CAMPAIGN FINANCIAL DISCLOSURE STATEMENT
For Single-Measure Committees (SMC)  AMENDED

1. DATE OF REPORT  01/24/2015
2. NAME OF COMMITTEE  YES ON 3

2. SHORT NAME OF COMMITTEE (IF APPLICABLE)

3. ADDRESS AND PHONE
   Street or Rural Route  City  State  Zip Code  Phone
   1661 Aaron Brenner Dr., #300  Memphis  TN  38120  901-761-2720

4. MEASURES SUPPORTED OR OPPOSED

   Ballot Question #3

5.A. NAME OF POLITICAL TREASURER  William H. Watkins, III
5.B. DATE APPOINTED  04/23/2014

6. CATEGORY OR REPORT (Check one)
   ☐ FIRST  ☐ SECOND  ☑ THIRD  ☐ FOURTH  ☐ PRE-PRIMARY  ☐ PRE-GENERAL
   ☐ QUARTER  ☐ QUARTER  ☐ QUARTER  ☐ QUARTER  ☐ MID-YEAR  ☐ YEAR-END
   ☐ SUPPLEMENTAL  ☐ SUPPLEMENTAL

7. A. BEGINNING DATE OF REPORTING PERIOD  07/29/2014
7.B. ENDING DATE OF REPORTING PERIOD  09/30/2014

8. (Check one)
   A. ☐ This committee is exempt from detailed disclosures because contributions (including in-kind) received total $1,000 or less AND expenditures total $1,000 or less for this reporting period. I do solemnly swear or affirm that the information contained in this statement is true and that the committee has complied with all applicable provisions of the Campaign Financial Disclosure Act. (Items 10d., 10e., and 10f must also be completed.)

   B. ☑ This committee is required to file a detailed financial disclosure because contributions (including in-kind) received total more than $1,000 and/or expenditures total more than $1,000 for this reporting period. I do solemnly swear or affirm that the information contained in this statement is true and that the following page(s) are a complete and accurate accounting of all contributions and expenditures required to be reported by political campaign committees by the Campaign Financial Disclosure Act.

9. WITNESS SIGNATURE
   [Signature of political treasurer]  1/26/15

10. SUMMARY
    a. BALANCE ON HAND LAST REPORT ........................................... $ 6,761.29
    b. TOTAL RECEIPTS THIS PERIOD ........................................... $ 6,000.00
    c. TOTAL DISBURSEMENTS THIS PERIOD .................................... $ 12,526.56
    d. BALANCE ON HAND (10a. plus 10b. minus 10c.) ......................... $ 234.73
    e. TOTAL LOANS OUTSTANDING .............................................. $  
    f. TOTAL OBLIGATIONS OUTSTANDING ...................................... $  

SS-1140 (Rev. 2/06)  RDA 1159
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RECEIPTS
13. CONTRIBUTIONS (other than loans and interest)
   a. Unitemized Contributions ($100 or less from each source this period) $ ____________
   b. Itemized Contributions (over $100 from each source this period) $ 6,000.00
   c. TOTAL CONTRIBUTIONS (other than loans and interest)(add 13.a. and 13.b.) $ 6,000.00

14. LOANS RECEIVED THIS REPORTING PERIOD $ ____________

15. INTEREST RECEIVED THIS REPORTING PERIOD $ ____________

16. TOTAL RECEIPTS (add 13.c., 14., and 15.) (must be shown in item 10.b.) $ 6,000.00

DISBURSEMENTS
17. EXPENDITURES (other than loan payments)
   a. Unitemized Expenditures ($100 or less each payee this period) (must be listed by category - e.g., printing, postage, gasoline)
      Food & Beverage $ 25.00
      Gas $ 246.17
      Parking $ 28.00
      Lodging $ 132.38
      Auto Expense $ 65.54
      Total of Expenditures ($100 or less each payee) $ 497.09
   b. Itemized Expenditures (Over $100 each payee this period) $ 12,029.47
   c. TOTAL EXPENDITURES (other than loan repayments)(add 17.a. and 17.b.) $ 12,526.56

18. LOAN REPAYMENTS MADE THIS PERIOD $ ____________

19. TOTAL DISBURSEMENTS (add 17.c. and 18.) (must be shown in item 10.c.) $ 12,526.56

20. IN-KIND CONTRIBUTIONS
   a. Unitemized in-kind contributions ($100 or less from each source this period) $ ____________
   b. Itemized in-kind contributions (over $100 from each source this period) $ 201,457.05
   c. TOTAL IN-KIND CONTRIBUTIONS RECEIVED THIS PERIOD (add 20.a. and 20.b.) $ 201,457.05

21. LOANS
   LOANS OUTSTANDING (must be shown in item 10.e.) $ ____________

22. OBLIGATIONS
   a. Unitemized Obligations Outstanding ($100 or less each) $ ____________
   b. Itemized Obligations Outstanding (Over $100 each) $ ____________
   c. TOTAL OBLIGATIONS OUTSTANDING (add 22.a. and 22.b.) (must be shown in item 10.f.) $ ____________
<table>
<thead>
<tr>
<th>Last Name, First Name/MI</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
<th>Date of Contribution</th>
<th>Amount of Contribution for General Election</th>
<th>Aggregate this Election</th>
<th>Employer</th>
<th>Occupation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Scarlett, Joseph</td>
<td>3 Strawberry Hill</td>
<td>Nashville</td>
<td>TN</td>
<td>37215</td>
<td>08/23/14</td>
<td>5,000.00</td>
<td>5,000.00</td>
<td>None</td>
<td>Retired</td>
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<tr>
<td>VoteKelsey.com</td>
<td>1661 Aaron Brenner Dr., Ste 300</td>
<td>Memphis</td>
<td>TN</td>
<td>38120</td>
<td>09/15/14</td>
<td>1,000.00</td>
<td>1,000.00</td>
<td>None</td>
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TOTAL ITEMIZED CONTRIBUTIONS

$6,000.00
ITEMIZED STATEMENT OF IN-KIND CONTRIBUTIONS - SMC

YES ON 3

REPORT COVERING THE PERIOD
FROM: 07/29/14 TO: 09/30/14

TOTAL ITEMIZED CONTRIBUTIONS FROM PRECEDING PAGE (enter $0 if first i $0.00

Table:

<table>
<thead>
<tr>
<th>Name/Address</th>
<th>Date of In-Kind Contribution</th>
<th>Description</th>
<th>In-Kind Contribution Received for General Election</th>
<th>Aggregate this Election</th>
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<tr>
<td>Pelopidas, LLC</td>
<td>09/17/14</td>
<td>Entertainment</td>
<td>192,711.08</td>
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<tr>
<td>1034 S. Brentwood Blvd. Ste 1700</td>
<td>09/17/14</td>
<td>Signs</td>
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<td>St. Louis MO 63117</td>
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<td>Printing</td>
<td>129.37</td>
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<td></td>
<td>09/17/14</td>
<td>Robo Calls</td>
<td>5,656.35</td>
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<tr>
<td></td>
<td>09/17/14</td>
<td>Advertising</td>
<td>1,540.00</td>
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TOTAL ITEMIZED IN-KIND CONTRIBUTIONS $ 201,457.05
ITEMIZED STATEMENT OF CAMPAIGN EXPENSES - SMC

YES ON 3

REPORT COVERING THE PERIOD
FROM: 07/29/14 TO: 09/30/14

TOTAL ITEMIZED EXPENSES FROM PRECEDING PAGE (enter $0 if first itemized page) $0.00

<table>
<thead>
<tr>
<th>Last Name, First Name/MI</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
<th>Purpose of Expenditure</th>
<th>Amount of Expenditure</th>
<th>Date of Expenditure</th>
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<tbody>
<tr>
<td>Aloft Nashville West End</td>
<td>1719 West End Ave</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>Lodging</td>
<td>220.32</td>
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<td>Conquest Communications Group</td>
<td>2812 Emerywood Pky Ste 103</td>
<td>Richmond</td>
<td>VA</td>
<td>23294</td>
<td>Polling</td>
<td>7,275.00</td>
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<tr>
<td>Exxon</td>
<td>1401 Charlotte Ave</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>Gas</td>
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<tr>
<td>Exxon</td>
<td>1401 Charlotte Ave</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>Gas</td>
<td>48.27</td>
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<tr>
<td>Exxon</td>
<td>1401 Charlotte Ave</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>Gas</td>
<td>50.91</td>
<td>09/10/14</td>
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<tr>
<td>Hilton Garden Inn</td>
<td>1715 Broadway</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>Lodging</td>
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<td>Marr, Kendall</td>
<td>1317 Concord Mill Lane</td>
<td>Nashville</td>
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<td>37211</td>
<td>Campaign Manager</td>
<td>2,500.00</td>
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<td>TN</td>
<td>37211</td>
<td>Mileage</td>
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<td>Marr, Kendall</td>
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<td>TN</td>
<td>37211</td>
<td>Mileage</td>
<td>218.00</td>
<td>09/12/14</td>
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<td>Marr, Kendall</td>
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<td>Nashville</td>
<td>TN</td>
<td>37211</td>
<td>Mileage</td>
<td>319.95</td>
<td>09/22/14</td>
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<tr>
<td>Newsom, Katherine</td>
<td>2122 Cranbrook Drive</td>
<td>Germantown</td>
<td>TN</td>
<td>38138</td>
<td>Campaign Manager</td>
<td>322.58</td>
<td>07/30/14</td>
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<tr>
<td>Paypal</td>
<td>2211 North First St</td>
<td>San Jose</td>
<td>CA</td>
<td>95131</td>
<td>Service Fees</td>
<td>144.63</td>
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TOTAL ITEMIZED CAMPAIGN EXPENDITURES $12,029.47

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