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Form **990-PF** Department of the Treasury Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public. 1505

▶ 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 06/01/14 , and ending 05/31/15

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

A Employer identification number: 63-0983566

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

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,644,149

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

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

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| **Revenue** 1 | Contributions, gifts, grants, etc , received (attach schedule) | 95,650 | | | |
| 2 | Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 67 | 67 | | |
| 4 | Dividends and interest from securities | 37,192 | 37,192 | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 246,455 | | | |
| b | Gross sales price for all assets on line 6a 1,535,859 | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 246,455 | | |
| 8 | Net short-term capital gain | | | 0 | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | | | | |
| 12 | **Total.** Add lines 1 through 11 | 379,364 | 283,714 | 0 | |
| **Operating and Administrative Expenses** 13 | Compensation of officers, directors, trustees, etc. | 0 | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) Stmt 1 | 2,237 | 2,237 | | |
| c | Other professional fees (attach schedule) Stmt 2 | 20,055 | 20,055 | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) | | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (att sch ) Stmt 3 | 70,709 | 70,709 | | |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 93,001 | 93,001 | 0 | 0 |
| 25 | Contributions, gifts, grants paid See Statement 4 | 130,214 | | | 130,214 |
| 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 223,215 | 93,001 | 0 | 130,214 |
| 27 | Subtract line 26 from line 12 | | | | |
| a | **Excess of revenue over expenses and disbursements** | 156,149 | | | |
| b | **Net investment income** (if negative, enter -0-) | | 190,713 | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | 0 | |

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

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| Part II | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions ) | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|---|
| **Assets** 1 | Cash – non-interest-bearing | | | | |
| 2 | Savings and temporary cash investments | | 8,038 | 21,030 | 21,030 |
| 3 | Accounts receivable ▶ | | | | |
| | Less allowance for doubtful accounts ▶ | | | | |
| 4 | Pledges receivable ▶ | | | | |
| | Less allowance for doubtful accounts ▶ | | | | |
| 5 | Grants receivable | | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| 7 | Other notes and loans receivable (att schedule) ▶ | | | | |
| | Less. allowance for doubtful accounts ▶ | 0 | | | |
| 8 | Inventories for sale or use | | | | |
| 9 | Prepaid expenses and deferred charges | | | | |
| 10a | Investments – U S and state government obligations (attach schedule) | | | | |
| b | Investments – corporate stock (attach schedule) | See Stmt 5 | 1,360,420 | 1,503,577 | 1,623,119 |
| c | Investments – corporate bonds (attach schedule) | | | | |
| 11 | Investments – land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation (attach sch ) ▶ | | | | |
| 12 | Investments – mortgage loans | | | | |
| 13 | Investments – other (attach schedule) | | | | |
| 14 | Land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation (attach sch ) ▶ | | | | |
| 15 | Other assets (describe ▶ ) | | | | |
| 16 | **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I) | | 1,368,458 | 1,524,607 | 1,644,149 |
| **Liabilities** 17 | Accounts payable and accrued expenses | | | | |
| 18 | Grants payable | | | | |
| 19 | Deferred revenue | | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | | |
| 22 | Other liabilities (describe ▶ ) | | | | |
| 23 | **Total liabilities** (add lines 17 through 22) | | 0 | 0 | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** | ▶ ☐ | | | |
| 24 | Unrestricted | | | | |
| 25 | Temporarily restricted | | | | |
| 26 | Permanently restricted | | | | |
| | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.** | ▶ ☒ | | | |
| 27 | Capital stock, trust principal, or current funds | | | | |
| 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | 1,368,458 | 1,524,607 | |
| 30 | **Total net assets or fund balances** (see instructions) | | 1,368,458 | 1,524,607 | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | | 1,368,458 | 1,524,607 | |

## Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,368,458 |
| 2 | Enter amount from Part I, line 27a | 2 | 156,149 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 1,524,607 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 1,524,607 |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P – Purchase D – Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | See Attached - Short Term | P | Various | Various |
| b | See Attached - Long Term | P | Various | Various |
| c | Morgan Stanley | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 669,466 | | 682,739 | -13,273 |
| b | 862,738 | | 606,665 | 256,073 |
| c | 3,655 | | | 3,655 |
| 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 | | | | -13,273 |
| b | | | | 256,073 |
| c | | | | 3,655 |
| 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 | 246,455 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | 3 | |

## 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 | 149,457 | 1,512,245 | 0.098831 |
| 2012 | 237,430 | 1,523,139 | 0.155882 |
| 2011 | 102,150 | 1,575,279 | 0.064846 |
| 2010 | 75,856 | 1,586,207 | 0.047822 |
| 2009 | 103,620 | 2,274,102 | 0.045565 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 0.412946 |
| 3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.082589 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 1,586,641 |
| 5 Multiply line 4 by line 3 | 5 | 131,039 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,907 |
| 7 Add lines 5 and 6 | 7 | 132,946 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 130,214 |

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<br>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 | 3,814 |
| 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 | 3,814 |
| 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 | 3,814 |
| 6 | Credits/Payments | | | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 3,762 | | |
| 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 | 3,762 |
| 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 | 52 |
| 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)? | 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:<br>**(1)** On the foundation ▶ $ ________ **(2)** On foundation managers. ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?<br>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<br>• By language in the governing instrument, or<br>• 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) ▶<br>AL | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ Dr. Raymond Martin, III Telephone no. ▶ 615-385-1547
2310 Golf Club Lane
Located at ▶ Nashville TN ZIP+4 ▶ 37215

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

| | | | 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**

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

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☐ Yes ☒ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) | ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | N/A | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? | N/A | 1c | | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | | |
| a | At the end of tax year 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 ▶ 20 , 20 , 20 , 20 | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions ) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20 | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 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)

| | | | Yes | No |
|---|---|---|---|---|
| 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 (see instructions).**

| (a) Name and address | | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|---|
| Raymond S. Martin, III<br>2310 Golf Club Lane | Nashville<br>TN 37215 | President<br>0.00 | 0 | 0 | 0 |
| John A. Williamson, Jr.<br>608 Euclid | Birmingham<br>AL 35203 | Vice Pres.<br>0.00 | 0 | 0 | 0 |
| Linda Martin<br>2310 Golf Club Lane | Nashville<br>TN 37215 | Treasurer<br>0.00 | 0 | 0 | 0 |
| Margaret Brooke<br>9 Club View Drive | Birmingham<br>AL 35203 | Secretary<br>0.00 | 0 | 0 | 0 |

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

## Part IX-A Summary of Direct Charitable Activities

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

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

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | | | |
| a | Average monthly fair market value of securities | | | 1a | 1,537,651 |
| b | Average of monthly cash balances | | | 1b | 73,152 |
| c | Fair market value of all other assets (see instructions) | | | 1c | 0 |
| d | **Total** (add lines 1a, b, and c) | | | 1d | 1,610,803 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0 | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | | 2 | 0 |
| 3 | Subtract line 2 from line 1d | | | 3 | 1,610,803 |
| 4 | Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions) | | | 4 | 24,162 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | | 5 | 1,586,641 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | | 6 | 79,332 |

## 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 | 79,332 |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 3,814 | | |
| b | Income tax for 2014 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 3,814 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 75,518 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 75,518 |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 75,518 |

## 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 | 130,214 |
| b | Program-related investments – total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 130,214 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 0 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 130,214 |

**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 | | | | | 75,518 |
| 2 Undistributed income, if any, as of the end of 2014: | | | | | |
| a Enter amount for 2013 only | | | | | |
| b Total for prior years 20____ , 20____ , 20____ | | | | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | | |
| a From 2009 | | | | | |
| b From 2010 | 1,548 | | | | |
| c From 2011 | 23,531 | | | | |
| d From 2012 | 162,913 | | | | |
| e From 2013 | 74,431 | | | | |
| f **Total** of lines 3a through e | | 262,423 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4. ▶ $ 130,214 | | | | | |
| a Applied to 2013, but not more than line 2a | | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | | |
| d Applied to 2014 distributable amount | | | | | 75,518 |
| e Remaining amount distributed out of corpus | | 54,696 | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | | |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | | 317,119 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions | | | | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions | | | | | |
| 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) | | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | | | | | |
| 9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a | | 317,119 | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2010 | 1,548 | | | | |
| b Excess from 2011 | 23,531 | | | | |
| c Excess from 2012 | 162,913 | | | | |
| d Excess from 2013 | 74,431 | | | | |
| e Excess from 2014 | 54,696 | | | | |

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

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

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

1 **Information Regarding Foundation Managers:**

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

See Statement 6

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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<br>See Statement 7 | | | | 130,214 |
| **Total** | | | ▶ 3a | 130,214 |
| **b** Approved for future payment<br>N/A | | | | |
| **Total** | | | ▶ 3b | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 67 | |
| 4 Dividends and interest from securities | | | 14 | 37,192 | |
| 5 Net rental income or (loss) from real estate. | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 14 | 246,455 | |
| 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 | | 283,714 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 283,714

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

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

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



DAA

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

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

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

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

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

**b** If "Yes," complete the following schedule

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

**Sign Here**

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

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

Raymond S Martin — Signature of officer or trustee

10/10/15 — Date

President — Title

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed |
|---|---|---|---|
| THOMAS M. PRICE | THOMAS M. PRICE | 10/06/15 | |
| Firm's name ▶ Price CPAs, PLLC | | PTIN | P00037312 |
| Firm's address ▶ 3825 Bedford Ave Ste 202 Nashville, TN 37215-2507 | | Firm's EIN ▶ | 62-1016830 |
| | | Phone no | 615-385-0686 |

| Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service | **Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990. | OMB No 1545-0047 **2014** |
|---|---|---|

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

**Organization type** (check one):

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

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

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 |
|---|---|
| The Williamson, Martin & Brooke | 63-0983566 |

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | John Williamson<br>608 Euclid<br>Birmingham AL 35203 | $ 45,226 | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II for noncash contributions ) |
| 2 | Dr. Raymond Martin, III<br>2310 Golf Club Lane<br>Nashville TN 37215 | $ 50,424 | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II for noncash contributions.) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

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

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | John Hancock Disc Val MDCP I | $ 5,555 | 08/05/14 |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | Powershare QQQ Trust | $ 39,671 | 12/10/14 |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 2 | Stock - Coca Cola Company | $ 50,424 | 07/17/01 |

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

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

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

# Federal Statements

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

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---|---|---|---|---|
| Accounting fees | $ 2,237 | $ 2,237 | $ | $ |
| Total | $ 2,237 | $ 2,237 | $ 0 | $ 0 |

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

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---|---|---|---|---|
| Morgan Stanley - advisory fees | $ 20,055 | $ 20,055 | $ | $ |
| Total | $ 20,055 | $ 20,055 | $ 0 | $ 0 |

## Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| Expenses | | | | |
| Meeting Expenses | 1,296 | 1,296 | | |
| Basis Adjustment Donated Secu | 69,404 | 69,404 | | |
| Miscellaneous Expense | 9 | 9 | | |
| Total | $ 70,709 | $ 70,709 | $ 0 | $ 0 |

## Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

| Amount | Noncash Description | FMV Explanation | Book Value Amount | Book Value Explanation | Date |
|---|---|---|---|---|---|
| 1,000 | | | | | 7/15/14 |
| 100 | | | | | 7/15/14 |
| 100 | | | | | 7/15/14 |
| 1,000 | | | | | 7/15/14 |

# Federal Statements



## Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants (continued)

| Amount | Noncash Description | FMV Explanation | Book Value Amount | Book Value Explanation | Date |
|---|---|---|---|---|---|
| 500 | | | | | 7/15/14 |
| 1,000 | | | | | 7/15/14 |
| 500 | | | | | 7/28/14 |
| 5,264 | | | | | 8/14/14 |
| 1,000 | | | | | 9/01/14 |
| 10,000 | | | | | 9/06/14 |
| 1,000 | | | | | 9/15/14 |
| 2,500 | | | | | 11/04/14 |
| 30,000 | | | | | 11/05/14 |
| 10,000 | | | | | 11/05/14 |
| 10,000 | | | | | 11/05/14 |
| 5,000 | | | | | 11/05/14 |
| 7,500 | | | | | 11/05/14 |
| 10,000 | | | | | 12/24/14 |
| 10,000 | | | | | 12/24/14 |
| 10,000 | | | | | 12/24/14 |
| 5,000 | | | | | 12/24/14 |
| 2,000 | | | | | 12/24/14 |
| 1,500 | | | | | 12/24/14 |
| 1,000 | | | | | 2/16/15 |
| 1,000 | | | | | 4/18/15 |
| 500 | | | | | 5/26/15 |
| 300 | | | | | 5/27/15 |
| 200 | | | | | 5/27/15 |
| 1,250 | | | | | 5/27/15 |
| 1,000 | | | | | 5/27/15 |

# Federal Statements

## Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|---|---|---|---|---|
| Morgan Stanley | $ 1,360,420 | $ 1,503,577 | Cost | $ 1,623,119 |
| Total | $ 1,360,420 | $ 1,503,577 | | $ 1,623,119 |

# Federal Statements



## Statement 6 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

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

# Federal Statements



## Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| Name / Address | Address Relationship | Status | Purpose | Amount |
|---|---|---|---|---|
| RUF Teasley | Unrelated | Exempt | Charitable Donation | 1,000 |
| RUF Berkompas | Unrelated | Exempt | Charitable Donation | 100 |
| Interfaith Dental Clinic | Unrelated | Exempt | Charitable Donation | 100 |
| JHU Medical | Unrelated | Exempt | Charitable Donation | 1,000 |
| Harpeth Hall School | Unrelated | Exempt | Charitable Donation | 500 |
| Salama Urban Mimistries | Unrelated | Exempt | Charitable Donation | 1,000 |
| Operation Andrew | Unrelated | Exempt | Charitable Donation | 500 |
| Sanita/Paul Moses | Unrelated | Exempt | Charitable Donation | 5,264 |
| Vanderbilt University Medical Cente | Unrelated | Exempt | Charitable Donation | 1,000 |
| Christ Presbyterian Church | Unrelated | Exempt | Charitable Donation | 10,000 |
| Belize Project | Unrelated | Exempt | Charitable Donation | 1,000 |
| Faith Family Medical Center | Unrelated | Exempt | Charitable Donation | 2,500 |
| World Sports | Unrelated | Exempt | Charitable Donation | 30,000 |
| YWCA of Birmingham | Unrelated | Exempt | Charitable Donation | 10,000 |
| Boys and Girls CLUB | Unrelated | Exempt | Charitable Donation | 10,000 |
| Lovelady House | Unrelated | Exempt | Charitable Donation | 5,000 |
| Siloam | Unrelated | Exempt | Charitable Donation | 7,500 |

# Federal Statements



## Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name / Address | Address / Relationship | Status | Purpose | Amount |
|---|---|---|---|---|
| United Way | Unrelated | Exempt | Charitable Donation | 10,000 |
| Covenant Presbyterian | Unrelated | Exempt | Charitable Donation | 10,000 |
| Boys and Girls Club | Unrelated | Exempt | Charitable Donation | 10,000 |
| Young Life of Birmingham | Unrelated | Exempt | Charitable Donation | 5,000 |
| Lifeline | Unrelated | Exempt | Charitable Donation | 2,000 |
| Revival Sports | Unrelated | Exempt | Charitable Donation | 1,500 |
| St. Thomas Foundation | Unrelated | Exempt | Charitable Donation | 1,000 |
| Salama Urban Mimistries | Unrelated | Exempt | Charitable Donation | 1,000 |
| Harpeth Hall | Unrelated | Exempt | Charitable Donation | 500 |
| Eve of Janus | Unrelated | Exempt | Charitable Donation | 300 |
| RUF Berkompas | Unrelated | Exempt | Charitable Donation | 200 |
| Vanderbilt University Medical Cente | Unrelated | Exempt | Charitable Donation | 1,250 |
| World Vision Syris | Unrelated | Exempt | Charitable Donation | 1,000 |
| Total | | | | 130,214 |

## Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| COCA COLA CO | 06/17/98 | 07/25/14 | 1,200 000 | $49,190 51 | $79 12 | $49,111 39 | A |
| GENERAL ELECTRIC CO | 12/15/11 | 07/25/14 | 800 000 | 20,649 94 | 13,432 00 | 7,217 94 | |
| KROGER CO | 09/14/12 | 07/25/14 | 200 000 | 10,160 45 | 4,858 41 | 5,302 04 | H |
| *Basis Adjustment Due To Wa.h Sale $78 83* | | | | | | | |
| T ROWE PRICE BLUE CHIP GR | 01/19/12 | 07/01/14 | 784 000 | 52,904 32 | 32,185 08 | 20,719 24 | A |
| **Long-Term This Period** | | | | **$132,905.22** | **$50,554.61** | **$82,350.61** | |
| **Long-Term Year to Date** | | | | **$132,905.22** | **$50,554.61** | **$82,350.61** | |

### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| DISCOVER FINCL SVCS | 01/28/14 | 07/16/14 | 815 000 | 51,659.09 | 44,496 39 | 7,162 70 | |
| **Short-Term This Period** | | | | **$51,659.09** | **$44,496.39** | **$7,162.70** | |
| **Short-Term Year to Date** | | | | **$256,614.01** | **$214,401.55** | **$42,212.46** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$184,564.31** | **$95,051.00** | **$89,513.31** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$389,519.23** | **$264,956.16** | **$124,563.07** | |

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*A - You executed this transaction elsewhere and later transferred the security to this account Another financial institution has provided the transaction detail for this position*
*H, W, > - The wash sale rule applies to this tax lot For lots noted with an "H," the cost basis and acquisition date (trade date) have been adjusted to account for disallowed loss of a related wash sale transaction For lots noted with a "W," the disallowed loss on covered securities will be reported on Form 1099-B for the current tax year The aggregate basis adjustment and the disallowed loss amount are identified in italics under the Security Description Net Realized Gain/(Loss) for "This Period" and "Year to Date" includes disallowed loss For lots noted with a ">," both "H" and "W" apply"*

## COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR.

007714 MSDDD262

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

| Date | Activity Type | Description | Credits/(Debits) |
|---|---|---|---|
| 8/8 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (43,632 76) |
| 8/18 | Automatic Investment | MS AAA INSTL MONEY TRUST | 361 90 |
| 8/25 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (388 03) |
| 8/28 | Automatic Investment | MS AAA INSTL MONEY TRUST | 51,086 01 |
| 8/29 | Automatic Investment | MS AAA INSTL MONEY TRUST | 0 23 |
| **NET ACTIVITY FOR PERIOD** | | | **$9,893.81** |

## TRANSFERS, CORPORATE ACTIONS AND ADDITIONAL ACTIVITY

### SECURITY TRANSFERS

| Date | Activity Type | Security (Symbol) | Comments | Quantity | Accrued Interest | Amount |
|---|---|---|---|---|---|---|
| 8/5 | Transfer into Account | JOHN HANCOCK DISC VAL MDCP I | FROM PERSHING, LLC | 293 000 | | $5,555 28 |

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| JOHN HANCOCK DISC VAL MDCP I | 08/04/11 | 08/22/14 | 293 000 | $5,742.80 | $3,200 20 | $2,542 60 | A |
| RS FLOATING RATE Y | 11/18/11 | 08/22/14 | 4,863 813 | 50,000 00 | 48,103 11 | 1,896 89 | |
| **Long-Term This Period** | | | | **$55,742.80** | **$51,303.31** | **$4,439.49** | |
| **Long-Term Year to Date** | | | | **$188,648.02** | **$101,857.92** | **$86,790.10** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$55,742.80** | **$51,303.31** | **$4,439.49** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$445,262.03** | **$316,259.47** | **$129,002.56** | |

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# Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

## DEBIT CARD & CHECKING ACTIVITY

### CHECKS WRITTEN

| Date Written | Date Paid | Check Number | Activity Type | Payee | Expense Category | Credits/(Debits) |
|---|---|---|---|---|---|---|
| 8/27 | 9/4 | 1786 | Check | OPERATION ANDREW | | $(500 00) |
| 8/27 | 9/8 | 1787 | Check | VANDERBILT UNIVERSITY | | (1,000 00) |
| 8/27 | 9/2 | 1789 | Check | PRICE CPAS | | (2,237.46) |
| 9/7 | 9/10 | 1790 | Check | CHRIST PRESBY CH | | (10,000 00) |
| 9/15 | 9/22 | 1791 | Check | THE BELIZE PROJECT | | (1,000 00) |
| **TOTAL CHECKS WRITTEN** | | | | | | **$(14,737.46)** |

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

| Date | Activity Type | Description | Credits/(Debits) |
|---|---|---|---|
| 9/3 | Automatic Redemption | MS AAA INSTL MONEY TRUST | $(1,288 99) |
| 9/5 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (500 00) |
| 9/9 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (1,000 00) |
| 9/11 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (10,000 00) |
| 9/19 | Automatic Investment | MS AAA INSTL MONEY TRUST | 77,085 24 |
| 9/22 | Automatic Investment | MS AAA INSTL MONEY TRUST | 75 00 |
| 9/23 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (1,000 00) |
| 9/25 | Automatic Investment | MS AAA INSTL MONEY TRUST | 51,050 14 |
| 9/29 | Automatic Investment | MS AAA INSTL MONEY TRUST | 150 00 |
| 9/30 | Automatic Investment | MS AAA INSTL MONEY TRUST | 1 81 |
| **NET ACTIVITY FOR PERIOD** | | | **$114,573.20** |

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| QUALCOMM INC | 01/22/13 | 09/15/14 | 1,000.000 | $75,073.24 | $64,339 90 | $10,733.34 | |
| **Long-Term This Period** | | | | **$75,073.24** | **$64,339.90** | **$10,733.34** | |
| **Long-Term Year to Date** | | | | **$263,721.26** | **$166,197.82** | **$97,523.44** | |

# Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

## REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| SEADRILL LTD | 01/02/14 | 09/19/14 | 1,173 000 | 33,723 00 | 46,997 18 | (13,274 18) | |
| | 02/18/14 | 09/19/14 | 574 000 | 16,502 14 | 19,973 25 | (3,471.11) | |
| **Short-Term This Period** | | | | **$50,225.14** | **$66,970.43** | **$(16,745.29)** | |
| **Short-Term Year to Date** | | | | **$306,839.15** | **$281,371.98** | **$25,467.17** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$125,298.38** | **$131,310.33** | **$(6,011.95)** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$570,560.41** | **$447,569.80** | **$122,990.61** | |

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## COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR

## MESSAGES

**Consolidated Statement of Financial Condition (In Millions of Dollars)**
At June 30, 2014 Morgan Stanley Smith Barney LLC had net capital of $4,511 which exceeded the Securities and Exchange Commission's minimum requirement by $4,336 A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at June 30, 2014 can be viewed online at http //www morganstanley com/about/ir/shareholder/morganstanley_smithbarney_llc.pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after September 15, 2014

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

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

003181 MSDDD261

Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

## INVESTMENT RELATED ACTIVITY

### TAXABLE INCOME AND DISTRIBUTIONS (CONTINUED)

| Date | Activity Type | Description | Comments | Credits/(Debits) |
|---|---|---|---|---|
| | TOTAL QUALIFIED DIVIDENDS | | | $1,356 59 |
| | TOTAL OTHER DIVIDENDS | | | $353.85 |

## CASH RELATED ACTIVITY

### OTHER CREDITS AND DEBITS

| Date | Activity Type | Description | Comments | Credits/(Debits) |
|---|---|---|---|---|
| 10/14 | Service Fee | 3RD QTR ADVISORY FEE | | $(4,998.83) |
| **TOTAL OTHER CREDITS AND DEBITS** | | | | **$(4,998.83)** |
| TOTAL OTHER DEBITS | | | | $(4,998 83) |

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

| Date | Activity Type | Description | Credits/(Debits) |
|---|---|---|---|
| 10/1 | Automatic Redemption | MS AAA INSTL MONEY TRUST | $(66,313 16) |
| 10/2 | Automatic Investment | MS AAA INSTL MONEY TRUST | 453 69 |
| 10/8 | Automatic Investment | MS AAA INSTL MONEY TRUST | 109,372 19 |
| 10/15 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (4,998 83) |
| 10/16 | Automatic Investment | MS AAA INSTL MONEY TRUST | 30,070 03 |
| 10/27 | Automatic Investment | MS AAA INSTL MONEY TRUST | 231 19 |
| 10/28 | Automatic Investment | MS AAA INSTL MONEY TRUST | 440 00 |
| 10/29 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (83,637 36) |
| 10/31 | Automatic Investment | MS AAA INSTL MONEY TRUST | 5 16 |
| **NET ACTIVITY FOR PERIOD** | | | **$(14,377.09)** |

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| ANADARKO PETE | 12/06/11 | 10/02/14 | 300.000 | $29,099 47 | $24,420 00 | $4,679.47 | |
| | 02/23/12 | 10/02/14 | 150 000 | 14,549 74 | 13,073 28 | 1,476 46 | |
| | 10/03/12 | 10/02/14 | 26 000 | 2,521 95 | 1,805 58 | 716 37 | |
| | 01/22/13 | 10/02/14 | 300 000 | 29,099 47 | 23,830 92 | 5,268 55 | |
| | 06/11/12 | 10/09/14 | 250 000 | 23,202 18 | 15,624 40 | 7,577 78 | |

Account Detail

Portfolio Management Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

## REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

### LONG-TERM GAIN/(LOSS) (CONTINUED)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| | 10/03/12 | 10/09/14 | 74 000 | 6,867 85 | 5,138 94 | 1,728 91 | |
| **Long-Term This Period** | | | | **$105,340.66** | **$83,893.12** | **$21,447.54** | |
| **Long-Term Year to Date** | | | | **$369,061.92** | **$250,090.94** | **$118,970.98** | |

### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| ANADARKO PETE | 12/13/13 | 10/02/14 | 400 000 | 38,799 31 | 30,588 28 | 8,211 03 | |
| COBALT INTL ENERGY | 01/24/14 | 10/02/14 | 1,752.000 | 22,240 27 | 30,353 05 | (8,112 78) | |
| | 03/05/14 | 10/02/14 | 2,449 000 | 31,088 14 | 45,268 05 | (14,179 91) | |
| TEREX CP NEW DEL | 07/24/14 | 10/30/14 | 1,274.000 | 34,420 80 | 48,289.44 | (13,868 64) | |
| | 07/25/14 | 10/30/14 | 226.000 | 6,106 05 | 8,241 45 | (2,135 40) | |
| **Short-Term This Period** | | | | **$132,654.57** | **$162,740.27** | **$(30,085.70)** | |
| **Short-Term Year to Date** | | | | **$439,493.72** | **$444,112.25** | **$(4,618.53)** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$237,995.23** | **$246,633.39** | **$(8,638.16)** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$808,555.64** | **$694,203.19** | **$114,352.45** | |

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## COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR

## MESSAGES

**Important Information About Advisory Accounts**

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

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

| Date | Activity Type | Description | Credits/(Debits) |
|---|---|---|---|
| NET ACTIVITY FOR PERIOD | | | $111,746.05 |

## TRANSFERS, CORPORATE ACTIONS AND ADDITIONAL ACTIVITY

### SECURITY TRANSFERS

| Date | Activity Type | Security (Symbol) | Comments | Quantity | Accrued Interest | Amount |
|---|---|---|---|---|---|---|
| 12/10 | Transfer into Account | POWERSHARES QQQ TR | | 384 000 | | $39,671 04 |

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| CALPINE CORP NEW | 03/12/13 | 12/03/14 | 3,000 000 | $64,484 17 | $59,927 10 | $4,557 07 | |
| | 07/31/13 | 12/03/14 | 1,000 000 | 21,494 72 | 20,180 00 | 1,314.72 | |
| RS FLOATING RATE Y | 11/18/11 | 12/10/14 | 5,247 410 | 52,001 78 | 51,896.88 | 104 90 | |
| | 02/21/12 | 12/10/14 | 115 582 | 1,145 47 | 1,163 91 | (18 44) | |
| **Long-Term This Period** | | | | **$139,126.14** | **$133,167.89** | **$5,958.25** | |
| **Long-Term Year to Date** | | | | **$508,188.06** | **$383,258.83** | **$124,929.23** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$139,126.14** | **$133,167.89** | **$5,958.25** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$947,681.78** | **$827,371.08** | **$120,310.70** | |

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JOHN WILLIAMSON, JR

## Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

### REALIZED GAIN/(LOSS) DETAIL

#### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| MEDTRONIC INC | 09/26/14 | 01/27/15 | 758 000 | $56,937 17 | $47,738.01 | $9,199 16 | |
| **Short-Term This Period** | | | | **$56,937.17** | **$47,738.01** | **$9,199.16** | |
| **Short-Term Year to Date** | | | | **$56,937.17** | **$47,738.01** | **$9,199.16** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$56,937.17** | **$47,738.01** | **$9,199.16** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$56,937.17** | **$47,738.01** | **$9,199.16** | |

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Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| ABBOTT LABORATORIES | 01/24/14 | 02/18/15 | 253 000 | $11,749 91 | $9,317 89 | $2,432.02 | |
| FIRST TRUST LARGE CAP CORE ETF | 07/31/13 | 02/18/15 | 784 000 | 36,913 65 | 29,133 44 | 7,780 21 | |
| KROGER CO | 09/14/12 | 02/18/15 | 317 000 | 23,259.00 | 7,575.63 | 15,683 37 | |
| | 09/14/12 | 02/18/15 | 100 000 | 7,337 22 | 2,429 20 | 4,908 02 | H |
| *Basis Adjustment Due To Wash Sale. $39 41* | | | | | | | |
| POWERSHARES QQQ TR | 01/19/12 | 02/10/15 | 384 000 | 39,832 66 | 22,967 01 | 16,865 65 | A |
| **Long-Term This Period** | | | | **$119,092.44** | **$71,423.17** | **$47,669.27** | |
| **Long-Term Year to Date** | | | | **$119,092.44** | **$71,423.17** | **$47,669.27** | |

### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| BRISTOL MYERS SQUIBB CO | 03/25/14 | 02/18/15 | 227 000 | 13,566 09 | 11,680.97 | 1,885.12 | |
| CBS CORP NEW CL B SHRS | 07/16/14 | 02/18/15 | 111 000 | 6,621 38 | 6,730.96 | (109.58) | |
| VANGUARD CONSUMER DSC ETF | 10/24/14 | 02/02/15 | 144.000 | 16,109.19 | 15,587 14 | 522.05 | |
| **Short-Term This Period** | | | | **$36,296.66** | **$33,999.07** | **$2,297.59** | |
| **Short-Term Year to Date** | | | | **$93,233.83** | **$81,737.08** | **$11,496.75** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$155,389.10** | **$105,422.24** | **$49,966.86** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$212,326.27** | **$153,160.25** | **$59,166.02** | |

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JOHN WILLIAMSON, JR

Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| FIRST TRUST LARGE CAP CORE ETF | 07/31/13 | 03/03/15 | 1,716 000 | $80,621 17 | $63,766.56 | $16,854 61 | |
| GOLDMAN SACHS STRATEGIC INC I | 08/01/13 | 03/03/15 | 4,745 196 | 48,353 55 | 49,871 96 | (1,518 41) | |
| KROGER CO | 09/14/12 | 03/03/15 | 366 000 | 25,646 93 | 8,746 63 | 16,900 30 | |
| **Long-Term This Period** | | | | **$154,621.65** | **$122,385.15** | **$32,236.50** | |
| **Long-Term Year to Date** | | | | **$273,714.09** | **$193,808.32** | **$79,905.77** | |

### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| BRISTOL MYERS SQUIBB CO | 03/25/14 | 03/03/15 | 237 000 | 14,623 38 | 12,195 55 | 2,427 83 | |
| | 03/27/14 | 03/03/15 | 66 000 | 4,072 34 | 3,426 05 | 646 29 | |
| | 03/27/14 | 03/24/15 | 654 000 | 43,106 30 | 33,949 07 | 9,157 23 | |
| | 04/29/14 | 03/24/15 | 396 000 | 26,101 07 | 19,299.65 | 6,801 42 | |
| INVESCO EQUAL WGHTD S&P 500 Y | 10/24/14 | 03/03/15 | 82 273 | 4,167 12 | 3,932.65 | 234.47 | |
| MEDTRONIC INC | 09/26/14 | 01/27/15 | 758 000 | 58,328 10 | 47,738 01 | 10,590 09 | |
| STARBUCKS CORP WASHINGTON | 04/01/14 | 03/26/15 | 843 000 | 79,248 97 | 62,065 79 | 17,183 18 | |
| **Short-Term This Period** | | | | **$171,319.18** | **$134,868.76** | **$36,450.42** | |
| **Short-Term Year to Date** | | | | **$265,943.94** | **$216,605.84** | **$49,338.10** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$325,940.83** | **$257,253.91** | **$68,686.92** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$539,658.03** | **$410,414.16** | **$129,243.87** | |

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## COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR.

## Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

## DEBIT CARD & CHECKING ACTIVITY

### CHECKS WRITTEN

| Date Written | Date Paid | Check Number | Activity Type | Payee | Expense Category | Credits/(Debits) |
|---|---|---|---|---|---|---|
| 4/18 | 4/23 | 1806 | Check | SALAMA URBAN MINISTRIES | | $(1,000 00) |
| TOTAL CHECKS WRITTEN | | | | | | $(1,000.00) |

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

| Date | Activity Type | Description | Credits/(Debits) |
|---|---|---|---|
| 4/1 | Automatic Investment | MS AAA INSTL MONEY TRUST | $79,248 97 |
| 4/2 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (95,429 55) |
| 4/7 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (32,095.14) |
| 4/13 | Automatic Investment | MS AAA INSTL MONEY TRUST | 187 00 |
| 4/16 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (4,939.95) |
| 4/20 | Automatic Investment | MS AAA INSTL MONEY TRUST | 231 19 |
| 4/23 | Automatic Investment | MS AAA INSTL MONEY TRUST | 30,881 74 |
| 4/24 | Automatic Investment | MS AAA INSTL MONEY TRUST | 12,017 36 |
| 4/28 | Automatic Investment | MS AAA INSTL MONEY TRUST | 81,296 21 |
| 4/30 | Automatic Investment | MS AAA INSTL MONEY TRUST | 4 59 |
| NET ACTIVITY FOR PERIOD | | | $71,402.42 |

## REALIZED GAIN/(LOSS) DETAIL

### LONG-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| KROGER CO | 09/14/12 | 04/22/15 | 317.000 | $22,205 44 | $7,575 63 | $14,629.81 | |
| | 10/10/12 | 04/22/15 | 237.000 | 16,601 54 | 5,578 46 | 11,023 08 | |
| | 01/22/13 | 04/22/15 | 600 000 | 42,029 23 | 16,444 14 | 25,585 09 | |
| Long-Term This Period | | | | $80,836.21 | $29,598.23 | $51,237.98 | |
| Long-Term Year to Date | | | | $354,550.30 | $223,406.55 | $131,143.75 | |

## Account Detail

**Portfolio Management Active Assets Account**
**939-106928-023**

**WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

### REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

#### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| AMERICAN EXPRESS CO | 10/02/14 | 04/17/15 | 364 000 | 28,118 48 | 31,300 36 | (3,181 88) | |
| | 10/03/14 | 04/17/15 | 178 000 | 13,750 25 | 15,410.90 | (1,660 65) | |
| | 02/13/15 | 04/17/15 | 279 000 | 21,552 35 | 21,784 32 | (231 97) | |
| MICHAEL KORS HOLDINGS LTD | 08/05/14 | 04/20/15 | 549 000 | 33,835 95 | 43,632 76 | (9,796 81) | |
| | 10/24/14 | 04/20/15 | 486 000 | 29,953 13 | 36,734 55 | (6,781 42) | |
| | 11/05/14 | 04/20/15 | 59 000 | 3,636 29 | 4,326 17 | (689.88) | |
| | 03/03/15 | 04/20/15 | 99 000 | 6,101 56 | 6,713 66 | (612 10) | |
| **Short-Term This Period** | | | | **$136,948.01** | **$159,902.72** | **$(22,954.71)** | |
| **Short-Term Year to Date** | | | | **$402,891.95** | **$376,508.56** | **$26,383.39** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$217,784.22** | **$189,500.95** | **$28,283.27** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$757,442.25** | **$599,915.11** | **$157,527.14** | |

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JOHN WILLIAMSON, JR

## MESSAGES

**Important Information About Advisory Accounts**

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

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

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Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

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

| Date | Activity Type | Description | Credits/(Debits) |
|---|---|---|---|
| 5/1 | Automatic Redemption | MS AAA INSTL MONEY TRUST | $(64,768 84) |
| 5/4 | Automatic Investment | MS AAA INSTL MONEY TRUST | 883 40 |
| 5/11 | Automatic Investment | MS AAA INSTL MONEY TRUST | 213 46 |
| 5/14 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (32,857 00) |
| 5/18 | Automatic Investment | MS AAA INSTL MONEY TRUST | 931 09 |
| 5/19 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (31,844 32) |
| 5/27 | Automatic Redemption | MS AAA INSTL MONEY TRUST | (35,641 05) |
| 5/29 | Automatic Investment | MS AAA INSTL MONEY TRUST | 3 02 |
| **NET ACTIVITY FOR PERIOD** | | | **$(163,080.24)** |

## REALIZED GAIN/(LOSS) DETAIL

### SHORT-TERM GAIN/(LOSS)

| Security Description | Date Acquired | Date Sold | Quantity | Sales Proceeds | Orig / Adj Total Cost | Realized Gain/(Loss) | Comments |
|---|---|---|---|---|---|---|---|
| WISDOMTREE TRUST JAPN HEDGE EQ | 04/01/15 | 05/12/15 | 585 000 | $33,426 28 | $32,022 90 | $1,403 38 | |
| **Short-Term This Period** | | | | **$33,426.28** | **$32,022.90** | **$1,403.38** | |
| **Short-Term Year to Date** | | | | **$436,318.23** | **$408,531.46** | **$27,786.77** | |
| **Net Realized Gain/(Loss) This Period** | | | | **$33,426.28** | **$32,022.90** | **$1,403.38** | |
| **Net Realized Gain/(Loss) Year to Date** | | | | **$790,868.53** | **$631,938.01** | **$158,930.52** | |

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