**CAMPAIGN FINANCIAL DISCLOSURE STATEMENT**

For Single-Measure Committees (SMC)  

<table>
<thead>
<tr>
<th>1. DATE OF REPORT</th>
<th>2. NAME OF COMMITTEE</th>
</tr>
</thead>
<tbody>
<tr>
<td>01/24/2015</td>
<td>YES ON 3</td>
</tr>
</tbody>
</table>

2. SHORT NAME OF COMMITTEE (IF APPLICABLE)

3. ADDRESS AND PHONE  
Street or Rural Route: 1661 Aaron Brenner Dr., #300  
City: Memphis  
State: TN  
Zip Code: 38120  
Phone: 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 QUARTER  
   □ SECOND QUARTER  
   □ THIRD QUARTER  
   □ FOURTH QUARTER  
   □ PRE-PRIMARY  
   □ PRE-GENERAL  
   □ MID-YEAR  
   □ YEAR-END  
   □ SUPPLEMENTAL

7.A. BEGINNING DATE OF REPORTING PERIOD  
10/01/2014

7.B. ENDING DATE OF REPORTING PERIOD  
10/25/2014

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.

   [Signature of political treasurer]

   1/24/15

9. WITNESS SIGNATURE

   [Signature of witness]

   1/24/15

10. SUMMARY

   a. BALANCE ON HAND LAST REPORT ........................................... $ 234.73
   b. TOTAL RECEIPTS THIS PERIOD ............................................. $ 24,800.00
   c. TOTAL DISBURSEMENTS THIS PERIOD ..................................... $ 9,119.18
   d. BALANCE ON HAND (10.a. plus 10.b. minus 10.c.) .................. $ 15,915.55
   e. TOTAL LOANS OUTSTANDING ............................................... $  
   f. TOTAL OBLIGATIONS OUTSTANDING ...................................... $  

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SS-1140 (Rev. 2/05)  
RDA 1159  
Page 1 of 4
RECEIPTS
13. CONTRIBUTIONS (other than loans and interest)
   a. Unitemized Contributions ($100 or less from each source this period) .................. $ 300.00
   b. Itemized Contributions (over $100 from each source this period) .................. $ 24,500.00
   c. TOTAL CONTRIBUTIONS (other than loans and interest)(add 13.a. and 13.b.) .................. $ 24,800.00

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) Advertising $81.79
      Food & Beverage ........................................ $ 94.30
      Gas ...................................................... $ 474.55
      Travel ..................................................... $ 52.31
      Postage .................................................. $ 27.44
      Printing .................................................. $ 10.78
      Parking .................................................. $ 3.00
      Supplies .................................................. $ 40.73
   b. Itemized Expenditures (Over $100 each payee this period) .................. $ 8,334.28
   c. TOTAL EXPENDITURES (other than loan repayments)(add 17.a. and 17.b.) .................. $ 9,119.18

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) .....
   c. TOTAL IN-KIND CONTRIBUTIONS RECEIVED THIS PERIOD (add 20.a. and 20.b.) .....

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.) .. $
ITEMIZED STATEMENT OF CONTRIBUTIONS - SMC

YES ON 3

TOTAL ITEMIZED CONTRIBUTIONS 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>Date of Contribution</th>
<th>Amount of Contribution for General Election</th>
<th>Aggregate Election</th>
<th>Employer</th>
<th>Occupation</th>
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</thead>
<tbody>
<tr>
<td>Barfield II, H. Lee</td>
<td>1026 Chancery Ln</td>
<td>Nashville</td>
<td>TN</td>
<td>37215</td>
<td>10/21/14</td>
<td>3,000.00</td>
<td>3,000.00</td>
<td>Bass, Berry &amp; Sims, PLC</td>
<td>Attorney</td>
</tr>
<tr>
<td>Beacon Center of Tennessee</td>
<td>P.O. Box 198646</td>
<td>Nashville</td>
<td>TN</td>
<td>37219</td>
<td>10/20/14</td>
<td>5,000.00</td>
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<td>Bumstead, Frank M.</td>
<td>PO Box 340020</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>10/15/14</td>
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<td>500.00</td>
<td>FBBM</td>
<td>Financial Advisor</td>
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<td>Hanner, Jack</td>
<td>1185 Waterstone Blvd</td>
<td>Franklin</td>
<td>TN</td>
<td>37069</td>
<td>10/15/14</td>
<td>500.00</td>
<td>500.00</td>
<td>Action Financial Corp</td>
<td>President</td>
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<tr>
<td>Hatcher, Murray</td>
<td>205 Powell Pl</td>
<td>Brentwood</td>
<td>TN</td>
<td>37027</td>
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<td>500.00</td>
<td>500.00</td>
<td>American Seniors Foundation</td>
<td>President</td>
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<tr>
<td>Simmonds, John</td>
<td>136 Bromley Park Ln</td>
<td>Franklin</td>
<td>TN</td>
<td>37069</td>
<td>10/15/14</td>
<td>2,500.00</td>
<td>2,500.00</td>
<td>None</td>
<td>Retired</td>
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<td>VoteKelsey.com</td>
<td>1661 Aaron Brenner Dr., Ste 300</td>
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<td>38120</td>
<td>10/01/14</td>
<td>3,000.00</td>
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<td>8,000.00</td>
<td>14,000.00</td>
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<td>Williams III, Ernest</td>
<td>5331 N Stanford Dr</td>
<td>Nashville</td>
<td>TN</td>
<td>37215</td>
<td>10/15/14</td>
<td>500.00</td>
<td>500.00</td>
<td>Self Employed</td>
<td>Attorney</td>
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TOTAL ITEMIZED CONTRIBUTIONS $24,500.00
ITEMIZED STATEMENT OF CAMPAIGN EXPENSES - SMC

YES ON 3

REPORT COVERING THE PERIOD
FROM: 10/01/2014
TO: 10/25/2014

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>Clear Channel</td>
<td>7400 San Pedro Ave</td>
<td>San Antonio</td>
<td>TX</td>
<td>78216</td>
<td>Advertising</td>
<td>1,960.00</td>
<td>10/21/14</td>
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<tr>
<td>Cumulus Broadcasting LLC</td>
<td>10 Music Circle East</td>
<td>Nashville</td>
<td>TN</td>
<td>37203</td>
<td>Advertising</td>
<td>2,400.00</td>
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<td>Direct Fx Solutions</td>
<td>601 North 3rd Street</td>
<td>Memphis</td>
<td>TN</td>
<td>38107</td>
<td>Printing</td>
<td>393.30</td>
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<td>Forever Communications</td>
<td>826 Pearl Street</td>
<td>Bowling Green</td>
<td>KY</td>
<td>42101</td>
<td>Advertising</td>
<td>360.00</td>
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<td>Marr, Kendall</td>
<td>1317 Concord Mill Lane</td>
<td>Nashville</td>
<td>TN</td>
<td>37211</td>
<td>Campaign Manager</td>
<td>2,500.00</td>
<td>10/02/14</td>
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<td>Parnell, Jack</td>
<td>2899 Cordie Lee Ln</td>
<td>Germantown</td>
<td>TN</td>
<td>38138</td>
<td>Advertising</td>
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<tr>
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<td>2407 Brick Church Pike</td>
<td>Nashville</td>
<td>TN</td>
<td>37207</td>
<td>Lodging</td>
<td>38.66</td>
<td>10/11/14</td>
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<tr>
<td>Red Roof Inn Nashville - Music City</td>
<td>2407 Brick Church Pike</td>
<td>Nashville</td>
<td>TN</td>
<td>37207</td>
<td>Lodging</td>
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<td>TN</td>
<td>37207</td>
<td>Lodging</td>
<td>38.72</td>
<td>10/17/14</td>
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TOTAL ITEMIZED CAMPAIGN EXPENDITURES $8,334.28