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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 06/01/16 , and ending 05/31/17

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) Room/suite
2310 Golf Club Lane

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,453,380

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 ▶ ☐

SCANNED AUG 30 2017

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)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	442	442		
4	Dividends and interest from securities	19,387	19,387		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	176,371			
b	Gross sales price for all assets on line 6a 1,736,997				
7	Capital gain net income (from Part IV, line 2)		289		
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) Stmt 2	465			
12	**Total.** Add lines 1 through 11	196,665	20,118	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 3	2,383	2,383		
c	Other professional fees (attach schedule) Stmt 4	16,506	16,506		
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 5	6,496	6,496		
24	**Total operating and administrative expenses.** Add lines 13 through 23	25,385	25,385	0	0
25	Contributions, gifts, grants paid	106,000			106,000
26	**Total expenses and disbursements.** Add lines 24 and 25	131,385	25,385	0	106,000
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	65,280			
b	**Net investment income** (if negative, enter -0-)		0		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

		Beginning of year (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	176,254	47,244	47,244
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less: allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) See Stmt 6	1,142,119	1,336,409	1,406,136
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)	1,318,373	1,383,653	1,453,380
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	1,318,373	1,383,653	
30	**Total net assets or fund balances** (see instructions)	1,318,373	1,383,653	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,318,373	1,383,653	

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	1,318,373
2	Enter amount from Part I, line 27a	2	65,280
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,383,653
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	1,383,653

DAA

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Morgan Stanley & DT			
b				
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	289			289
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				289
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	289
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))
2015	153,294	1,467,347	0.104470
2014	130,214	1,586,641	0.082069
2013	149,457	1,512,245	0.098831
2012	237,430	1,523,139	0.155882
2011	102,150	1,575,279	0.064846

2	**Total** of line 1, column (d)	2	0.506098
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	0.101220
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,384,599
5	Multiply line 4 by line 3	5	140,149
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	140,149
8	Enter qualifying distributions from Part XII, line 4	8	106,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	
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	
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	0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a — 3,804		
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	3,804
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,804
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 3,804 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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 2016, 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. 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016.)*	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 2016?		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 2310 Golf Club Lane	Nashville TN 37215	President 0.25	0	0	0
John A. Williamson, Jr. 608 Euclid	Birmingham AL 35203	Vice Pres. 0.25	0	0	0
Linda Martin 2310 Golf Club Lane	Nashville TN 37215	Treasurer 0.25	0	0	0
Margaret Brooke 9 Club View Drive	Birmingham AL 35203	Secretary 0.25	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,277,241
b	Average of monthly cash balances	1b	128,443
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,405,684
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	1,405,684
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	21,085
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,384,599
6	**Minimum investment return.** Enter 5% of line 5	6	69,230

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	69,230
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a		
b	Income tax for 2016. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	69,230
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	69,230
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	69,230

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	106,000
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	106,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	106,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					69,230
2 Undistributed income, if any, as of the end of 2016.					
a Enter amount for 2015 only					
b Total for prior years: 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2016					
a From 2011	23,531				
b From 2012	162,913				
c ~~From 2013~~	~~74,431~~				
d From 2014	54,696				
e From 2015	80,039				
f **Total** of lines 3a through e		395,610			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 106,000					
a Applied to 2015, 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 2016 distributable amount					69,230
e Remaining amount distributed out of corpus		36,770			
5 Excess distributions carryover applied to 2016 *(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		432,380			
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions)		23,531			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		408,849			
10 Analysis of line 9					
a Excess from 2012	162,913				
b Excess from 2013	74,431				
c Excess from 2014	54,696				
d Excess from 2015	80,039				
e Excess from 2016	36,770				

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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Statement 7

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 8				106,000
Total			▶ 3a	106,000
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (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 (See instructions)
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	442	
4 Dividends and interest from securities			14	19,387	
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	289	176,082
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b Other					465
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		20,118	176,547

13 **Total.** Add line 12, columns (b), (d), and (e) 13 196,665

(See worksheet in line 13 instructions to verify calculations)

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

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

DAA

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Raymond S Mat, President | 8/23/17 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Thomas M. Price	Thomas M. Price	08/11/17	

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

Account Detail

Portfolio Management Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

TAXABLE INCOME AND DISTRIBUTIONS (CONTINUED)

Activity Date	Activity Type	Description	Comments	Credits/(Debits)
6/1	Dividend	GOLDMAN SACHS STRATEGIC INC I DIV PAYMENT		124.75
6/1	Qualified Dividend	KROGER CO		97 23
6/9	Qualified Dividend	MICROSOFT CORP		496 08
6/10	Qualified Dividend	WALGREENS BOOTS ALLIANCE INC		186 12
6/15	Qualified Dividend	NEWELL BRANDS INC		134 33
6/24	Qualified Dividend	BANK OF AMERICA CORP		302 50
6/29	Qualified Dividend	GILEAD SCIENCE		148 52
6/30	Qualified Dividend	PEPSICO INC NC		377.00
6/30	Dividend	MS ACTIVE ASSETS PRIME TRUST DIV PAYMENT		58 18

TOTAL TAXABLE INCOME AND DISTRIBUTIONS	**$2,396.19**
TOTAL QUALIFIED DIVIDENDS	$1,980.28
TOTAL OTHER DIVIDENDS	$415 91
TOTAL PARTNERSHIP DISTRIBUTIONS	$0 00

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Activity Date	Activity Type	Description	Credits/(Debits)
6/2	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	$335.73
6/7	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	36,679 45
6/10	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	496 08
6/13	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	186 12
6/16	Automatic Redemption	MS ACTIVE ASSETS PRIME TRUST	(20,692 05)
6/20	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	75,820.54
6/22	Automatic Redemption	MS ACTIVE ASSETS PRIME TRUST	(8,194.22)
6/27	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	302 50
6/30	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	148.52
6/30	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	58 18
NET ACTIVITY FOR PERIOD			**$85,140.85**

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
BANK OF AMERICA CORP	01/24/14	06/14/16	242 000	$3,197 96	$4,002 68	$(804.72)	
JPMORGAN CHASE & CO	10/14/13	06/14/16	56 000	3,458 48	2,947 26	511 22	
Long-Term This Period				**$6,656.44**	**$6,949.94**	**$(293.50)**	

003116 MSDDD141

Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
Long-Term Year to Date				**$58,552.22**	**$59,140.19**	**$(587.97)**	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
NIKE INC B	03/22/16	06/01/16	434.000	23,653 61	28,248 93	(4,595 32)	
	03/23/16	06/01/16	239 000	13,025 84	15,044.67	(2,018 83)	
NRG ENERGY INC	01/20/16	06/14/16	2,845.000	40,721.02	27,454.25	13,266.77	
UNITED CONTINENTAL HLDGS INC	04/21/16	06/14/16	819 000	35,657 09	43,202 25	(7,545.16)	
Short-Term This Period				**$113,057.56**	**$113,950.10**	**$(892.54)**	
Short-Term Year to Date				**$340,473.46**	**$370,315.58**	**$(29,842.12)**	
Net Realized Gain/(Loss) This Period				**$119,714.00**	**$120,900.04**	**$(1,186.04)**	
Net Realized Gain/(Loss) Year to Date				**$399,025.68**	**$429,455.77**	**$(30,430.09)**	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures

COPIES OF THIS STATEMENT HAVE ALSO BEEN SENT TO:

JOHN WILLIAMSON, JR.

MESSAGES

Re-Classification Of Non-Traditional Bond Funds In Consulting Group Advisory Programs

After careful review, Morgan Stanley has changed the asset classification for various mutual fund investment products offered in our Consulting Group advisory programs. While this does not result in any change to your holdings, Morgan Stanley's view of some of the characteristics of certain investment products has changed

For more details on this change, please visit www.morganstanley.com/ADV and select the appropriate program link under the heading - Asset Classification Changes Beginning May 2015. These changes will be reflected in your quarterly Investment Monitor, available beginning July 2015. To view your quarterly Investment Monitor, please log in to Morgan Stanley online (www.morganstanley.com/online), select Account Documents and then select Quarterly Performance Report

Please contact your Financial Advisor or Private Wealth Advisor if you have any questions, or to discuss these changes in more detail.

Sign up for eDelivery of your Account Documents Today

Secure, Convenient and Green. Go paperless and save more Effective November 1, 2016, accounts not enrolled in eDelivery of all eligible account documents within their Account Linked Group may be subject to an annual account fee increase. Please refer to the FYI included with this statement to learn more

Simply visit www.morganstanley com/edelivery to set your eDelivery preferences today. Please note, if you have not already done so, you will first need to register for Morgan Stanley Online prior to making your eDelivery selections

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)

Activity Date	Activity Type	Description	Credits/(Debits)
7/14	Automatic Redemption	MS ACTIVE ASSETS PRIME TRUST	(20,866 47)
7/18	Automatic Redemption	MS ACTIVE ASSETS PRIME TRUST	(4,307 04)
7/25	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	38,191 37
7/26	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	411 93
7/28	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	57,677.54
7/29	Automatic Investment	MS ACTIVE ASSETS PRIME TRUST	53.82
NET ACTIVITY FOR PERIOD			$8,365.70

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
GENERAL ELECTRIC CO	12/15/11	07/22/16	591 000	$18,911.59	$9,922.89	$8,988 70	
	04/23/12	07/22/16	200.000	6,399.86	3,793.40	2,606 46	
	06/01/12	07/22/16	600 000	19,199.58	11,163.72	8,035 86	
	11/07/12	07/22/16	400.000	12,799.72	8,499.20	4,300 52	
Long-Term This Period				**$57,310.75**	**$33,379.21**	**$23,931.54**	
Long-Term Year to Date				**$115,862.97**	**$92,519.40**	**$23,343.57**	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AETNA INC (NEW)(CT)	03/17/16	07/19/16	254.000	28,785.19	28,061.92	723.27	
	06/29/16	07/19/16	83.000	9,406 18	10,033.04	(626 86)	
Short-Term This Period				**$38,191.37**	**$38,094.96**	**$96.41**	
Short-Term Year to Date				**$378,664.83**	**$408,410.54**	**$(29,745.71)**	
Net Realized Gain/(Loss) This Period				**$95,502.12**	**$71,474.17**	**$24,027.95**	
Net Realized Gain/(Loss) Year to Date				**$494,527.80**	**$500,929.94**	**$(6,402.14)**	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures

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JOHN WILLIAMSON, JR

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)

Activity Date	Activity Type	Description	Credits/(Debits)
8/31	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	35.13
NET ACTIVITY FOR PERIOD			**$4,056.27**

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
BRISTOL MYERS SQUIBB CO	04/28/15	08/08/16	1,023 000	$63,250 40	$65,349.24	$(2,098.84)	
Long-Term This Period				**$63,250.40**	**$65,349.24**	**$(2,098.84)**	
Long-Term Year to Date				**$179,113.37**	**$157,868.64**	**$21,244.73**	
Net Realized Gain/(Loss) This Period				**$63,250.40**	**$65,349.24**	**$(2,098.84)**	
Net Realized Gain/(Loss) Year to Date				**$557,778.20**	**$566,279.18**	**$(8,500.98)**	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures

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MESSAGES

Important Information About Advisory Accounts

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

For a copy of the applicable ADV Brochure for Morgan Stanley Smith Barney LLC, or for any investment adviser with whom we contract to manage your investment advisory account, please visit www.morganstanley com/ADV, or 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

Activity Date	Activity Type	Description	Credits/(Debits)
9/1	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	$274 08
9/2	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(28,463 72)
9/7	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	388 45
9/8	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	48,414 98
9/9	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(19,503.92)
9/13	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	193 88
9/16	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	134 33
9/20	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(30,000 00)
9/23	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(20,147.44)
9/26	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	435.60
9/28	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(2,614.02)
9/29	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(14,820 75)
9/30	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	320.29
9/30	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	62.29
NET ACTIVITY FOR PERIOD			**$(65,325.95)**

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	10/10/12	09/01/16	926 000	$29,492.54	$10,898.00	$18,594 54	
Long-Term This Period				**$29,492.54**	**$10,898.00**	**$18,594.54**	
Long-Term Year to Date				**$208,605.91**	**$168,766.64**	**$39,839.27**	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CONAGRA FOODS INC	02/01/16	09/01/16	670.000	30,847.00	27,898.80	2,948 20	
	03/24/16	09/01/16	284 000	13,075 44	12,543.88	531.56	
Short-Term This Period				**$43,922.44**	**$40,442.68**	**$3,479.76**	
Short-Term Year to Date				**$422,587.27**	**$448,853.22**	**$(26,265.95)**	

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Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

SHORT-TERM GAIN/(LOSS) (CONTINUED)

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	**$73,414.98**	**$51,340.68**	**$22,074.30**
Net Realized Gain/(Loss) Year to Date	**$631,193.18**	**$617,619.86**	**$13,573.32**

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures

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JOHN WILLIAMSON, JR.

MESSAGES

Consolidated Statement of Financial Condition (In Millions of Dollars)
At June 30, 2016 Morgan Stanley Smith Barney LLC had net capital of $3,751 which exceeded the Securities and Exchange Commission's minimum requirement by $3,595. A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at June 30, 2016 can be viewed online at
http //www morganstanley.com/about-us-ir/shareholder/morganstanley_smithbarney_llc pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after September 15, 2016.

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Secure, Convenient and Green. Go paperless and save more. Effective November 1, 2016, accounts not enrolled in eDelivery of all eligible account documents for all stand-alone accounts and all accounts within their Account Linked Group (ALG) may be subject to an annual account fee increase. Please refer to the FYI included with this statement to learn more
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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 visit www morganstanley com/ADV, or contact your Financial Advisor These ADV Brochures contain important information about advisory programs

Account Detail

Portfolio Management Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

CASH RELATED ACTIVITY

OTHER CREDITS AND DEBITS

Activity Date	Activity Type	Description	Comments	Credits/(Debits)
10/14	Service Fee	3RD QTR ADVISORY FEE		$(4,246 77)
TOTAL OTHER CREDITS AND DEBITS				**$(4,246.77)**
TOTAL OTHER DEBITS				$(4,246 77)

DEBIT CARD & CHECKING ACTIVITY

CHECKS WRITTEN

Date Written	Activity Date	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
8/31	10/28	1838	Check	JDRF OF MS		$(2,500 00)
8/31	10/21	1845	Check	CHURCH RESOURCES MINISTRY		(10,000.00)
TOTAL CHECKS WRITTEN						**$(12,500.00)**

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Activity Date	Activity Type	Description	Credits/(Debits)
10/3	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	$377 00
10/4	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(7,929 99)
10/14	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(51,443.60)
10/17	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(4,116 77)
10/18	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(3,820 14)
10/24	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(9,633 21)
10/31	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	44 43
10/31	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(10,141.90)
NET ACTIVITY FOR PERIOD			**$(86,664.18)**

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GILEAD SCIENCE	04/28/16	10/13/16	145.000	$10,558.68	$14,207.10	$(3,648.42)	
	04/29/16	10/13/16	171.000	12,451 96	15,330.15	(2,878.19)	
	06/17/16	10/13/16	99 000	7,209 03	8,194 22	(985 19)	
	06/29/16	10/13/16	77.000	5,607 03	6,354 81	(747.78)	
Short-Term This Period				**$35,826.70**	**$44,086.28**	**$(8,259.58)**	
Short-Term Year to Date				**$458,413.97**	**$492,939.50**	**$(34,525.53)**	

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Account Detail

Portfolio Management Active Assets Account
939-106928-023

WILLIAMSON, MARTIN & BROOKE
FAMILY FOUNDATION

SHORT-TERM GAIN/(LOSS) (CONTINUED)

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	$35,826.70	$44,086.28	$(8,259.58)
Net Realized Gain/(Loss) Year to Date	$667,019.88	$661,706.14	$5,313.74

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures

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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 visit www.morganstanley.com/ADV, or contact your Financial Advisor. These ADV Brochures contain important information about advisory programs

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)

Activity Date	Activity Type	Description	Credits/(Debits)
NET ACTIVITY FOR PERIOD			$(62,565.69)

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
BLACKSTONE GROUP LP	11/11/15	11/28/16	1,425.000	$36,906.83	$45,382.40	$(8,475 57)	
MEDTRONIC PLC SHS	01/27/15	11/28/16	758.000	56,189.31	58,328.10	(2,138.79)	
	10/05/15	11/28/16	95 000	7,042 20	6,703.00	339.20	
Long-Term This Period				**$100,138.34**	**$110,413.50**	**$(10,275.16)**	
Long-Term Year to Date				**$308,744.25**	**$279,180.14**	**$29,564.11**	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ALERIAN MLP ETF	08/15/16	11/28/16	2,229 000	26,948 02	28,419 75	(1,471.73)	
Short-Term This Period				**$26,948.02**	**$28,419.75**	**$(1,471.73)**	
Short-Term Year to Date				**$485,361.99**	**$521,359.25**	**$(35,997.26)**	
Net Realized Gain/(Loss) This Period				**$127,086.36**	**$138,833.25**	**$(11,746.89)**	
Net Realized Gain/(Loss) Year to Date				**$794,106.24**	**$800,539.39**	**$(6,433.15)**	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures

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Account Detail

Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

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

Activity Date	Activity Type	Description	Credits/(Debits)
12/8	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	1,196,290.96
12/9	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	537 42
12/12	Automatic Redemption	MS ACTIVE ASSETS GOVT TRUST	(1,406,193 19)
12/13	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	438 88
12/14	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	388 45
12/16	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	954.53
12/30	Automatic Investment	MS ACTIVE ASSETS GOVT TRUST	130.65
NET ACTIVITY FOR PERIOD			**$(57,349.10)**

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
BANK OF AMERICA CORP	01/24/14	12/02/16	1,589 000	$33,567 05	$26,282 06	$7,284 99	
	03/31/14	12/02/16	865.000	18,272.81	14,869.35	3,403.46	
	07/25/14	12/02/16	304 000	6,421.89	4,735.29	1,686.60	
	11/05/14	12/02/16	1,642 000	34,686 66	28,451.10	6,235 56	
	01/16/15	12/02/16	342.000	7,224.63	5,222.34	2,002.29	
	03/03/15	12/02/16	66.000	1,394.23	1,059.14	335.09	
	04/21/15	12/02/16	1,000 000	21,124 63	15,588.10	5,536 53	
GOLDMAN SACHS STRATEGIC INC I	08/01/13	12/02/16	4,769.552	45,501.53	50,123.84	(4,622.31)	R
JPMORGAN CHASE & CO	10/14/13	12/02/16	1,366.000	111,030.15	71,892.17	39,137.98	
MAINSTAY INCOME BUILDER I	02/09/15	12/02/16	2,517 623	45,946 62	49,999 99	(4,053 37)	
	03/03/15	12/02/16	2,477 701	45,218 04	50,000 01	(4,781 97)	
MAINSTAY UNCONSTRAINED BD I	03/03/15	12/02/16	6,599 143	57,676.51	60,844.03	(3,167.52)	
	03/31/15	12/02/16	26.655	232.96	243 36	(10 40)	
	04/21/15	12/02/16	1,304 348	11,400 00	11,999.99	(599 99)	
	04/30/15	12/02/16	27.440	239 83	251.90	(12.07)	
	05/29/15	12/02/16	30.233	264.24	276.93	(12 69)	
	06/30/15	12/02/16	30 003	262 23	270 63	(8 40)	
	07/31/15	12/02/16	32 458	283.68	290.82	(7 14)	
	08/31/15	12/02/16	30 861	269.73	271 27	(1 54)	
	09/30/15	12/02/16	31 400	274 44	270 04	4.40	
	10/30/15	12/02/16	30 826	269.42	268.80	0 62	
	11/30/15	12/02/16	24.780	216.58	213.36	3 22	
MICROSOFT CORP	10/08/15	12/02/16	938.000	55,446.69	44,348.64	11,098.05	
PEPSICO INC NC	03/30/15	12/02/16	501 000	50,170.49	48,236 28	1,934.21	
PHILIP MORRIS INTL INC	03/30/15	12/02/16	626 000	55,221 57	48,277.12	6,944.45	

Account Detail

Active Assets Account 939-106928-023

WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION

LONG-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
Long-Term This Period				$602,616.61	$534,286.56	$68,330.05	
Long-Term Year to Date				$911,360.86	$813,466.70	$97,894.16	

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ALPHABET INC CL A	11/23/16	12/02/16	27.000	20,661.29	20,980.37	(319.08)	
AMAZON COM INC	11/23/16	12/02/16	27 000	20,055 38	21,058 23	(1,002 85)	
ANADARKO PETE	10/11/16	12/02/16	319 000	22,040 28	20,289.20	1,751.08	
	10/26/16	12/02/16	126 000	8,705 56	7,641 90	1,063.66	
APPLE INC	06/29/16	12/02/16	287.000	31,461.23	27,081 32	4,379.91	
	08/17/16	12/02/16	104.000	11,400 58	11,325 08	75.50	
GOLDMAN SACHS GRP INC	07/11/16	12/02/16	137 000	30,508.99	20,866.47	9,642 52	
	10/11/16	12/02/16	64.000	14,252.37	10,798 72	3,453.65	
GOLDMAN SACHS STRATEGIC INC I	03/31/16	12/02/16	5.868	55 98	55.22	0 76	
	04/29/16	12/02/16	11.290	107 71	106 80	0 91	
	05/31/16	12/02/16	13 132	125.28	124.75	0 53	
	06/30/16	12/02/16	10 145	96.78	95 06	1 72	
	07/29/16	12/02/16	10 189	97 20	96 49	0 71	
	08/31/16	12/02/16	8 584	81 89	81.98	(0 09)	
	09/30/16	12/02/16	8.100	77.27	77 44	(0 17)	
	10/31/16	12/02/16	9.083	86 65	87 20	(0 55)	
	11/30/16	12/02/16	7.625	72.75	72.97	(0.22)	
INTL BUSINESS MACHINES CORP	10/13/16	12/02/16	175.000	27,884 92	26,859 00	1,025 92	
KROGER CO	10/11/16	12/02/16	676 000	22,307.65	20,327 32	1,980.33	
	10/13/16	12/02/16	416 000	13,727 78	12,787 84	939 94	
LYONDELLBASELL NV CL-A	06/13/16	12/02/16	262.000	23,684.28	20,826 38	2,857 90	
	06/14/16	12/02/16	93.000	8,407.01	7,214 01	1,193.00	
	06/29/16	12/02/16	102.000	9,220 60	7,562 28	1,658.32	
MAINSTAY INCOME BUILDER I	03/31/16	12/02/16	43 969	802 43	792 76	9 67	
	06/30/16	12/02/16	48 425	883.76	892.96	(9.20)	
	09/30/16	12/02/16	38.328	699.49	716.35	(16.86)	
MAINSTAY UNCONSTRAINED BD I	12/16/15	12/02/16	31 454	274 91	265.16	9.75	
	01/29/16	12/02/16	28.555	249 57	236.15	13 42	
	02/29/16	12/02/16	39.034	341 16	320.08	21 08	
	03/31/16	12/02/16	25 046	218 90	211 64	7 26	
	04/29/16	12/02/16	28.381	248 05	243 79	4.26	
	05/31/16	12/02/16	27.154	237.33	232.98	4.35	
	06/30/16	12/02/16	27.566	240.93	235 41	5 52	
	07/29/16	12/02/16	22 046	192 68	191 80	0 88	

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Account Detail

Active Assets Account 939-106928-023 **WILLIAMSON, MARTIN & BROOKE FAMILY FOUNDATION**

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	08/31/16	12/02/16	28.562	249 63	251 92	(2.29)	
	09/30/16	12/02/16	27 896	243 81	246 04	(2 23)	
	10/31/16	12/02/16	25 592	223.67	225.72	(2.05)	
	11/30/16	12/02/16	26.777	234 02	234.03	(0 01)	
MICROSOFT CORP	04/22/16	12/02/16	440.000	26,009 11	22,871 20	3,137 91	
NEWELL BRANDS INC	01/11/16	12/02/16	707.000	32,337 54	28,043 58	4,293.96	
NRG YIELD INC CL C	08/30/16	12/01/16	1,673.000	24,986 04	28,574 84	(3,588.80)	
	10/11/16	12/01/16	43.000	642.20	679.40	(37.20)	
SCHLUMBERGER LTD	08/16/16	12/02/16	260 000	22,189 68	21,338.20	851.48	
	09/26/16	12/02/16	98.000	8,363.80	7,429.38	934.42	
SWIFT TRANSPORTATION CO CL A	04/29/16	12/02/16	1,275.000	32,282.80	21,235.13	11,047 67	
	05/16/16	12/02/16	560 000	14,179 11	8,344 00	5,835 11	
	06/29/16	12/02/16	832 000	21,066.12	12,779.52	8,286.60	
T-MOBILE US INC COM	04/01/16	12/02/16	734.000	40,158 39	28,251.66	11,906.73	
	04/07/16	12/02/16	353 000	19,313 23	13,774 02	5,539 21	
VALERO ENERGY CP DELA NEW	09/20/16	12/02/16	363 000	22,245 24	20,147 44	2,097 80	
	09/26/16	12/02/16	136.000	8,334 31	7,391.37	942.94	
	09/29/16	12/02/16	153.000	9,376 09	7,929.99	1,446.10	
WALGREENS BOOTS ALLIANCE INC	04/01/16	12/02/16	330 000	28,075.99	28,347 00	(271.01)	
	04/07/16	12/02/16	187 000	15,909.72	15,346 70	563 02	
WELLS FARGO & CO NEW	10/31/16	12/02/16	436 000	23,373.45	20,164.96	3,208.49	
Short-Term This Period				**$619,302.59**	**$534,361.21**	**$84,941.38**	
Short-Term Year to Date				**$1,104,664.58**	**$1,055,720.46**	**$48,944.12**	
Net Realized Gain/(Loss) This Period				**$1,221,919.20**	**$1,068,647.77**	**$153,271.43**	
Net Realized Gain/(Loss) Year to Date				**$2,016,025.44**	**$1,869,187.16**	**$146,838.28**	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance This section may not reflect all the basis adjustments required when filing your tax return Refer to the Expanded Disclosures.

R - The cost basis for this tax lot was adjusted due to a reclassification of income

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
See Attached ST	Various	Various	Purchase $ 877,246	$ 799,352	$	$	$ 77,894
See Attached LT	Various	Various	Purchase 859,462	761,274			98,188
Total			$ 1,736,708	$ 1,560,626	$ 0	$ 0	$ 176,082

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Other	$ 465	$	$
Total	$ 465	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting fees	$ 2,383	$ 2,383	$	$
Total	$ 2,383	$ 2,383	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Fees	$ 16,506	$ 16,506	$	$
Total	$ 16,506	$ 16,506	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Meeting Expenses	6,496	6,496		
Miscellaneous Expense (Rndg)				
Total	$ 6,496	$ 6,496	$ 0	$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Morgan Stanley	$ 1,142,119	$ 1,336,409	Cost	$ 1,406,136
Total	$ 1,142,119	$ 1,336,409		$ 1,406,136

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

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

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

Name / Address	Relationship	Address Status	Purpose	Amount
Juvenile Diabetes Research Foundati	Unrelated	Exempt	Charitable Donation	2,500
Next Door Ministries	Unrelated	Exempt	Charitable Donation	10,000
World Sports	Unrelated	Exempt	Charitable Donation	30,000
YWCA Bham	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 Health	Unrelated	Exempt	Charitable Donation	10,000
Church Resource Ministries	Unrelated	Exempt	Charitable Donation	10,000
UAB Comprehensive Diabetes Center	Unrelated	Exempt	Charitable Donation	5,000
Loyola Law - Henry Read	Unrelated	Exempt	Charitable Donation	500
Montgomery Bell Academy	Unrelated	Exempt	Charitable Donation	250
Presbyterian Day School	Unrelated	Exempt	Charitable Donation	250
Faith Family Medical Clinic	Unrelated	Exempt	Charitable Donation	500
John Hopkins University Med. Ctr.	Unrelated	Exempt	Charitable Donation	2,000
Christ Presbyterian Church	Unrelated	Exempt	Charitable Donation	10,000

Federal Statements

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

Name / Address	Address / Relationship	Status	Purpose	Amount
Total				106,000