAX REPORTING STATEMENT

The following sections are provided to facilitate your review and the preparation of your tax return

The 2014 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities" A covered security includes securities when the purchase date of the security occurred within the following timeline. Equities acquired on or after January 1, 2011, Mutual Funds acquired on or after January 1, 2012, and Option Transactions and certain debt securities acquired on or after January 1, 2014 Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities" Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available) but the adjusted basis will not be transmitted to the IRS.

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and noncovered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID

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

1099-B 2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1a Description of Property	1b Date of Acquisition	1c Date of Sale or Exchange	1d Amount	1e. Cost Basis	1f IRS Code	1g Adjustments	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 2								
NONCOVERED TRANSACTIONS-1099-B Line 5, Cost basis not reported to IRS (Code E)								
CAPITAL ONE FINANCIAL CO	*CUSIP Number*	*14040HAS4*						
07 375% MAY 23 2014 50000.0000 Redemption	05/26/09	05/23/14	50,000 00	50,000 00		0 00	0 00	
JPMORGAN CHASE & CO	*CUSIP Number*	*46625HHN3*						
04.650% JUN 01 2014 75000 0000 Redemption	05/26/09	06/02/14	75 000 00	75,000 00		0 00	0.00	
STAPLES INC GLB	*CUSIP Number*	*855030AJ1*						
09 750% JAN 15 2014 20000 0000 Redemption	05/26/09	01/15/14	20,000 00	20,000.00		0.00	0 00	
GENERAL ELEC CAP CORP SER NOTZ	*CUSIP Number*	*36966R3A2*						
06.100% APR 15 2015 10000.0000 Sale	05/26/09	06/25/14	10,414 60	10,084.24		0 00	330 36	

MARTIN S BROWN JR TTEE

2014 TAX REPORTING STATEMENT

1099-B 2014 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0715)

1a Description of Property	1b Date of Acquisition	1c Date of Sale or Exchange	1d. Amount	1e Cost Basis	1f. IRS Code	1g Adjustments	Gain or (Loss)	Remarks
Noncovered Long Term Capital Gains and Losses Subtotal			155,414.60	155,084.24		0.00	330.36	
NET LONG TERM CAPITAL GAINS AND LOSSES			155,414.60	155,084.24		0.00	330.36	
SALES PROCEEDS AND NET GAINS AND LOSSES			155,414.60				330.36	
NONCOVERED LONG TERM GAINS/LOSSES							330.36	

YEAR TO DATE GAINS AND LOSSES

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

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GOLDMAN SACHS GROUP, INC (THE) CMN	Apr 27 2000	Feb 11 2014	900 00	144,484 42	85,843 69	0 00	58,640 73	58,640 73	LT
	Aug 01 2000	Feb 11 2014	200 00	32,107 65	19,950 00	0 00	12,157 65	12,157 65	LT
ORACLE CORPORATION 3 75% 07/08/2014 SR LIEN M-W+20 00BP	Mar 17 2010	Jul 08 2014	250,000 00	250,000 00	263047.80	0 00	(13,047 50)	0 00	LT
WELLS FARGO & COMPANY MTN 3 75% 10/01/2014 SER I SR LIEN	Mar 18 2010	Oct 01 2014	100,000 00	100,000 00	102,775	0 00	(2,775 00)	0 00	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
LONG TERM GAINS	526,592 07	471,616.49	0 00	54,975 88	70,798 38
NET LONG TERM GAINS (LOSSES)	**526,592.07**	471,616.49	**0.00**	**54,975 88**	**70,798.38**

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