

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation
SCARLETT FAMILY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
4117 HILLSBORO PIKE

Room/suite
103255

City or town, state or province, country, and ZIP or foreign postal code
NASHVILLE, TN 37215-2728

A Employer identification number
20-1980932

B Telephone number
(615) 377-4600

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 59,092,520. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		959,544.	959,544.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,157,720.			
b Gross sales price for all assets on line 6a		31,822,179.			
7 Capital gain net income (from Part IV, line 2)			28,157,720.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		110,467.	110,467.		STATEMENT 2
12 Total. Add lines 1 through 11		29,227,731.	29,227,731.		
13 Compensation of officers, directors, trustees, etc.		111,338.	0.		111,338.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		30,310.	0.		30,310.
c Other professional fees		255,335.	234,664.		20,671.
17 Interest					
18 Taxes		184,769.	28,610.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		10,664.	0.		10,664.
22 Printing and publications		2,237.	0.		2,237.
23 Other expenses		46,319.	519.		44,879.
24 Total operating and administrative expenses. Add lines 13 through 23		640,972.	263,793.		220,099.
25 Contributions, gifts, grants paid		1,196,032.			1,196,032.
26 Total expenses and disbursements. Add lines 24 and 25		1,837,004.	263,793.		1,416,131.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		27,390,727.			
b Net investment income (if negative, enter -0-)			28,963,938.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	626,737.	119,410.	119,410.	
	2 Savings and temporary cash investments	513,781.	3,024,508.	3,024,508.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	30,081,356.	33,936,269.	37,302,225.	
	c Investments - corporate bonds STMT 9	293,879.	298,753.	315,016.	
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 10		11,938,718.	13,998,261.	18,331,054.	
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 11)		1,228.	307.	307.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		43,455,699.	51,377,508.	59,092,520.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	43,455,699.	51,377,508.		
	30 Total net assets or fund balances	43,455,699.	51,377,508.		
31 Total liabilities and net assets/fund balances	43,455,699.	51,377,508.			

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	43,455,699.
2 Enter amount from Part I, line 27a	2	27,390,727.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	70,846,426.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	19,468,918.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,377,508.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 31,822,179.		3,664,459.	28,157,720.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			28,157,720.

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	28,157,720.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,805,155.	36,991,040.	.048800
2011	1,255,288.	24,255,329.	.051753
2010	1,137,174.	24,483,021.	.046447
2009	940,514.	24,068,011.	.039077
2008	1,233,474.	22,661,694.	.054430

2 Total of line 1, column (d)	2	.240507
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	.048101
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	57,830,815.
5 Multiply line 4 by line 3	5	2,781,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	289,639.
7 Add lines 5 and 6	7	3,071,359.
8 Enter qualifying distributions from Part XII, line 4	8	1,416,131.

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	579,279.
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	579,279.
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	579,279.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	162,145.	
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	162,145.	
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	417,134.	
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 2014 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

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? Website address ► WWW.SCARLETTFOUNDATION.ORG	13	X	
14	The books are in care of ► LBMC Telephone no. ► 615-377-4600 Located at ► P.O. BOX 1869, BRENTWOOD, TN ZIP+4 ► 37024-1869			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		111,338.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	57,206,683.
b	Average of monthly cash balances	1b	1,504,804.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	58,711,487.
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	58,711,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	880,672.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,830,815.
6	Minimum investment return. Enter 5% of line 5	6	2,891,541.

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	2,891,541.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	579,279.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	579,279.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,312,262.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,312,262.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,312,262.

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	1,416,131.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,416,131.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,416,131.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,312,262.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,056,394.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,416,131.				
a Applied to 2012, but not more than line 2a			1,056,394.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				359,737.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,952,525.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMARTHALURU, VENKATA 403 PARISH PL FRANKLIN, TN 37067	NONE	INDIVIDUAL	TUITION	15,000.
AUERNHEIMER, JACOB 1040 BEECH GROVE RD. BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	7,500.
BACA, TIERA 134 CHESAPEAKE HARBOR BLVD. HENDERSONVILLE, TN 37075	NONE	INDIVIDUAL	TUITION	4,584.
BARNETT, ANDREW 365 PARAGON MILLS RD APT B3 NASHVILLE, TN 37211	NONE	INDIVIDUAL	TUITION	2,462.
BERNY, BLAKE 4484 GOSEY HILL ROAD FRANKLIN, TN 37064	NONE	INDIVIDUAL	TUITION	4,300.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,196,032.
b Approved for future payment				
OASIS CENTER 1704 CHARLOTTE AVE, SUITE 200 NASHVILLE, TN 37203	NONE	501(C)(3)	SUPPORT FOR NASHVILLE COLLEGE CONNECTION FOR LOW-INCOME STUDENTS	300,000.
TENNESSEE CHARTER SCHOOL CENTER 209 10TH AVENUE SOUTH #416 NASHVILLE, TN 37203	NONE	501(C)(3)	SUPPORT FOR NASHVILLE COLLEGE CONNECTION FOR LOW-INCOME STUDENTS	200,000.
UNITED WAY OF MIDDLE TN 250 VENTURE CIRCLE NASHVILLE, TN 37228	NONE	501(C)(3)	PURCHASE NEW SOFTWARE FOR READ TO SUCCEED LITERACY PROGRAM	425,350.
Total SEE CONTINUATION SHEET(S) ▶ 3b				3,796,045.

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	ACL ALTERNATIVE FUND	P	VARIOUS	VARIOUS
b	ACL ALTERNATIVE FUND	P	VARIOUS	VARIOUS
c	MS CAPITAL PARTNERS V CAYMAN	P	VARIOUS	VARIOUS
d	MS CAPITAL PARTNERS V CAYMAN	P	VARIOUS	VARIOUS
e	MS CASH IN LIEU	P	VARIOUS	VARIOUS
f	MS 10605 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
g	MS 10689 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
h	MS 10981 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
i	MS 11306 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
j	MS 11323 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
k	MS 11391 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
l	MS 11392 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
m	MS 11393 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
n	MS 11394 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
o	MS 11395 - SEE ATTACHMENT	P	VARIOUS	VARIOUS

(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	19,237.		19,237.
b		5,394.	-5,394.
c	130,837.		130,837.
d		313.	-313.
e	133.		133.
f	278,380.	134,267.	144,113.
g	599,425.	549,847.	49,578.
h	999,555.	911,649.	87,906.
i	103,175.	92,923.	10,252.
j	120,432.	120,431.	1.
k	264,428.	246,329.	18,099.
l	185,048.	158,128.	26,920.
m	332,272.	251,014.	81,258.
n	49,143.	54,988.	-5,845.
o	143,349.	128,062.	15,287.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,237.
b			-5,394.
c			130,837.
d			-313.
e			133.
f			144,113.
g			49,578.
h			87,906.
i			10,252.
j			1.
k			18,099.
l			26,920.
m			81,258.
n			-5,845.
o			15,287.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

SCARLETT FAMILY FOUNDATION

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	MS 11798 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
b	MS 88004 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
c	MS 88404 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 433,409.		423,745.	9,664.
b 27,288,500.		924.	27,287,576.
c 828,177.		586,445.	241,732.
d 46,679.			46,679.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,664.
b			27,287,576.
c			241,732.
d			46,679.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	28,157,720.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BLACKBURN, ALEXANDER 301 DEMONBREUN ST # 1716 NASHVILLE, TN 37201	NONE	INDIVIDUAL	TUITION	7,500.
BYBEE, ASHLEY 2650 NORTH GRUNDY QUARLES HIGHWAY GAINESBORO, TN 38562	NONE	INDIVIDUAL	TUITION	5,596.
CAMPBELL, VICTORIA 18 SHEPARD DRIVE FLINTVILLE, TN 37335	NONE	INDIVIDUAL	TUITION	2,192.
CARDEN, REBECCA 1050 AENON CIRCLE SPRING HILL, TN 37174	NONE	INDIVIDUAL	TUITION	15,000.
CHOO, CHRISTINE 4037 SANDY BRANCH DRIVE BUFORD, GA 30519	NONE	INDIVIDUAL	TUITION	15,000.
CROSE, KARLEE 2876 PADDLE WHEEL DRIVE NASHVILLE, TN 37214	NONE	INDIVIDUAL	TUITION	7,500.
DANIEL, MARK 7800 RIVER FORK DR NASHVILLE, TN 37221	NONE	INDIVIDUAL	TUITION	7,500.
DE LUCA, DALTON 7407 NOLENSVILLE RD NOLENSVILLE, TN 37135	NONE	INDIVIDUAL	TUITION	7,500.
DONALDSON, CLARISSA 1905 ROSEWOOD VALLEY DR. BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	7,500.
DUNIVAN, PHILIP 3016 CHEESE RD PETERSBURG, TN 37144	NONE	INDIVIDUAL	TUITION	6,718.
Total from continuation sheets				1,162,186.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ENGLAND, MADISON 839 BATTERY LANE NASHVILLE, TN 37220	NONE	INDIVIDUAL	TUITION	15,000.
FISHER, LILLIAN 292 TAMPA DR NASHVILLE, TN 37211	NONE	INDIVIDUAL	TUITION	7,500.
FREEMAN, ZACHARY 5741 BENDING CHESTNUT ROAD FRANKLIN, TN 37064	NONE	INDIVIDUAL	TUITION	4,156.
GILBERT, BROC 9775 SPLITLOG RD. BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	7,382.
GILES, ANDREW 2205 UNDERPASS ROAD LEWISBURG, TN 37091	NONE	INDIVIDUAL	TUITION	2,250.
GILES, LAURA 2205 UNDERPASS RD. LEWISBURG, TN 37091	NONE	INDIVIDUAL	TUITION	7,500.
GODEL, GRANT 863 THATCHER WAY FRANKLIN, TN 37064	NONE	INDIVIDUAL	TUITION	4,740.
GREEN, ETHAN 5464 BRICK CHURCH PIKE GOODLETTSVILLE, TN 37072	NONE	INDIVIDUAL	TUITION	15,000.
GREEN, JORDAN 2422 CABIN HILL ROAD NASHVILLE, TN 37214	NONE	INDIVIDUAL	TUITION	2,818.
HALES, LESLIE 5012 GLENROSE DRIVE COLUMBIA, TN 38401	NONE	INDIVIDUAL	TUITION	8,365.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HART, CONNOR 9608 MITCHELL PLACE BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	7,500.
JACKSON, TEANDREA 345 DELLWAY VILLA ROAD APT F196 NASHVILLE, TN 37207	NONE	INDIVIDUAL	TUITION	8,000.
LIU, HUAJUN 3268 BURR ROAD SPRINGFIELD, TN 37172	NONE	INDIVIDUAL	TUITION	10,000.
LLORENS, LAMORA 7026 CLEARVIEW CIRCLE BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	6,296.
MARTIN, WILLIAM 127 APRIL CIRCLE PORTLAND, TN 37148	NONE	INDIVIDUAL	TUITION	5,950.
MCLAIN, TUCKER 143 FOREST RETREAT RD HENDERSONVILLE, TN 37075	NONE	INDIVIDUAL	TUITION	7,292.
MENDOZA, BRYAN 7040 FORREST LN MURFREESBORO, TN 37129	NONE	INDIVIDUAL	TUITION	6,392.
MILLER, JASHABREL 300 BERKLEY HILLS DR. APT. R7 MADISON, TN 37115	NONE	INDIVIDUAL	TUITION	15,000.
MOTE, ANNA 272 REVILO RD. LEOMA, TN 38468	NONE	INDIVIDUAL	TUITION	3,726.
NEWBERG, MCCOY 1307 CAROLINE CIRCLE FRANKLIN, TN 37064	NONE	INDIVIDUAL	TUITION	7,488.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORMAN, MASON 104 NORTH MULBERRY STREET CORNERSVILLE, TN 37047	NONE	INDIVIDUAL	TUITION	6,668.
PHAM, DANA 402 ANNEX AVE NASHVILLE, TN 37209	NONE	INDIVIDUAL	TUITION	15,000.
REYNOLDS, KAYLA 1824 ALYSHEBA RUN MURFREESBORO, TN 37128	NONE	INDIVIDUAL	TUITION	2,830.
RICHES, JOSHUA 4660 MIRANDY ROAD COOKEVILLE, TN 38506	NONE	INDIVIDUAL	TUITION	3,670.
ROMO, ALEJANDRO 9 UPHAM ROAD APT.3 MEDFIELD, MA 02052	NONE	INDIVIDUAL	TUITION	15,000.
RYAN, NEIL 700 ROANTREE DRIVE BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	15,000.
SCARLETT, CASEY 391 WILD PLUM DRIVE CROSSVILLE, TN 38555	NONE	INDIVIDUAL	TUITION	2,829.
SCHNEIDER, WESLEY 1708 CHAMPIONSHIP BLVD FRANKLIN, TN 37064	NONE	INDIVIDUAL	TUITION	7,500.
SHIELDS, ROLAND 2856 FAITH LANE SPRING HILL, TN 37174	NONE	INDIVIDUAL	TUITION	7,500.
STARTUP, MATTHEW 2515 LINCOYA COURT NASHVILLE, TN 37214	NONE	INDIVIDUAL	TUITION	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
STATUM, ALEXIS 326 EMILY LANE BELL BUCKLE, TN 37020	NONE	INDIVIDUAL	TUITION	5,918.
SUITER, DANIEL 2497 ANTIOCH CHURCH ROAD CLARKSVILLE, TN 37040	NONE	INDIVIDUAL	TUITION	6,918.
SUTARIA, SHAVANGI 404 KIRK STREET LAWRENCEBURG, TN 38464	NONE	INDIVIDUAL	TUITION	6,278.
THOMPSON, SHANNON 9024 BRENT MEADE BLVD. BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	7,500.
VAUGHAN, JERRY 3416 VALLEY BROOK ROAD NASHVILLE, TN 37215	NONE	INDIVIDUAL	TUITION	7,500.
WHITE, DANIEL 102 DRY CREEK POINTE COURT GOODLETTSVILLE, TN 37072	NONE	INDIVIDUAL	TUITION	15,000.
WILLIAMS, MUSTAPHA 1382 RURAL HILL RD #139 ANTIOCH, TN 37013	NONE	INDIVIDUAL	TUITION	7,500.
WOLAVER, MARY 2160 NORTH THOMPSON LANE A4 MURFREESBORO, TN 37129	NONE	INDIVIDUAL	TUITION	5,803.
ZHANG, JUN 1641 HIGHLAND AVE KNOXVILLE, TN 37916	NONE	INDIVIDUAL	TUITION	5,700.
ROSCOE, JOHNNY 732 MOORES CT BRENTWOOD, TN 37027	NONE	INDIVIDUAL	TUITION	1,400.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STRICKLAND, BRITTANI 3579 SAN CARLOS RD WINSTON SALEM, NC 27105	NONE	INDIVIDUAL	TUITION	7,500.
WALKER, LEWIS 2006 CHEROKEE BLUFF DR KNOXVILLE, TN 37920	NONE	INDIVIDUAL	TUITION	3,298.
LESS: UNUSED GRANTS CARRIED OVER FROM PRIOR YEAR 4117 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	INDIVIDUAL	TUITION	-21,703.
NASHVILLE PUBLIC EDUCATION FOUNDATION 2400 FAIRFAX AVENUE NASHVILLE, TN 37212	NONE	501(C)(3)	SUPPORT FOR NASHVILLE COLLEGE CONNECTION FOR LOW-INCOME STUDENTS	10,000.
COMMUNITY FOUNDATION OF MIDDLE TN 3833 CLEGHORN AVE. NASHVILLE, TN 37215	NONE	501(C)(3)	SUPPORT PROGRAMS	20,000.
OASIS CENTER 1704 CHARLOTTE AVE, SUITE 200 NASHVILLE, TN 37203	NONE	501(C)(3)	SUPPORT FOR NASHVILLE COLLEGE CONNECTION FOR LOW-INCOME STUDENTS	183,334.
STEM PREPARATORY ACADEMY 1162 FOSTER AVENUE NASHVILLE, TN 37211	NONE	501(C)(3)	SUPPORT PROGRAMS	115,600.
TENNESSEE CHARTER SCHOOL CENTER 209 10TH AVENUE SOUTH #416 NASHVILLE, TN 37203	NONE	501(C)(3)	SUPPORT FOR NASHVILLE COLLEGE CONNECTION FOR LOW-INCOME STUDENTS	100,000.
NASHVILLE STATE COMMUNITY COLLEGE 120 WHITE BRIDGE ROAD NASHVILLE, TN 37209	NONE	501(C)(3)	SUPPORT FOR NASHVILLE COLLEGE CONNECTION FOR LOW-INCOME STUDENTS	50,000.
NASHVILLE INT'L CENTER FOR EMPOWERMENT 417 WELSHWOOD DRIVE, SUITE 100 NASHVILLE, TN 37211	NONE	501(C)(3)	SUPPORT PROGRAMS	46,542.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
EDUCATION PIONEERS (TN) 1625 CLAY ST. OAKLAND, CA 94612	NONE	501(C)(3)	SUPPORT PROGRAMS	30,000.
BIG BROTHERS BIG SISTERS OF MIDDLE TN 1704 CHARLOTTE AVENUE SUITE 130 NASHVILLE, TN 37203	NONE	501(C)(3)	SUPPORT PROGRAMS	30,000.
MONROE HARDING INC. 1120 GLENDALE LANE NASHVILLE, TN 37204	NONE	501(C)(3)	SUPPORT PROGRAMS	20,000.
BUSINESS EDUCATION PARTNERSHIP FOUNDATION PO BOX 864 MURFREESBORO, TN 37133	NONE	501(C)(3)	SUPPORT PROGRAMS	4,240.
UNITED WAY OF MIDDLE TN 250 VENTURE CIRCLE NASHVILLE, TN 37228	NONE	501(C)(3)	PURCHASE NEW SOFTWARE FOR READ TO SUCCEED LITERACY PROGRAM	33,000.
CONEXION AMERICAS 800 18TH AVE, SOUTH, SUITE A NASHVILLE, TN 37203	NONE	501(C)(3)	SUPPORT OF PARENTS AS PARTNERS PROGRAM IN METRO NASHVILLE PUBLIC SCHOOLS.	100,000.
YOUTH ENCOURAGEMENT SERVICES 521 MCIVER STREET NASHVILLE, TN 37211	NONE	501(C)(3)	PART-TIME READING SPECIALIST	10,000.
YOUTH LIFE FOUNDATION OF TN 417 WELSHWOOD DRIVE, SUITE 310 NASHVILLE, TN 37211	NONE	501(C)(3)	STAFF AND TECHNOLOGY	33,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
BOOK'EM 421 GREAT CIRCLE RD, SUITE 100A NASHVILLE, TN 37228	NONE	501(C)(3)	PURCHASE NEW BOOKS FOR READING IS FUNDAMENTAL PROGRAM AS WELL AS PARTIAL SUPPORT FOR OPERATING COSTS.	30,000.
BACKFIELD IN MOTION 920 WOODLAND STREET NASHVILLE, TN 37206	NONE	501(C)(3)	SUPPORT FOR EDUCATIONAL SUPPLIES FOR TUTORING PROGRAM FOR BOYS AGES 10-18.	35,000.
FRANKLIN ROAD ACADEMY 4700 FRANKLIN ROAD NASHVILLE, TN 37220	NONE	501(C)(3)	FULL SCHOLARSHIPS	60,000.
GIRL SCOUTS OF MIDDLE TN 4522 GRANNY WHITE PIKE NASHVILLE, TN 37204	NONE	501(C)(3)	SUPPORT OF COLLEGE ACCESS AND COLLEGE TOUR PROGRAM.	15,000.
HOMEWORK HOTLINE 4805 PARK AVE. NASHVILLE, TN 37209	NONE	501(C)(3)	SUPPORT COST OF MIDDLE SCHOOL TUTORING.	29,250.
JUNIOR ACHIEVEMENT OF MIDDLE TENNESSEE 120 POWELL PLACE NASHVILLE, TN 37204	NONE	501(C)(3)	COST TO PILOT NEW PROGRAM: COMPANY PROGRAM	45,000.
KIPP ACADEMY NASHVILLE 123 DOUGLAS AVE. NASHVILLE, TN 37207	NONE	501(C)(3)	SUPPORT FOR DEVELOPMENT DEPARTMENT	987,445.
LEAD ACADEMY 1704 HEIMAN ST. NASHVILLE, TN 37208	NONE	501(C)(3)	SUPPORT OF LEAD RESIDENT FELLOWS PROGRAM	130,000.
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK NASHVILLE, TN 37204	NONE	501(C)(3)	SUPPORT PROGRAMS	493,780.
LEARNING MATTERS, INC. 3511 BELMONT BLVD NASHVILLE, TN 37215	NONE	501(C)(3)	TUTORING SUPPORT	5,720.
Total from continuation sheets				2,870,695.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
MARTHA O'BRYAN CENTER 711 SOUTH 7TH STREET NASHVILLE, TN 37206	NONE	501(C)(3)	THRIVE - TOP FLOOR ZONE	30,000.
NASHVILLE ADULT LITERACY COUNCIL 4805 PARK AVE. NASHVILLE, TN 37209	NONE	501(C)(3)	SUPPORT DROP-IN LEARNING CENTER (ANTIOCH) TO HELP ADULTS LEARN TO READ	50,000.
NEW HOPE ACADEMY 1820 DOWNS BLVD. FRANKLIN, TN 37064	NONE	501(C)(3)	FULL SCHOLARSHIPS	9,900.
PENCIL FOUNDATION 421 GREAT CIRCLE ROAD NASHVILLE, TN 37207	NONE	501(C)(3)	EXPANSION OF THE READING PARTNERS PROGRAM	6,000.
PRESTON TAYLOR MINISTRIES 4014 INDIANA AVE. NASHVILLE, TN 37209	NONE	501(C)(3)	SUPPORT AFTERSCHOOL PROGRAM SATELLITE LOCATION	10,000.
REPUBLIC SCHOOLS 41 PEABODY STREET NASHVILLE, TN 37210	NONE	501(C)(3)	SUPPORT PROGRAMS	493,600.
SCHOOL OF SCIENCE & MATH 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE	501(C)(3)	SUPPORT PROGRAMS	100,000.
TEACH FOR AMERICA ONE VANTAGE WAY, SUITE 140 NASHVILLE, TN 37228	NONE	501(C)(3)	TRAINING FOR NEW MNPS TFA CORP MEMBERS	250,000.
UNITED WAY OF WILLIAMSON COUNTY 209 GOTHIC COURT SUITE 107 FRANKLIN, TN 37067	NONE	501(C)(3)	RAISE YOUR HANDS WILLIAMSON COUNTY	90,000.
Total from continuation sheets				

Tax Asset Detail 7/01/13 - 6/30/14

FYE: 6/30/2014

Asset	id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
1		Website Design	7/01/08	2,854.16	0.00	0.00	2,854.16	0.00	2,854.16	0.00	S/L	3.0
2		Website Design	11/25/08	2,620.63	0.00	0.00	2,620.63	0.00	2,620.63	0.00	S/L	3.0
3		Website Modifications	8/18/09	207.58	0.00	0.00	207.58	0.00	207.58	0.00	S/L	3.0
4		Website Design	11/01/11	2,764.03	0.00	0.00	1,535.57	921.34	2,456.91	307.12	S/L	3.0
Grand Total				8,446.40	0.00c	0.00	7,217.94	921.34	8,139.28	307.12		

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Morgan Stanley

Private Wealth Management

Supplemental Report

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Realized Gains & Losses
 863010605 : SCARLETT FAMILY FOUNDATION **SCHAFFER CULLEN**
 07/01/2013 to 06/30/2014
 Trade Date Reporting

Valuation Currency: USD
 Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
117 000	KRAFT FDS GRP	07/28/2008	02/03/2014	3,775 33	6,045 88		2,270 55
250 000	KRAFT FDS GRP	07/01/2008	02/03/2014	7,436 62	12,918 55		5,481 93
399 000	KRAFT FDS GRP	06/03/2008	02/03/2014	13,602 79	20,618 01		7,015 22
	VERIZON COMMUNICATIONS	02/21/2014	02/21/2014		17 07	17 07	
	VODAFONE GROUP PLC	06/21/2013	02/21/2014		26 56	26 56	
715 000	VERIZON COMMUNICATIONS	02/21/2014	02/26/2014		32,987 73	32,987 73	
435 000	BOEING CO	05/12/2009	03/04/2014	18,899 14	56,694 08		37,794 94
295 000	RAYTHEON COMPANY	04/16/2012	03/24/2014	15,585 70	28,393 95		12,808 25
710 000	ASTRAZENECA PLC SPONS ADR	07/08/2008	05/21/2014	33,363 61	52,495 24		19,131 63
965 000	DOMINION RES INC	07/27/2010	06/20/2014	41,604 43	68,182 98		26,578 55
	TOTAL PORTFOLIO			134,267.62	278,380.05	33,031.36	111,081.07

Supplemental Report

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Realized Gains & Losses

863010689 : SCARLETT FAMILY FOUNDATION *NWQ INTERNATIONAL*

07/01/2013 to 06/30/2014

Trade Date Reporting

Valuation Currency: USD
Sort Order: (Closing Date)

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
102 000	CAMECO CORP CAD	08/08/2011	07/16/2013	2,305 39	2,148 11		(157 28)
72 000	CAMECO CORP CAD	06/02/2011	07/16/2013	2,038 87	1,516 32		(522 55)
522 000	CAMECO CORP CAD	03/16/2011	07/16/2013	16,971 21	10,993 28		(5,977 93)
136 000	CAMECO CORP CAD	05/24/2010	07/16/2013	3,269 07	2,864 15		(404 92)
86 000	NINTENDO LTD UNSPONSORED ADR	08/01/2011	07/19/2013	1,703 78	1,421 00		(282 78)
215 000	NINTENDO LTD UNSPONSORED ADR	05/24/2011	07/19/2013	6,025 98	3,552 51		(2,473 47)
308 000	NINTENDO LTD UNSPONSORED ADR	10/04/2010	07/19/2013	9,770 87	5,089 18		(4,681 69)
54 000	OSRAM LIGHT AG SALE PROCEEDS	04/11/2013	07/26/2013	205 41	162 32	(43 09)	
73 000	OSRAM LIGHT AG SALE PROCEEDS	09/27/2011	07/26/2013	243 38	219 44		(23 94)
228 000	OSRAM LIGHT AG SALE PROCEEDS	10/24/2008	07/26/2013	405 83	685 37		279 54
45 000	OSRAM LIGHT AG SALE PROCEEDS	09/29/2008	07/26/2013	147 26	135 27		(11 99)
258 000	ALLIANZ SE ADR	05/20/2010	07/30/2013	2,625 39	4,013 95		1,388 56
992 000	ELECTRICITY DE FRANCE FRF SHARES	11/10/2010	08/05/2013	8,775 13	5,763 51		(3,011 62)
	BANCO SANTANDER	07/23/2013	08/19/2013		0 10	0 10	
	BANCO SANTANDER	01/15/2013	08/19/2013		0 16	0 16	
	BANCO SANTANDER	11/05/2012	08/19/2013		0 17	0 17	
	BANCO SANTANDER	10/17/2012	08/19/2013		0 17	0 17	
	BANCO SANTANDER	10/12/2012	08/19/2013		0 32	0 32	
363 000	VALLOUREC SA ADR	01/10/2013	08/21/2013	3,836 47	4,495 89	659 42	
	TNT EXPRESS NV AMSTERDAM ADR	08/29/2013	08/29/2013		1 92	1 92	
350 000	VODAFONE GROUP PLC SP ADR	09/24/2008	08/29/2013	7,827 02	11,135 33		3,308 31
596 000	NINTENDO LTD UNSPONSORED ADR	01/31/2013	10/02/2013	7,286 34	8,333 54	1,047 20	
575 000	NINTENDO LTD UNSPONSORED ADR	12/28/2012	10/02/2013	7,461 72	8,039 91	578 19	
360 000	NINTENDO LTD UNSPONSORED ADR	08/01/2011	10/02/2013	7,132 10	5,033 68		(2,098 42)
1,326 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	10/04/2010	10/03/2013	7,820 88	4,649 27		(3,171 61)

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						Short Term	Long Term
975 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	05/19/2010	10/03/2013	5,473 84	3,418 58		(2,055 26)
574 000	CARREFOUR SA (F) SPONSORED ADR	10/03/2011	10/10/2013	2,522 23	4,080 32		1,558 09
572 000	CARREFOUR SA (F) SPONSORED ADR	12/02/2010	10/10/2013	4,837 59	4,066 10		(771 49)
2,032 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	10/04/2010	10/11/2013	11,984 94	7,608 68		(4,376 26)
3,193 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	08/04/2011	10/14/2013	11,167 83	11,912 87		745 04
1,218 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	10/04/2010	10/14/2013	7,183 89	4,544 28		(2,639 61)
594 000	ALUMINA LTD SPONSORED ADR	05/02/2012	10/24/2013	2,833 14	2,350 42		(482 72)
1,103 000	ALUMINA LTD SPONSORED ADR	09/26/2011	10/24/2013	5,857 26	4,364 49		(1,492 77)
781 000	ALUMINA LTD SPONSORED ADR	05/18/2010	10/24/2013	4,418 90	3,090 36		(1,328 54)
1,961 000	ALUMINA LTD SPONSORED ADR	07/28/2008	10/24/2013	34,061 79	7,759 54		(26,302 25)
43 000	ALUMINA LTD SPONSORED ADR	07/03/2008	10/24/2013	719 36	170 15		(549 21)
65 000	VODAFONE GROUP PLC SP ADR	10/27/2008	11/01/2013	1,075 42	2,401 12		1,325 70
168 000	VODAFONE GROUP PLC SP ADR	09/24/2008	11/01/2013	3,756 97	6,205 96		2,448 99
665 000	PING AN INS GROUP CO CHINA LTD A DR	10/03/2013	11/27/2013	10,082 86	12,245 56	2,162 70	
707 000	PING AN INS GROUP CO CHINA LTD A DR	10/03/2013	11/27/2013	10,643 74	13,018 97	2,375 23	
59 000	PING AN INS GROUP CO CHINA LTD A DR	10/03/2013	11/29/2013	894 57	1,094 68	200 11	
106 000	HOME RETAIL GROUP PLC ADR	12/20/2011	01/10/2014	540 55	1,375 33		834 78
657 000	HOME RETAIL GROUP PLC ADR	08/31/2011	01/10/2014	5,313 09	8,524 42		3,211 33
616 000	AEGON NV ADR SHS	04/30/2013	01/23/2014	3,999 79	5,664 94	1,665 15	
715 000	ALLIANZ SE ADR	04/19/2013	01/23/2014	9,787 85	12,481 83	2,693 98	
974 000	ALLIANZ SE ADR	08/09/2011	01/23/2014	10,764 45	17,003 21		6,238 76
251 000	ALLIANZ SE ADR	05/20/2010	01/23/2014	2,554 15	4,381 73		1,827 58

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						Short Term	Long Term
217 000	ING GROEP NV ADR	02/14/2013	01/23/2014	1,923 38	3,057 69	1,134 31	
1,134 000	ING GROEP NV ADR	06/27/2012	01/23/2014	6,820 22	15,978 91		9,158 69
2,708 000	RENTOKIL INITIAL SPONSORED ADR	11/27/2013	01/24/2014	22,890 18	26,562 57	3,672.39	
207 000	TEVA PHARM ADR	09/10/2012	01/29/2014	8,433 26	9,277 59		844 33
4,008 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	06/04/2012	01/31/2014	6,713 40	17,417 26		10,703 86
1,822 000	FINMECCANICA SPA ROMA UNSPONSORED ADR REPRESENTING	08/04/2011	01/31/2014	6,372 63	7,917 72		1,545 09
466 000	TELECOM ITALIA	07/30/2008	02/04/2014	6,326 00	3,788 88		(2,537 12)
626 000	TELECOM ITALIA	07/07/2008	02/04/2014	10,352 41	5,089 79		(5,262 62)
135 000	WOLTERS KLUWER NV SPONSORED ADR	05/04/2009	02/11/2014	2,270 89	3,908 77		1,637 88
310 000	WOLTERS KLUWER NV SPONSORED ADR	02/02/2009	02/11/2014	5,532 60	8,975 71		3,443 11
226 000	CATLIN GRP LTD SPONS ADR	06/20/2013	02/18/2014	3,357 75	4,147 92	790 17	
3,989 000	BANCO SANTANDER ADR VERIZON COMMUNICATIONS	01/16/2014	02/19/2014				
	VERIZON COMMUNICATIONS	02/21/2014	02/21/2014		40 92	40 92	
	VERIZON COMMUNICATIONS	12/20/2012	02/21/2014		3 79		3 79
315 000	VERIZON COMMUNICATIONS	02/21/2014	02/26/2014		14,524 99	14,524 99	
35 000	CAMECO CORP CAD	08/26/2011	02/28/2014	776 99	840 61		63 62
445 000	CAMECO CORP CAD	08/08/2011	02/28/2014	10,057 85	10,687 77		629 92
661 000	VIVENDI SA UNSPONSORED ADR	04/10/2012	03/07/2014	10,977 64	18,575 17		7,597 53
356 000	VIVENDI SA UNSPONSORED ADR	03/08/2012	03/07/2014	6,392 59	10,004 17		3,611 58
183 000	VODAFONE GROUP PLC	12/20/2012	03/24/2014	8,486 04	6,743 86		(1,742 18)
472 000	VODAFONE GROUP PLC	10/27/2008	03/24/2014	14,341 70	17,393 99		3,052 29
873 000	ELF PETROLEUM DE FRANCE FRF SHARES	11/10/2010	04/03/2014	7,722 47	6,994 58		(727 89)
548 000	SWISSCOM AG- SPONSORED ADR	07/30/2008	04/22/2014	17,500 05	32,334 57		14,834 52
806 000	ALSTOM ADR	10/02/2012	04/24/2014	2,777 80	2,963 19		185 39
1 158 000	ALSTOM ADR	10/03/2011	04/24/2014	3,684 87	4,257 30		572 43

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						Short Term	Long Term
4,483 000	ALSTOM ADR	08/18/2011	04/24/2014	19,719 82	16,481 38		(3,238 44)
1,401 000	BANCO SANTANDER	01/13/2014	04/29/2014	7,453 32	9,409 19	1,955 87	
451 000	BANCO SANTANDER	07/23/2013	04/29/2014	2,895 42	3,028 94	133 52	
675 000	BANCO SANTANDER	01/15/2013	04/29/2014	5,143 77	4,533 33		(610 44)
730 000	BANCO SANTANDER	11/05/2012	04/29/2014	5,064 01	4,902 72		(161 29)
744 000	BANCO SANTANDER	10/17/2012	04/29/2014	5,411 93	4,996 74		(415 19)
1,389 000	BANCO SANTANDER	10/12/2012	04/29/2014	10,167 48	9,328 59		(838 89)
	TNT EXPRESS NV AMSTERDAM ADR	04/30/2014	05/19/2014		7 40	7 40	
657 000	WEATHERFORD INTL LTD	08/23/2012	05/30/2014	8,363 94	14,245 67		5,881 73
1,317 000	TELECOM ITALIA	07/30/2008	06/05/2014	17,878 41	13,026 55		(4,851 86)
556 000	WEATHERFORD INTL LTD	11/13/2012	06/05/2014	5,206 22	12,200 20		6,993 98
492 000	WEATHERFORD INTL LTD	09/25/2012	06/05/2014	6,217 95	10,795 86		4,577 91
17 000	WEATHERFORD INTL LTD	08/23/2012	06/05/2014	216 42	373 03		156 61
	CARREFOUR SA (F) SPONSORED ADR	07/24/2012	06/10/2014		0 34	0 34	
757 000	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL I	04/27/2011	06/11/2014	14,615 63	12,994 45		(1,621 18)
449 000	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL I	03/29/2011	06/11/2014	8,667 45	7,707 41		(960 04)
3,134 000	ALSTOM ADR	01/28/2014	06/20/2014	9,200 35	11,800 81	2,600 46	
1,335 000	ALSTOM ADR	06/21/2013	06/20/2014	4,458 19	5,026 83	568 64	
836 000	ALSTOM ADR	08/29/2011	06/20/2014	3,401 13	3,147 89		(253 24)
1,309 000	ALSTOM ADR	05/07/2013	06/20/2014	4,828 58	4,928 93		100 35
261 000	ALSTOM ADR	10/02/2012	06/20/2014	899 51	982 77		83 26
TOTAL PORTFOLIO				549,846.56	599,425.16	36,770.40	12,808.20

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
293 000	LAYNE INC COM	09/28/2011	07/01/2013	6,762 06	5,751 16		(1,010 90)
395 000	LAYNE INC COM	09/22/2011	07/01/2013	8,413 62	7,753 28		(660 34)
87 000	ARCH COAL INC COM	02/14/2012	07/09/2013	1,167 42	341 70		(825 72)
556 000	ARCH COAL INC COM	02/13/2012	07/09/2013	7,744 80	2,183 71		(5,561 09)
234 000	ARCH COAL INC COM	09/26/2011	07/09/2013	3,543 16	919 04		(2,624 12)
117 000	INGRAM MICRO INC CL A COM	05/27/2011	07/10/2013	2,181 50	2,320 26		138 76
16 000	PEABODY ENERGY CORP	04/04/2012	07/10/2013	459 88	247 03		(212 85)
143 000	PEABODY ENERGY CORP	03/07/2012	07/10/2013	4,435 80	2,207 88	817 19	(2,227 92)
236 000	WEATHERFORD INTL LTD	11/08/2012	07/10/2013	2,540 35	3,357 54	1,472 44	
612 000	WEATHERFORD INTL LTD	08/30/2012	07/10/2013	7,234 39	8,706 83	1,422 68	
100 000	WEATHERFORD INTL LTD	07/24/2012	07/10/2013	1,310 42	1,422 68	112 26	
108 000	WEATHERFORD INTL LTD	07/24/2012	07/10/2013	1,415 25	1,537 00	121 75	
560 000	ALLSCRIPTS HEALTHCARE SOLUTION INC	12/20/2012	07/16/2013	5,170 03	8,776 61	3,606 58	
225 000	ALLSCRIPTS HEALTHCARE SOLUTION INC	12/18/2012	07/16/2013	2,423 86	3,526 32	1,102 46	
287 000	TYSON FOODS INC CL A	08/01/2012	07/17/2013	4,328 53	7,782 07	3,453 54	
490 000	TYSON FOODS INC CL A	07/31/2012	07/17/2013	7,347 65	13,286 46	5,938 81	
22 000	FRESH DEL MONTE PRODUCE INC COM STK	07/02/2010	07/30/2013	436 26	615 17		178 91
227 000	FRESH DEL MONTE PRODUCE INC COM STK	06/18/2010	07/30/2013	4,891 12	6,347 39	1,456 27	
121 000	FRESH DEL MONTE PRODUCE INC COM STK	06/01/2010	07/30/2013	2,387 45	3,383 41	995 96	
226 000	KROGER CO	12/07/2010	08/02/2013	4,699 67	8,833 23	4,133 56	
43 000	KROGER CO	07/02/2010	08/02/2013	851 40	1,680 66	829 26	
15 000	KROGER CO	01/24/2011	08/07/2013	324 73	586 80	262 07	
171 000	KROGER CO	12/07/2010	08/07/2013	3,555 95	6,689 50	3,133 55	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
124 000	BEST BUY INC	12/04/2012	08/13/2013	1,547 38	3,788 13	2,240 75	
175 000	BEST BUY INC	11/02/2012	08/13/2013	2,582 75	5,346 16	2,763 41	
187 000	FAMILY DLR STORES INC COM	04/19/2013	08/22/2013	11,591 27	13,564 07	1,972 80	
34 000	CNA FINL CORP COM	01/24/2011	08/23/2013	913 94	1,228 68		314 74
170 000	INGRAM MICRO INC CL A COM	05/27/2011	08/23/2013	3,169 70	3,885 23		715 53
99 000	PEABODY ENERGY CORP	04/04/2012	08/23/2013	2,845 52	1,759 92		(1,085 60)
170 000	VALLOUREC SA ADR	03/27/2013	08/23/2013	1,660 30	2,160 66	500 36	
12 000	CONSOL ENERGY INC	02/10/2012	08/26/2013	433 26	400 08		(33 18)
278 000	CONSOL ENERGY INC	08/08/2011	08/26/2013	11,050 86	9,268 46		(1,782 40)
11 000	CONSOL ENERGY INC	01/24/2011	08/26/2013	556 16	366 74		(189 42)
455 000	OLD REP INTL CORP COM	07/23/2012	08/26/2013	3,692 92	6,741 93		3,049 01
178 000	OLD REP INTL CORP COM	07/11/2012	08/26/2013	1,477 84	2,637 50		1,159 66
154 000	ST BARBARA MINES LTD SPONSORED ADR	01/04/2013	08/27/2013	1,236 77	637 25	(599 52)	
96 000	ST BARBARA MINES LTD SPONSORED ADR	12/27/2012	08/27/2013	724 10	397 25	(326 85)	
328 000	ST BARBARA MINES LTD SPONSORED ADR	12/24/2012	08/27/2013	2,483 09	1,357 27	(1,125 82)	
458 000	WEATHERFORD INTL LTD	11/13/2012	08/27/2013	4,288 57	6,767 02	2,478 45	
508 000	WEATHERFORD INTL LTD	11/08/2012	08/27/2013	5,468 21	7,505 77	2,037 56	
42 000	ST BARBARA MINES LTD SPONSORED ADR	01/07/2013	08/28/2013	341 47	163 59	(177 88)	
333 000	ST BARBARA MINES LTD SPONSORED ADR	01/04/2013	08/28/2013	2,674 33	1,297 04	(1,377 29)	
63 000	ALLSCRIPT'S HEALTHCARE SOLUTION INC	12/22/2012	08/29/2013	731 56	954 56	223 00	
229 000	ALLSCRIPT'S HEALTHCARE SOLUTION INC	12/20/2012	08/29/2013	2,114 18	3,469 74	1,355 56	
	TNT EXPRESS NV AMSTERDAM ADR	08/29/2013	08/29/2013		3 58	3 58	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
314 000	ALLSCRIPTS HEALTHCARE SOLUTION INC	12/22/2012	09/03/2013	3,646 22	4,659 43	1,013 21	
297 000	ALLSCRIPTS HEALTHCARE SOLUTION INC	02/12/2013	09/03/2013	3,301 57	4,407 16	1,105 59	
124 000	FRESH DEL MONTE PRODUCE INC COM STK	01/24/2011	09/05/2013	3,369 08	3,655 70		286 62
131 000	FRESH DEL MONTE PRODUCE INC COM STK	07/02/2010	09/05/2013	2,597 73	3,862 07		1,264 34
353 000	SAIC INC	09/02/2011	09/05/2013	4,593 13	5,056 81		463 68
333 000	SAIC INC	01/24/2011	09/05/2013	5,497 83	4,770 31		(727 52)
175 000	SAIC INC	10/15/2010	09/05/2013	2,805 62	2,506 92		(298 70)
46 000	ADR TIM PARTICIPACOEES SA	09/12/2012	09/09/2013	950 51	1,018 64	68.13	
122 000	ADR TIM PARTICIPACOEES SA	09/07/2012	09/09/2013	2,432 02	2,701 60		269 58
257 000	ADR TIM PARTICIPACOEES SA	09/06/2012	09/09/2013	5,028 90	5,691 09		662 19
131 000	BEST BUY INC	12/04/2012	09/11/2013	1,634 74	4,952 43	3,317 69	
14 000	DOMTAR CORP	07/24/2012	09/18/2013	1,043 21	1,104 21		61 00
92 000	DOMTAR CORP	06/22/2012	09/18/2013	7,301 25	7,256 20		(45 05)
61 000	PETROBRAS ARGENTINA SA ADR	04/16/2010	09/18/2013	520 49	309 81		(210 68)
1,168 000	PETROBRAS ARGENTINA SA ADR	02/23/2010	09/18/2013	9,901 08	5,932 17		(3,968 91)
142 000	AGCO CORP COM	05/21/2012	09/20/2013	5,708 76	8,526 35		2,817 59
372 000	PETROBRAS ARGENTINA SA ADR	04/19/2012	09/20/2013	2,169 19	1,891 55		(277 64)
332 000	PETROBRAS ARGENTINA SA ADR	07/02/2010	09/20/2013	2,396 36	1,688 15		(708 21)
39 000	PETROBRAS ARGENTINA SA ADR	04/16/2010	09/20/2013	332 78	198 31		(134 47)
218 000	ADR TIM PARTICIPACOEES SA	09/12/2012	09/24/2013	4,504 60	5,524 96		1,020 36
881 000	KINROSS GOLD CORP NEW	03/14/2013	09/24/2013	7,021 57	4,407 39	(2,614 18)	
542 000	KINROSS GOLD CORP NEW	04/10/2012	09/24/2013	5,054 15	2,711 47		(2,342 68)
788 000	KINROSS GOLD CORP NEW	01/19/2012	09/24/2013	7,934 29	3,942 13		(3,992 16)
919 000	KINROSS GOLD CORP NEW	12/29/2011	09/24/2013	10,397 66	4,597 49		(5,800 17)

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
579 000	KINROSS GOLD CORP NEW	11/25/2011	09/24/2013	7,517.39	2,896.57		(4,620.82)
467 000	KINROSS GOLD CORP NI:W	11/23/2011	09/24/2013	6,076.46	2,336.27		(3,740.19)
335 000	KINROSS GOLD CORP NEW	03/14/2013	09/25/2013	2,669.95	1,683.81	(986.14)	
	SCNC APP INT CRP	09/27/2013	09/27/2013		32.10	32.10	
	LEIDOS HOLDINGS	10/15/2012	10/03/2013	11.40	11.40		
339 000	ADR TIM PARTICIPACOFES SA	10/16/2012	10/09/2013	6,063.79	8,723.50	2,659.71	
101 000	ADR TIM PARTICIPACOFES SA	09/12/2012	10/09/2013	2,086.99	2,599.04		512.05
23 000	DOMTAR CORP	05/08/2013	10/14/2013	1,637.72	1,940.40	302.68	
83 000	DOMTAR CORP	07/24/2012	10/14/2013	6,184.77	7,002.31		817.54
26 000	ADVANCE AUTO PARTS INC COM	01/15/2013	10/16/2013	1,904.85	2,485.70	580.85	
35 000	ADVANCE AUTO PARTS INC COM	01/08/2013	10/16/2013	2,562.91	3,346.13	783.22	
74 000	ADVANCE AUTO PARTS INC COM	01/07/2013	10/16/2013	5,436.00	7,074.67	1,638.67	
109 000	ADVANCE AUTO PARTS INC COM	01/02/2013	10/16/2013	7,953.40	10,420.81	2,467.41	
202 000	MILLICOM INT'L CELLULAR SA	02/27/2013	10/22/2013	16,033.47	19,178.09	3,144.62	
1,088 000	TELECOM ITAL A	02/22/2013	11/05/2013	7,438.87	8,449.15	1,010.28	
217 000	SKY WIS INC COM	04/27/2012	11/08/2013	1,884.34	3,478.69		1,594.35
248 000	SKYWEST INC COM	11/09/2011	11/08/2013	2,919.21	3,975.64		1,056.43
114 000	SKYWEST INC COM	08/11/2011	11/08/2013	1,429.12	1,827.51		398.39
363 000	KROGER CO	01/24/2011	11/18/2013	7,858.37	15,031.12		7,172.75
74 000	DOMTAR CORP	05/08/2013	11/25/2013	5,269.20	6,461.42	1,192.22	
49 000	DOMTAR CORP	06/21/2013	11/26/2013	3,385.27	4,245.60	860.33	
53 000	DOMTAR CORP	05/08/2013	11/26/2013	3,773.88	4,592.19	818.31	
1,233 000	ARCH COAL INC COM	02/13/2013	12/05/2013	7,198.13	5,373.69	(1,824.44)	
1,057 000	ARCH COAL INC COM	05/07/2012	12/05/2013	8,563.07	4,606.64		(3,956.43)
1,058 000	ARCH COAL INC COM	04/05/2012	12/05/2013	11,087.21	4,611.00		(6,476.21)
95 000	ARCH COAL INC COM	02/14/2012	12/05/2013	1,274.77	414.03		(860.74)
345 000	OLD REP INTL CORP COM	07/23/2012	12/09/2013	2,800.12	5,858.30		3,058.18

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
5 000	FOREST LABS INC COM	07/02/2010	12/10/2013	135 30	276 85		141 55
152 000	FOREST LABS INC COM	04/28/2010	12/10/2013	4,117 56	8,416 33		4,298 77
105 000	OLD REP INTL CORP COM	06/27/2013	12/10/2013	1,342 14	1,764 34	422 20	
539 000	OLD REP INTL CORP COM	06/21/2013	12/10/2013	6,720 25	9,056 92	2,336 67	
90 000	OLD REP INTL CORP COM	07/23/2012	12/10/2013	730 47	1,512 29		781 82
306 000	ALCOA INC	10/15/2012	12/19/2013	2,698 86	3,027 82		328 96
697 000	ALCOA INC	09/26/2012	12/19/2013	6,211 32	6,896 69		685 37
117 000	WESTERN DIGITAL CORP	10/16/2012	12/20/2013	4,247 20	9,669 71		5,422 51
24 000	WESTERN DIGITAL CORP	09/28/2012	12/20/2013	930 48	1,983 53		1,053 05
77 000	ALCOA INC	10/15/2012	01/07/2014	679 12	813 10		133 98
184 000	IMPALA PLATINUM SPONADR	08/10/2011	01/07/2014	4,179 67	2,195 08		(1,984 59)
213 000	IMPALA PLATINUM SPONADR	06/07/2010	01/07/2014	4,933 97	2,541 04		(2,392 93)
184 000	SOUTHWEST AIRL CO COM	03/16/2012	01/07/2014	1,536 47	3,595 77		2,059 30
157 000	FOREST LABS INC COM	01/24/2011	01/08/2014	5,047 55	10,681 26		5,633 71
45 000	FOREST LABS INC COM	07/02/2010	01/08/2014	1,217 70	3,061 51		1,843 81
171 000	NORTH RHINE TR CORP	09/25/2013	01/09/2014	9,487 68	10,514 67	1,026 99	
17 000	ADVANCE AUTO PARTS INC COM	05/31/2013	01/21/2014	1,395 32	2,009 70	614 38	
90 000	ADVANCE AUTO PARTS INC COM	01/15/2013	01/21/2014	6,593 69	10,639 57		4,045 88
806 000	SOUTHWEST AIRL CO COM	03/16/2012	01/21/2014	6,730 43	17,175 88		10,445 45
696 000	AEGON NV ADR SHS	05/10/2013	01/30/2014	4,553 51	6,121 14	1,567 63	
218 000	ALCOA INC	10/15/2012	01/30/2014	1,922 72	2,586 93		664 21
400 000	CBIZ INC	02/16/2011	01/30/2014	2,788 00	3,464 65		676 65
80 000	SILVER STANDARD RESOURCES INC COM	12/15/2011	01/30/2014	1,017 17	622 53		(394 64)
270 000	TELECOM ITALIA	02/22/2013	01/30/2014	1,846 04	2,289 32	443 28	
433 000	TELECOM ITALIA	02/22/2013	02/04/2014	2,960 51	3,520 57	560 06	
40 000	CONSOL ENERGY INC	02/10/2012	02/06/2014	1,444 19	1,485 68		41 49

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Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
54 000	CRESUD S A SPONS ADR	01/13/2012	02/06/2014	619 38	493 04		(126 34)
101 000	CRESUD S A SPONS ADR	07/02/2010	02/06/2014	1,235 25	922 16		(313 09)
379 000	CRESUD S A SPONS ADR	02/23/2010	02/06/2014	4,903 81	3,460 40		(1,443 41)
40 000	FOREST LABS INC COM	02/12/2013	02/11/2014	1,427 20	2,786 29	1,359 09	
58 000	FOREST LABS INC COM	01/24/2011	02/11/2014	1,864 70	4,040 12		2,175 42
242 000	FOREST LABS INC COM	02/12/2013	02/12/2014	8,634 56	16,799 19	8,164 63	
143 000	MOLSON COOKS BREWING CO CL B	08/12/2011	02/20/2014	6,168 28	8,065 74		1,897 46
30 000	ADVANCE AUTO PARTS INC COM	06/26/2013	02/24/2014	2,424 49	3,810 03	1,385 54	
49 000	ADVANCE AUTO PARTS INC COM	05/31/2013	02/24/2014	4,021 81	6,223 04	2,201 23	
167 000	LEIDOS HOLDINGS	09/02/2011	02/24/2014	5,994 39	7,548 93		1,554 54
104 000	NORTHERN TR CORP	10/08/2013	02/24/2014	5,457 63	6,517 74	1,060 11	
98 000	NORTHERN TR CORP	09/25/2013	02/24/2014	5,437 38	6,141 71	704 33	
93 000	LEIDOS HOLDINGS	10/15/2012	02/25/2014	2,755 83	4,186 12		1,430 29
109 000	LEIDOS HOLDINGS	08/30/2012	02/25/2014	3,568 58	4,906 31		1,337 73
7 000	LEIDOS HOLDINGS	09/02/2011	02/25/2014	251 26	315 08		63 82
47 000	NORTHERN TR CORP	10/08/2013	02/25/2014	2,466 43	2,917 97	451 54	
102 000	CAMECO CORP CAD	10/16/2012	02/27/2014	1,978 67	2,434 21		455 54
266 000	CAMECO CORP CAD	11/14/2011	02/27/2014	5,234 50	6,348 02		1,113 52
965 000	ALCOA INC	11/20/2012	03/04/2014	7,933 27	11,299 18		3,365 91
283 000	ALCOA INC	10/15/2012	03/04/2014	2,496 00	3,313 64		817 64
222 000	SUPERIOR ENERGY SERVICES INC	01/23/2013	03/04/2014	5,440 64	6,536 16		1,095 52
98 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	12/23/2013	03/07/2014	3,082 58	3,368 97	286.39	
163 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	12/20/2013	03/07/2014	5,097 45	5,603 48	506 03	
112 000	SILVER STANDARD RESOURCES INC COM	12/19/2011	03/17/2014	1,447 87	1,324 13		(123 74)

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
283 000	SILVER STANDARD RESOURCES INC COM	12/15/2011	03/17/2014	3,598 23	3,345 81		(252 42)
70 000	AGEAS NV BRUXELLES ADR	01/25/2011	03/27/2014	2,026 22	3,091 13		1,064 91
61 000	BUNGE LTD	02/08/2013	03/27/2014	4,487 98	4,752 40		264 42
81 000	KB FINANCIAL GROUP ADR	12/05/2012	03/27/2014	2,674 22	2,803 34		129 12
16 000	KB FINANCIAL GROUP ADR	12/05/2012	03/27/2014	528 24	553 75		25 51
81 000	TECH DATA CORP	10/19/2012	03/27/2014	3,580 54	4,603 26		1,022 72
96 000	TECH DATA CORP	10/18/2012	03/27/2014	4,282 52	5,455 72		1,173 20
483 000	TURQUOISE HILL RESOURCES LTD	07/13/2012	03/27/2014	2,989 21	1,639 89		(1,349 32)
209 000	TURQUOISE HILL RESOURCES LTD	04/23/2012	03/27/2014	1,970 47	709 60		(1,260 87)
262 000	TURQUOISE HILL RESOURCES LTD	04/23/2012	03/27/2014	2,470 15	889 55		(1,580 60)
309 000	TELECOM ITAL A	03/12/2013	03/28/2014	2,133 23	2,885 13		751 90
429 000	TELECOM ITAL A	03/11/2013	03/28/2014	2,934 48	4,005 57		1,071 09
609 000	TELECOM ITAL A	02/22/2013	03/28/2014	4,163 86	5,686 23		1,522 37
148 000	SUPERIOR ENERGY SERVICES INC	02/12/2013	03/31/2014	3,796 79	4,496 00		699 21
136 000	SUPERIOR ENERGY SERVICES INC	01/23/2013	03/31/2014	3,333 01	4,131 46		798 45
436 000	TELECOM ITAL A	03/12/2013	03/31/2014	3,010 00	4,090 58		1,080 58
26 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	01/21/2014	04/03/2014	744 73	994 19	249 46	
185 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	12/26/2013	04/03/2014	5,879 84	7,074 06	1,194 22	
44 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	12/23/2013	04/03/2014	1,384 02	1,682 48	298 46	
392 000	SUPERIOR ENERGY SERVICES INC	09/24/2013	04/08/2014	10,116 81	11,810 50	1,693 69	510 13
114 000	SUPERIOR ENERGY SERVICES INC	02/12/2013	04/08/2014	2,924 56	3,434 69		
61 000	CONSOL ENERGY INC	07/09/2013	04/21/2014	1,708 19	2,553 29	845 10	
166 000	CONSOL ENERGY INC	08/01/2012	04/21/2014	4,782 33	6,948 31		2,165 98
117 000	CONSOL ENERGY INC	04/10/2012	04/21/2014	3,898 79	4,897 30		998 51

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
51 000	CONSOL ENERGY INC	02/10/2012	04/21/2014	1,841 34	2,134 72		293 38
131 000	ALSTOM ADR	06/03/2013	04/23/2014	490 36	418 33	(72 03)	
3,802 000	ALSTOM ADR	05/15/2013	04/23/2014	13,958 77	12,141 03	(1,817 74)	
188 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	01/21/2014	04/23/2014	5,384 96	7,452 81	2,067 85	
22 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	01/21/2014	04/24/2014	630 15	859 64	229 49	
33 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	01/24/2014	04/25/2014	907 73	1,304 94	397 21	
111 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	01/21/2014	04/25/2014	3,179 42	4,389 35	1,209 93	
262 000	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM	01/24/2014	04/28/2014	7,206 84	10,125 31	2,918 47	
170 000	DIAMOND OFFSHORE DRILLING INC COM	02/10/2014	04/30/2014	8,003 85	9,305 44	1,301 59	
122 000	DIAMOND OFFSHORE DRILLING INC COM	02/07/2014	04/30/2014	5,611 12	6,678 02	1,066 90	
110 000	MOLSON COORS BREWING CO CL B	05/22/2012	04/30/2014	4,399 21	6,584 39		2,185 18
34 000	MOLSON COORS BREWING CO CL B	08/12/2011	04/30/2014	1,466 58	2,035 18		568 60
119 000	CRESUD S A SPONS ADR	01/13/2012	05/02/2014	1,364 93	1,456 44		91 51
474 000	OLD REP INTL CORP COM	06/27/2013	05/02/2014	6,058 81	7,938 23	1,879 42	
49 000	SCNC APP INT CRP	08/30/2012	05/02/2014	1,286 75	1,893 62		606 87
100 000	SCNC APP INT CRP	09/02/2011	05/02/2014	2,825 51	3,864 53		1,039 02
412 000	CRESUD S A SPONS ADR	01/13/2012	05/05/2014	4,725 64	4,986 52		260 88
426 000	OLD REP INTL CORP COM	06/27/2013	05/05/2014	5,445 26	7,055 76	1,610 50	
119 000	SCNC APP INT CRP	10/14/2013	05/05/2014	3,972 05	4,515 34	543 29	
52 000	SCNC APP INT CRP	10/15/2012	05/05/2014	1,257 32	1,973 09		715 77
13 000	SCNC APP INT CRP	08/30/2012	05/05/2014	341 38	493 27		151 89
237 000	SCNC APP INT CRP	10/15/2013	05/06/2014	7,922 32	8,971 29	1,048 97	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
97 000	SCNC APP INT CRP	10/14/2013	05/06/2014	3,237.73	3,671.80	434.07	
19,000 000	DENDREON CORP	04/22/2013	05/09/2014	14,843.75	14,107.50	(736.25)	
2 875% DUE 01/15/2016 @ 100 00							
8,000 000	DENDREON CORP	05/18/2012	05/09/2014	5,820.00	5,940.00	120.00	
2 875% DUE 01/15/2016 @ 100 00							
12,000 000	DENDREON CORP	12/28/2011	05/09/2014	8,430.00	8,910.00	480.00	
2 875% DUE 01/15/2016 @ 100 00							
296 000	NII HOLDINGS INC CL-B COM	11/07/2012	05/15/2014	1,921.04	181.44	(1,739.60)	
261 000	NII HOLDINGS INC CL-B COM	04/26/2012	05/15/2014	4,657.21	159.99	(4,497.22)	
199 000	NII HOLDINGS INC CL-B COM	04/25/2012	05/15/2014	3,542.99	121.99	(3,421.00)	
779 000	NII HOLDINGS INC CL-B COM	08/17/2012	05/15/2014	4,973.14	477.51	(4,495.63)	
752 000	NII HOLDINGS INC CL-B COM	07/18/2012	05/15/2014	6,310.78	460.96	(5,849.82)	
850 000	NII HOLDINGS INC CL-B COM	10/18/2013	05/16/2014	4,804.88	512.12	(4,292.76)	
5 000	NII HOLDINGS INC CL-B COM	07/29/2012	05/16/2014	35.77	3.01	(32.76)	
410 000	NII HOLDINGS INC CL-B COM	05/18/2012	05/16/2014	4,773.08	247.02	(4,526.06)	
253 000	NII HOLDINGS INC CL-B COM	06/21/2013	05/16/2014	1,556.43	152.43	(1,404.00)	
22 000	NII HOLDINGS INC CL-B COM	05/11/2012	05/16/2014	281.85	13.25	(268.60)	
822 000	NII HOLDINGS INC CL-B COM	05/08/2013	05/16/2014	5,552.69	495.24	(5,057.45)	
566 000	NII HOLDINGS INC CL-B COM	11/19/2012	05/16/2014	2,911.28	341.01	(2,570.27)	
71 000	NII HOLDINGS INC CL-B COM	11/07/2012	05/16/2014	460.79	42.78	(418.01)	
34 000	RUSHYDRO ADR	03/02/2012	05/19/2014	139.97	56.01	(83.96)	
1,457 000	RUSHYDRO ADR	02/16/2011	05/19/2014	7,519.87	2,400.05	(5,119.82)	
	TNT EXPRESS NV AMSTERDAM ADR	04/16/2014	05/19/2014		1.70	1.70	
681 000	NII HOLDINGS INC CL-B COM	10/22/2013	05/20/2014	3,492.85	340.76	(3,152.09)	
93 000	NII HOLDINGS INC CL-B COM	10/18/2013	05/20/2014	525.71	46.54	(479.17)	
268 000	RUSHYDRO ADR	02/14/2011	05/20/2014	1,300.98	444.52	(856.46)	
1,161 000	RUSHYDRO ADR	05/31/2012	05/20/2014	2,785.12	1,925.71	(859.41)	
1,060 000	RUSHYDRO ADR	02/15/2011	05/20/2014	5,119.77	1,758.18	(3,361.59)	

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						Short Term	Long Term
212 000	RUSHYDRO ADR	02/14/2011	05/20/2014	1,029 09	351 64		(677 45)
475 000	RUSHYDRO ADR	03/05/2012	05/20/2014	1,967 50	787 86		(1,179 64)
210 000	RUSHYDRO ADR	03/02/2012	05/20/2014	864 53	348 32		(516 21)
98 000	BEST BUY INC	12/04/2012	05/22/2014	1,222 93	2,549 68		1,326 75
247 000	INTERPUBLIC GROUP COS INC USD 10 COM	05/31/2013	05/22/2014	3,551 76	4,546 42	994 66	
161 000	SYMANTEC CORP	04/01/2014	05/22/2014	3,240 87	3,576 52	335 65	
358 000	TURQUOISE HILL RESOURCES LTD	08/01/2013	05/28/2014	1,249 72	1,341 40	91 68	
138 000	TURQUOISE HILL RESOURCES LTD	06/21/2013	05/28/2014	617 25	517 07	(100 18)	
973 000	TURQUOISE HILL RESOURCES LTD	12/20/2012	05/28/2014	5,648 09	3,645 75		(2,002 34)
572 000	TURQUOISE HILL RESOURCES LTD	09/28/2012	05/28/2014	3,736 32	2,143 24		(1,593 08)
287 000	TURQUOISE HILL RESOURCES LTD	08/16/2012	05/28/2014	1,931 44	1,075 36		(856 08)
62 000	TURQUOISE HILL RESOURCES LTD	07/13/2012	05/28/2014	383 71	232 31		(151 40)
545 000	TURQUOISE HILL RESOURCES LTD	07/13/2012	05/28/2014	3,372 92	2,042 07		(1,330 85)
127 000	MOLSON COORS BREWING CO CL B	06/26/2013	06/02/2014	6,135 70	8,319 41	2,183 71	
61 000	MOLSON COORS BREWING CO CL B	06/21/2013	06/02/2014	2,880 11	3,995 93	1,115 82	
75 000	MOLSON COORS BREWING CO CL B	05/22/2012	06/02/2014	2,999 46	4,913 03		1,913 57
559 000	DEAN FOODS CO NEW	08/20/2013	06/12/2014	10,900 28	9,853 11	(1,047 17)	
97 000	INTERPUBLIC GROUP COS INC USD 10 COM	05/31/2013	06/12/2014	1,394 82	1,892 42	497 60	
104 000	FTI CONSULTING INC COM STK	05/13/2014	06/17/2014	3,249 90	3,823 97	574 07	
252 000	FTI CONSULTING INC COM STK	05/13/2014	06/17/2014	7,837 48	9,265 79	1,428 31	
7 000	BEST BUY INC	12/27/2012	06/19/2014	80 36	201 57		121 21
138 000	BEST BUY INC	12/04/2012	06/19/2014	1,722 09	3,973 87		2,251 78
139 000	AGCO CORP COM	05/22/2012	06/23/2014	5,596 86	7,903 86		2,307 00
26 000	AGCO CORP COM	05/21/2012	06/23/2014	1,045 27	1,478 42		433 15
286 000	FTI CONSULTING INC COM STK	05/16/2014	06/27/2014	8,435 51	10,468 56	2,033 05	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
79 000	FTI CONSULTING INC COM STK	05/14/2014	06/27/2014	2,410 08	2,891 67	481 59	
71 000	FTI CONSULTING INC COM STK	05/13/2014	06/27/2014	2,208 18	2,598 84	390 66	
178 000	INTERPUBLIC GROUP COS INC USD 10 COM	06/21/2013	06/30/2014	2,542 75	3,485 18		942 43
620 000	INTERPUBLIC GROUP COS INC USD 10 COM	05/31/2013	06/30/2014	8,915 36	12,139 39		3,224 03
TOTAL PORTFOLIO				911,648 90	999,554 70	81,507 88	6,397 92

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
470 000	NABORS INDUSTRIES LTD	05/30/2012	07/10/2013	6,425 65	7,035 02		609 37
1,600 000	NABORS INDUSTRIES LTD	05/30/2012	07/11/2013	21,874 56	23,829 50		1,954 94
695 000	TRANSOCEAN LTD	05/30/2012	09/23/2013	29,164 28	31,244 63		2,080 35
845 000	TRANSOCTAN LTD	05/30/2012	10/28/2013	35,458 74	41,066 28		5,607 54
	TOTAL PORTFOLIO			92,923.23	103,175.43	0.00	10,252.20

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Realized Gains & Losses
 863011323 : SCARLETT FAMILY FOUNDATION *CONGRESS FIXED INCOME*
 07/01/2013 to 06/30/2014
 Trade Date Reporting

Valuation Currency: USD

Sort Order: (losing Date)

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
200,000 000	ALLY AUTO RECEIVABLES TRUST 1110% DUE 01/15/2015 @ 100 00	07/14/2011	08/15/2013	9,834 06	9,834 06		
150,000 000	BMW VEHICLE LEASE TRUST 2012-1 0 590% DUE 06/20/2014 @ 100 00	04/18/2012	10/21/2013	10,596 86	10,597 60		0 74
100,000 000	HEWLETT-PACK CO SR UNS GLOBAL 6 125% DUE 03/01/2014 @ 100 00	12/16/2008	03/03/2014	100,000 00	100,000 00		
TOTAL PORTFOLIO				120,430.92	120,431.66	0.00	0.74

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Realized Gains & Losses
863011391 : SCARLETT FAMILY FOUNDATION *POLEN*
07/01/2013 to 06/30/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
65 000	INTUITIVE SURGICAL INC	02/11/2013	07/09/2013	37,001.25	27,043.50	(9,957.75)	
22 000	VARIAN MED SYSTEMS INC	02/11/2013	09/03/2013	1,564.42	1,562.26	(2.16)	
30 000	VARIAN MED SYSTEMS INC	02/11/2013	09/04/2013	2,133.30	2,151.97	18.67	
63 000	VARIAN MED SYSTEMS INC	02/11/2013	09/05/2013	4,479.93	4,521.67	41.74	
50 000	VARIAN MED SYSTEMS INC	02/11/2013	09/06/2013	3,555.50	3,595.91	40.41	
93 000	VARIAN MED SYSTEMS INC	02/11/2013	09/09/2013	6,613.23	6,725.10	111.87	
107 000	VARIAN MED SYSTEMS INC	02/11/2013	09/10/2013	7,608.77	7,856.99	248.22	
53 000	VARIAN MED SYSTEMS INC	02/11/2013	09/11/2013	3,768.83	3,941.05	172.22	
271 000	NIKE INC CL B	02/11/2013	10/01/2013	14,883.26	19,571.27	4,688.01	
412 000	INTUIT	02/11/2013	10/03/2013	25,263.80	27,034.34	1,770.54	
282 000	INTUIT	02/11/2013	11/22/2013	17,292.21	20,256.46	2,964.25	
95 000	INTUIT	02/11/2013	11/25/2013	5,825.39	6,892.56	1,067.17	
52 000	C H ROBINSON WORLDWIDE INC	02/11/2013	12/12/2013	3,088.62	2,967.41	(121.21)	
20 000	C H ROBINSON WORLDWIDE INC	02/11/2013	12/13/2013	1,187.93	1,127.69	(60.24)	
91 000	C H ROBINSON WORLDWIDE INC	02/11/2013	12/16/2013	5,405.09	5,110.28	(294.81)	
126 000	C H ROBINSON WORLDWIDE INC	02/11/2013	12/17/2013	7,483.97	7,099.59	(384.38)	
101 000	C H ROBINSON WORLDWIDE INC	02/11/2013	12/18/2013	5,999.06	5,692.66	(306.40)	
543 000	FACEBOOK INC	07/30/2013	02/25/2014	19,791.64	37,840.09	18,048.45	
155 000	T-ROWE PRICE GROUP INC	02/11/2013	04/09/2014	11,327.79	12,367.71	1,039.92	
89 000	T-ROWE PRICE GROUP INC	02/11/2013	04/10/2014	6,504.34	7,027.94	523.60	
45 000	T-ROWE PRICE GROUP INC	02/11/2013	04/11/2014	3,288.71	3,477.91	189.20	
270 000	EBAY INC	07/18/2013	05/12/2014	14,478.75	13,748.52	(730.23)	
13 000	EBAY INC	05/15/2013	05/12/2014	689.20	661.97	(27.23)	
347 000	EBAY INC	06/27/2013	05/12/2014	18,075.44	17,669.41	(406.03)	
363 000	FBAY INC	05/02/2013	05/12/2014	19,018.58	18,484.13	(534.45)	
TOTAL PORTFOLIO				246,329.01	264,428.39	16,881.11	1,218.27

Wash sale reporting rules apply to this sale

EM004FN-20140728-12.631

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Private Wealth Management

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Realized Gains & Losses
863011392 : SCARLETT FAMILY FOUNDATION *METWEST*
07/01/2013 to 06/30/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
115 000	SPX CORP COM	02/11/2013	07/23/2013	8,707 51	8,669 08	(38 43)	
100 000	CIGNA CORPORATION	02/11/2013	08/07/2013	6,167 92	7,787 87	1,619 95	
300 000	EBAY INC	02/11/2013	09/23/2013	16,895 01	16,537 78	(357 23)	
600 000	CHARLES SCHWAB CORP	02/11/2013	11/14/2013	10,056 00	14,506 84	4,450 84	
160 000	TIME WARNER INC	02/11/2013	11/21/2013	8,321 60	10,640 95	2,319 35	
300 000	EMC CORP MASS	02/11/2013	11/27/2013	7,394 76	7,156 13	(238 63)	
25 000	INTL BUSINESS MACHS CORP	02/11/2013	11/27/2013	5,004 75	4,477 63	(527 12)	
70 000	CIGNA CORPORATION	02/11/2013	12/02/2013	4,317 54	6,102 57	1,785 03	
200 000	M & T BANK CORPORATION	02/11/2013	12/13/2013	20,840 00	22,787 36	1,947 36	
450 000	QEP RESOURCES	02/11/2013	01/23/2014	13,289 49	14,042 27	752 78	
150 000	HESS CORP	02/11/2013	02/11/2014	10,024 50	11,777 81	1,753 31	
47 000	DIAGEO PLC SPONS ADR NEW	02/11/2013	03/06/2014	5,520 47	5,864 78		344 31
69 000	PEPSICO INC	02/11/2013	04/15/2014	4,989 39	5,790 71		801 32
271 000	CHARLES SCHWAB CORP	02/11/2013	04/16/2014	4,541 96	7,256 18		2,714 22
50 000	INTUIT	02/11/2013	04/17/2014	3,066 00	3,715 66		649 66
40 000	INTUIT	02/11/2013	04/21/2014	2,452 80	2,975 44		522 64
9 000	INTUIT	02/11/2013	04/22/2014	551 88	671 32		119 44
75 000	NEXTERA ENERGY INC	02/11/2013	05/23/2014	5,414 81	7,258 50		1,843 69
50 000	ABBOTT LABS NPV	02/11/2013	06/03/2014	1,716 41	1,991 34		274 93
55 000	TIME INC	06/06/2014	06/13/2014		1,252 17	1,252 17	
35 000	INTUIT	02/18/2014	06/20/2014	2,544 15	2,765 70		221 55
266 000	INTUIT	02/11/2013	06/20/2014	16,311 12	21,019 30		4,708 18
TOTAL PORTFOLIO				158,128.07	185,047.59	14,941.13	11,978.39

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Realized Gains & Losses

863011393 : SCARLETT FAMILY FOUNDATION *CONGRESS MID CAP*

07/01/2013 to 06/30/2014

Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
400 000	TERADATA CORP	02/12/2013	09/12/2013	24,735 32	23,826 50	(908 82)	
50 000	CORL LABORATORIES NLG0 03 ORDS	02/12/2013	10/18/2013	6,592 25	9,664 91	3,072 66	
450 000	FAMILY DLR STORES INC COM	02/12/2013	12/11/2013	25,429 01	29,135 51	3,706 50	
900 000	MYLAN INC	02/12/2013	03/05/2014	25,998 48	50,056 85		24,058 37
500 000	WABTEC COM STK	02/12/2013	03/27/2014	24,207 50	38,088 40		13,880 90
400 000	TIBCO SOFTWARE INC	02/18/2014	04/17/2014	8,514 00	7,812 51	(701 49)	
1,100 000	TIBCO SOFTWARE INC	02/12/2013	04/17/2014	25,080 99	21,484 39		(3,596 60)
450 000	UNITED THERAPEUTICS CORP COM	02/12/2013	05/09/2014	24,038 73	47,671 09		23,632 36
500 000	PETSMART INC COM	02/18/2014	05/27/2014	32,305 00	27,688 28	(4,616 72)	
75 000	MICROS SYSTEMS INC COM	03/27/2014	06/26/2014	3,939 10	5,086 52	1,147 42	
550 000	MICROS SYSTEMS INC COM	02/12/2013	06/26/2014	24,870 51	37,301 17		12,430 66
700 000	SMITH A O CORP CL B	02/19/2013	06/27/2014	25,302 69	34,456 24		9,153 55
TOTAL PORTFOLIO				251,013.58	332,272.37	1,699.55	79,559.24

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Private Wealth Management

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Realized Gains & Losses

863011394 : SCARLETT FAMILY FOUNDATION *HARDING LOEVNER*

07/01/2013 to 06/30/2014

Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
2,295 000	QAO GAZPROM ADR LEVEL I ADR PROGRAM	02/20/2014	03/05/2014	19,048 50	16,123 46	(2,925 04)	
3,298 000	BANC O BILBAO ADR RTS	03/28/2014	04/29/2014	791 52		(791 52)	
282 000	SAP SE	02/20/2014	05/14/2014	22,403 72	21,669 98	(733 74)	
349 000	FRF-SHNIUS MED CARE AKTIENGESSELLSCHAFT	02/20/2014	05/19/2014	12,744 15	11,348 10	(1,396 05)	
	ITAU UNIBANCO HLDNG	02/20/2014	06/12/2014		1 53	1 53	
	TOTAL PORTFOLIO			54,987.89	49,143.07	(5,844.82)	0.00

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Realized Gains & Losses

863011395 : SCARLETT FAMILY FOUNDATION *LAZARDE EM*

07/01/2013 to 06/30/2014

Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
563 000	AMERICA MOVIL SAB DE CV	02/13/2013	07/12/2013	12,740 69	12,006 72	(733 97)	
384 000	VALE S A CLASS A ADR	02/11/2013	08/19/2013	7,269 12	5,136 95	(2,132 17)	
34 000	BAIDU ADR	02/13/2013	09/13/2013	3,257 87	4,863 45	1,605 58	
94 000	BAIDU ADR	02/11/2013	09/13/2013	9,039 64	13,446 00	4,406 36	
153 000	SIIINIIAN FINL GROUP CO LTD SPN A DR	02/11/2013	12/24/2013	5,602 38	6,803 90	1,201 52	
547 000	KIMBERLY CLARK DE MEXICO S A B DE C V	02/11/2013	01/08/2014	7,958 85	7,466 42	(492 43)	
13 000	KIMBERLY CLARK DE MEXICO S A B DE C V	02/11/2013	01/09/2014	189 15	176 50	(12 65)	
235 000	CIELO S A ADR	02/11/2013	01/27/2014	5,633 44	6,098 14	464 70	
9 000	GRUPO TELEVISIA ADR	02/14/2013	02/10/2014	245 35	265 72	20 37	
295 000	GRUPO TELEVISIA ADR	02/13/2013	02/10/2014	8,159 70	8,709 84	550 14	
196 000	GRUPO TELEVISIA ADR	02/11/2013	02/10/2014	5,507 60	5,786 88	279 28	
11 000	WYNN MACAU LIMITED UNSPONSORED ADR	02/11/2013	02/26/2014	291 50	509 43	217 93	
6 000	CIELO S A ADR	02/11/2013	02/27/2014	143 83	164 20	20 37	
767 000	PT BK MANDIRI PERSERO TBK UNSP	02/11/2013	03/14/2014	7,056 40	6,403 15	(653 25)	
11 000	PT SEMEN GRESIK PERSERO UNSPONSORED ADR (INDONESIA)	02/11/2013	03/19/2014	376 09	304 97	(71 12)	
1,152 000	COMPANHIA ENERGETICA DE MINAS GERAIS	02/19/2014	04/01/2014	6,263 77	7,610 75	1,346 98	
55 000	BIDVEST GROUP LTD (FORMERLY BI ADR)	02/13/2013	04/04/2014	2,824 25	2,973 07	148 82	
156 000	BIDVEST GROUP LTD (FORMERLY BI ADR)	02/11/2013	04/04/2014	7,927 92	8,432 72	504 80	
132 000	NEDBANK GROUP LTD SPONS ADR	02/13/2013	04/08/2014	2,844 60	2,755 60	(89 00)	
389 000	NEDBANK GROUP LTD SPONS ADR	02/11/2013	04/08/2014	8,577 45	8,120 65	(456 80)	
216 000	YPF SOCIEDAD ANONIMA SPONS ADR REPR CL D	02/13/2013	04/10/2014	3,587 76	6,631 46	3,043 70	

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Realized Gains & Losses

863011395 : SCARLETT FAMILY FOUNDATION *LAZARDE EM*

07/01/2013 to 06/30/2014

Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
191 000	YPF SOCIEDAD ANONIMA SPONS ADR RLPR CL D	02/11/2013	04/10/2014	3,138 53	5,863 93		2,725 40
11 000	BANCO MACRO S A ADR	02/13/2013	04/22/2014	185 43	348 07		162 64
252 000	BANCO MACRO S A ADR	02/11/2013	04/22/2014	4,221 00	7,973 93		3,752 93
177 000	SANLAM LTD ADR	02/11/2013	04/22/2014	4,389 60	4,602 95		213 35
5 000	SANLAM LTD ADR	02/11/2013	04/23/2014	124 00	129 12		5 12
16 000	YPF SOCIEDAD ANONIMA SPONS ADR REPR CL D	02/13/2013	05/05/2014	265 76	470 19		204 43
329 000	CLICKS GROUP LTD SPONS ADR	02/11/2013	06/04/2014	4,564 87	3,671 98		(892 89)
33 000	CLICKS GROUP LTD SPONS ADR	02/11/2013	06/05/2014	457 88	376 66		(81 22)
130 000	TELKOM PT ADREPRESENTING 20 ORD ADR	02/11/2013	06/13/2014	5,217 67	5,244 48		26 81
	CIA DE BEBIDAS DAS AMERICAS-AM ADR	02/19/2014	06/19/2014		0 51	0 51	
	CIA DE BEBIDAS DAS AMERICAS-AM ADR	01/06/2014	06/19/2014		0 22	0 22	
	CIA DE BEBIDAS DAS AMERICAS-AM ADR	02/14/2013	06/19/2014		0 01		0 01
	CIA DE BEBIDAS DAS AMERICAS-AM ADR	02/13/2013	06/19/2014		0 37		0 37
	CIA DE BEBIDAS DAS AMERICAS-AM ADR	02/11/2013	06/19/2014		0 28		0 28
TOTAL PORTFOLIO				128,062.10	143,349.22	6,504.44	8,782.68

Morgan Stanley

Prepared by GERAGHTY/CONDON
Ph. 617-757-8800

Realized Gain/Loss - Detail (07/01/13 - 06/30/14)

As of 07/25/2014

SCARLETT FAMILY FOUNDATION C/O
DOROTHY SCARLETT, JOSEPH
TARA SCARLETT
4117 HILLSBORO PIKE STE 103255
NASHVILLE TN 37215-2728

Acct. 863-011798-095

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
Short Term							
ABB LTD	ABB	935.000	05/29/14	\$22,175.96	06/02/14	\$22,047.56	\$(128.40)
AMBEV S A SPONSORED ADR	ABEV	-	06/19/14	0.00	06/19/14	1.10	1.10
ISHARES CORE TOTAL US BOND	AGG	87.000	05/29/14	9,537.58	05/30/14	9,541.07	3.49
AMGEN INC	AMGN	16.000	05/29/14	1,853.96	05/30/14	1,846.79	(7.17)
AOL INC	AOL	277.000	05/29/14	10,019.34	06/13/14	10,321.59	302.25
POWERSHARES SENIOR LOAN PORT	BKLN	80.000	05/29/14	1,983.89	05/30/14	1,986.35	2.46
	BKLN	370.000	05/29/14	9,175.48	06/30/14	9,201.69	26.21
Totals				\$11,159.37		\$11,188.04	\$28.67
BIOMARIN PHARMAC SE	BMRN	70.000	05/29/14	4,020.80	06/09/14	4,330.30	309.50
VANGUARD TOTAL BOND MARKET	BND	142.000	05/29/14	11,708.26	05/30/14	11,690.60	(17.66)
CBS CORP NEW CL B SHRS	CBS	65.000	05/29/14	3,912.03	06/25/14	4,043.19	131.16
WISDOMTREE DREYFUS EMER CURR	CEW	115.000	05/29/14	2,367.24	06/30/14	2,365.55	(1.69)
	CEW	180.000	05/29/14	3,705.10	06/30/14	3,702.46	(2.64)
	CEW	194.000	05/29/14	3,993.33	05/30/14	3,973.03	(20.30)
Totals				\$10,065.67		\$10,041.04	\$(24.63)
CHINA CONSTRUCTION BANK CORP	CICHY	206.000	05/29/14	3,011.72	06/04/14	3,043.02	31.30
CLICKS GROUP LTD SPONS ADR	CLCGY	193.000	05/29/14	2,410.57	06/04/14	2,156.32	(254.25)
PROSHARES ULTRASHRT BCOM CMD	CMD	37.000	05/29/14	2,051.37	05/30/14	2,003.13	(48.24)
	CMD	38.000	05/29/14	2,106.82	06/30/14	1,975.95	(130.87)
Totals				\$4,158.19		\$3,979.08	\$(179.11)
CREDIT AGRICOLE SA UNSP ADR	CRARY	653.000	05/29/14	5,201.73	06/26/14	4,713.31	(488.42)
DELTA AIR LINES INC NEW	DAL	50.000	05/29/14	2,006.40	06/16/14	1,929.29	(77.11)
POWERSHARES DB G10 CURCY	DBV	153.000	05/30/14	3,990.24	06/30/14	3,991.68	1.44
DOLLAR GEN CORP NEW COM	DG	32.000	05/29/14	1,719.52	05/30/14	1,704.21	(15.31)
DEUTSCHE LUFTHANSA ADR	DLAKY	226.000	05/29/14	5,975.44	06/23/14	4,797.35	(1,178.09)
NOW INC	DNOW	80.000	05/29/14	2,649.99	06/03/14	2,763.51	113.52
ISHARES MSCI EMERGING MKTS ETF	EEM	186.000	05/29/14	8,023.48	06/30/14	8,040.60	17.12
ISHARES MSCI EAFE ETF	EFA	58.000	05/30/14	4,025.78	06/30/14	3,965.37	(60.41)
PROSHARES ULTRASHR MSCI EAF NEW	EFU	105.000	05/29/14	3,994.38	05/30/14	3,985.71	(8.67)
ISHARES JP MORGAN EM BOND ETF	EMB	16.000	05/29/14	1,847.42	06/30/14	1,844.27	(3.15)

Third-party and Morgan Stanley Wealth Management research on certain companies is available to clients of the Firm at no cost. Clients can access this research at www.morganstanleyclientserv.com or contact their Financial Advisor to request a copy of this research be sent to them.

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Realized Gain/Loss - Detail

(07/01/13 - 06/30/14)

As of 07/25/2014

Prepared by GERAGHTY/CONDON
Ph. 617-757-8800

SCARLETT FAMILY FOUNDATION C/O
DOROTHY SCARLETT, JOSEPH
TARA SCARLETT
4117 HILLSBORO PIKE STE 103255
NASHVILLE TN 37215-2728

Acct. 863-011798-095

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
EXPRESS SCRIPTS HLDG CO COM	ESRX	56.000	05/29/14	\$3,977.75	06/19/14	\$3,821.03	\$(156.72)
	ESRX	114.000	05/29/14	8,097.57	06/20/14	7,809.95	(287.62)
Totals				\$12,075.32		\$11,630.98	\$(444.34)
PROSHARES ULTRASHORT EURO	EUO	100.000	05/29/14	1,731.74	06/30/14	1,704.96	(26.78)
	EUO	110.000	05/29/14	1,904.91	05/30/14	1,895.25	(9.66)
Totals				\$3,636.65		\$3,600.21	\$(36.44)
ISHARES MSCI EMU ETF	EZU	94.000	05/29/14	4,071.61	05/30/14	4,080.44	8.83
CURRENCYSHARES JAPANESE YEN	FXY	21.000	05/29/14	2,013.18	05/30/14	2,011.54	(1.64)
STARWOOD HTLS & RSTS WW INC	HOT	511.000	05/29/14	40,485.30	06/13/14	40,250.63	(234.67)
HILLSHIRE BRANDS COMPANY	HSH	270.000	05/29/14	14,225.30	06/10/14	16,757.85	2,532.55
INTERNATIONAL GAME TECH	IGT	480.000	05/29/14	6,013.15	06/04/14	5,998.08	(15.07)
INTERXION HOLDING NV	INXN	231.000	05/29/14	6,091.82	06/06/14	6,079.23	(12.59)
IRON MOUNTAIN INC (DE)	IRM	190.000	05/29/14	5,891.41	06/27/14	6,608.43	717.02
ITAU UNIBANCO MULTIPLE ADR	ITUB	0.300	05/29/14	4.40	06/12/14	4.59	0.19
ISHARES S&P 500 VAL ETF	IVE	22.000	05/29/14	1,952.72	06/30/14	1,986.11	33.39
ISHARES S&P 500 GRWTH ETF	IWW	20.000	05/29/14	2,063.08	05/30/14	2,065.55	2.47
	IWW	40.000	05/29/14	4,126.16	06/30/14	4,207.50	81.34
Totals				\$6,189.24		\$6,273.05	\$83.81
ISHARES RUSSELL 1000 VALUE ETF	IWD	41.000	05/29/14	4,041.58	06/30/14	4,151.97	110.39
ISHARES RUSSELL 1000 GRW ETF	IWF	24.000	05/29/14	2,136.48	05/30/14	2,141.47	4.99
	IWF	120.000	05/29/14	10,682.40	06/30/14	10,911.35	228.95
Totals				\$12,818.88		\$13,052.82	\$233.94
MICHAEL KORS HOLDINGS LTD	KORS	20.000	05/29/14	1,848.74	05/30/14	1,898.27	49.53
LOWES COMPANIES INC	LOW	40.000	05/29/14	1,881.80	06/18/14	1,827.96	(53.84)
	LOW	85.000	05/29/14	3,998.83	06/16/14	3,862.52	(136.31)
	LOW	134.000	05/29/14	6,304.04	06/19/14	6,134.33	(169.71)
Totals				\$12,184.67		\$11,824.81	\$(359.86)
MERCADOLIBRE INC	MELI	53.000	05/29/14	4,647.84	06/12/14	4,663.02	15.18
	MELI	69.000	05/29/14	6,050.96	06/24/14	6,354.82	303.86
Totals				\$10,698.80		\$11,017.84	\$319.04
MICRON TECH INC	MU	245.000	05/29/14	7,025.74	06/20/14	7,755.17	729.43
ORACLE CORP	ORCL	15.000	05/29/14	632.21	06/30/14	611.64	(20.57)
	ORCL	20.000	05/29/14	842.95	06/30/14	815.53	(27.42)
	ORCL	20.000	05/29/14	842.92	06/30/14	815.51	(27.41)

Morgan Stanley

Prepared by GERAGHTY/CONDON
Ph. 617-757-8800

Realized Gain/Loss - Detail (07/01/13 - 06/30/14)

As of 07/25/2014

SCARLETT FAMILY FOUNDATION C/O
DOROTHY SCARLETT, JOSEPH
TARA SCARLETT
4117 HILLSBORO PIKE STE 103255
NASHVILLE TN 37215-2728

Acct. 863-011798-095

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
Totals				\$2,318.08		\$2,242.68	\$(75.40)
PWRSHARES EMERGING MKTS SOV DE	PCY	65.000	05/29/14	\$1,901.90	06/30/14	\$1,895.35	\$(6.55)
PEUGEOT SA ADR	PUGOY	-	06/23/14	0.00	06/23/14	2,237.43	2,237.43
	PUGOY	-	06/30/14	0.00	06/30/14	1,705.89	1,705.89
Totals				\$0.00		\$3,943.32	\$3,943.32
QUALCOMM INC	QCOM	24.000	05/29/14	1,920.72	06/13/14	1,895.55	(25.17)
	QCOM	48.000	05/29/14	3,841.43	06/06/14	3,856.77	15.34
	QCOM	52.000	05/29/14	4,161.55	06/17/14	4,087.78	(73.77)
	QCOM	52.000	05/29/14	4,161.55	06/17/14	4,118.19	(43.36)
Totals				\$14,085.25		\$13,958.29	\$(126.96)
ROYAL DUTCH SHELL PLC	RDSA	7.000	05/29/14	550.88	06/16/14	565.23	14.35
	RDSA	75.000	05/29/14	5,902.17	06/25/14	6,117.47	215.30
	RDSA	83.000	05/29/14	6,531.73	06/16/14	6,701.96	170.23
Totals				\$12,984.78		\$13,384.66	\$399.88
REXAM PLC	REXMY	0.444	05/29/14	20.73	06/02/14	20.08	(0.65)
SPDR DJ WILSHIRE INTL REAL EST	RWX	46.000	05/29/14	2,025.84	05/30/14	2,030.85	5.01
SALLY BEAUTY HLDGS INC	SBH	160.000	05/29/14	4,095.22	06/12/14	3,974.79	(120.43)
SIEMENS AKTIENGESSELLSCHAFT	SIEGY	24.000	05/29/14	3,189.60	06/03/14	3,170.59	(19.01)
SIGNET JEWELERS LIMITED	SIG	42.000	05/29/14	4,539.17	06/09/14	4,513.45	(25.72)
SLM CORPORATION	SLM	868.000	05/29/14	7,487.98	06/24/14	7,252.23	(235.75)
STAPLES INC	SPLS	712.000	05/29/14	8,072.16	06/09/14	7,936.13	(136.03)
SPDR TRUST SERIES 1	SPY	21.000	05/29/14	4,037.67	05/30/14	4,045.14	7.47
SPDR BLACKSTONE GSO SEN LOAN	SRLN	40.000	05/29/14	1,992.00	05/30/14	1,991.95	(0.05)
TIBCO SOFTWARE INC	TIBX	476.000	05/29/14	10,280.55	06/02/14	9,920.86	(359.69)
PT TELEKOMUNIKASI INDONESIA	TLK	190.000	05/29/14	8,355.71	06/13/14	7,772.70	(583.01)
UNITED RENTALS INC	URI	71.000	05/29/14	7,192.29	06/09/14	7,643.52	451.23
VANGUARD EUROPEAN MSCI ETF	VGK	65.000	05/29/14	3,959.55	05/30/14	3,963.61	4.06
VALEANT PHARMACEUTIC INTL INC	VRX	31.000	05/29/14	4,006.13	06/16/14	3,664.29	(341.84)
VANGUARD VALUE ETF INDEX	VTV	25.000	05/29/14	1,990.50	06/30/14	2,023.70	33.20
VANGUARD GROWTH ETF	VUG	22.000	05/29/14	2,129.09	05/30/14	2,130.87	1.78
	VUG	45.000	05/29/14	4,354.97	06/30/14	4,450.40	95.43
Totals				\$6,484.06		\$6,581.27	\$97.21
VANGUARD FTSE EMERGING MARKETS	VWO	188.000	05/29/14	8,042.08	06/30/14	8,108.26	66.18
WISDOMTREE INVSTS INC	WETF	388.000	05/29/14	3,980.03	06/05/14	4,489.45	509.42

Realized Gain/Loss - Detail

(07/01/13 - 06/30/14)

As of 07/25/2014

Prepared by GERAGHTY/CONDRON
Ph 617-757-8800

SCARLETT FAMILY FOUNDATION C/O
DOROTHY SCARLETT, JOSEPH
TARA SCARLETT
4117 HILLSBORO PIKE STE 103255
NASHVILLE TN 37215-2728

Acct. 863-011798-095

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
WILLIAMS CO INC	WMB	345.000	05/29/14	\$16,065.62	06/17/14	\$20,026.08	\$3,960.46
ZOETIS INC CLASS-A	ZTS	62.000	05/29/14	1,901.35	05/30/14	1,908.97	7.62
Short Term Totals:				\$423,744.59		\$433,409.24	\$9,664.65
07/01/13 - 06/30/14 Short & Long Term Totals:				\$423,744.59		\$433,409.24	\$9,664.65

** Gain/Loss is only calculated when an original cost basis is available.

New Treasury regulations require that we report your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. This section may not reflect all of the basis adjustments we are required to make for tax reporting purposes. The information in this section is provided for informational purposes only and should not be used in the preparation of your income tax returns.

The above summary/prices/quotes/statistics have been obtained from sources believed reliable but are not necessarily complete and cannot be guaranteed. The information contained in client monthly account statements and confirmations reflects all transactions, and as such supersedes all other reports for financial and tax purposes. This report does not supersede or replace your monthly Client Statement. If we do not hold the securities in a Morgan Stanley Wealth Management account, the report reflects securities which we believe you own, based upon your communications with our Financial Advisor. © 2014 Morgan Stanley Smith Barney LLC. Member SIPC.

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Private Wealth Management

Supplemental Report

Page: 1

Realized Gains & Losses

863888004 : SCARLETT FAMILY FOUNDATION *TSCO*

07/01/2013 to 06/30/2014

Trade Date Reporting

Valuation Currency: USD
Sort Order: (losing Date)

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
58,091 000	TRACTOR SUPPLY CO		02/10/2014		3,837,534 83	3,837,534 83	
15,066 000	IRAC IOR SUPPLY CO		02/11/2014		991,188 47	991,188 47	
2,643 000	TRACTOR SUPPLY CO		02/11/2014		174,429 41	174,429 41	
56,445 000	TRACTOR SUPPLY CO		05/12/2014		3,737,682 32	3,737,682 32	
33,815 000	TRACTOR SUPPLY CO		05/13/2014		2,206,582 85	2,206,582 85	
58,413 000	TRACTOR SUPPLY CO		05/13/2014		3,775,680 10	3,775,680 10	
29,672 000	TRACTOR SUPPLY CO		05/14/2014		1,901,019 20	1,901,019 20	
3,739 000	TRACTOR SUPPLY CO		05/14/2014		241,083 14	241,083 14	
9,922 000	TRACTOR SUPPLY CO		05/14/2014		637,592 47	637,592 47	
86,196 000	TRACTOR SUPPLY CO		05/15/2014		5,437,875 96	5,437,875 96	
100 000	IRAC IOR SUPPLY CO		05/15/2014		6,397 85	6,397 85	
68,778 000	TRACTOR SUPPLY CO		05/16/2014		4,341,433 59	4,341,433 59	
TOTAL PORTFOLIO				924.00	27,288,500.19	27,287,576.19	0.00

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
1,175 000	CENTURYLINK INC	09/13/2011	07/30/2013	40,169 96	42,221 12		2,051 16
30 000	3 M CO	03/17/2009	08/27/2013	1,432 24	3,408 98		1,976 74
52 000	BAXTER INTERNATIONAL INC	04/08/2008	08/27/2013	3,100 76	3,686 12		585 36
75 000	DANAHER CORP	04/30/2013	08/27/2013	4,536 84	4,934 01	397 17	
158 000	MARSH & MCLENNAN COS INC	07/19/2012	08/27/2013	5,195 29	6,596 35		1,401 06
249 000	MICROSOFT CORP	11/04/2009	08/27/2013	7,013 46	8,479 55		1,466 09
99 000	MONDELEZ INTL INC	11/20/2012	08/27/2013	2,569 96	3,034 78	464 82	
20 000	PNC FINANCIAL SERVICES GRP	02/12/2008	08/27/2013	1,274 41	1,465 57		191 16
119 000	PNC FINANCIAL SERVICES GRP	05/31/2007	08/27/2013	8,833 37	8,720 11		(113 26)
43 000	SEMPRA ENERGY	01/26/2012	08/27/2013	2,504 66	3,574 28		1,069 62
766 000	TARGET CORP	08/16/2011	08/27/2013	36,859 92	48,830 96		11,971 04
84 000	VISA INC CLASS A	04/15/2010	08/27/2013	7,958 77	14,593 40		6,634 63
47 000	MALLINCKRODT PLC	02/09/2011	09/12/2013	1,617 26	2,102 74		485 48
57 000	MALLINCKRODT PLC	08/19/2009	09/12/2013	1,599 97	2,550 13		950 16
313 000	V F CORP	05/01/2012	10/02/2013	47,955 07	60,808 58		12,853 51
1,769 000	LMC CORP MASS	08/03/2012	11/01/2013	47,184 54	42,591 64		(4,592 90)
633 000	SEMPRA ENERGY	01/26/2012	11/26/2013	36,870 98	56,152 45		19,281 47
351 000	YUM BRANDS INC	08/05/2010	11/26/2013	14,687 07	27,195 00		12,507 93
462 000	3 M CO	03/17/2009	12/16/2013	22,056 48	58,831 99		36,775 51
159 000	BAXTER INTERNATIONAL INC	06/30/2008	02/07/2014	9,983 61	10,698 92		715 31
109 000	BAXTER INTERNATIONAL INC	04/08/2008	02/07/2014	6,499 67	7,334 48		834 81
737 000	DUKE ENERGY CORP NEW	01/30/2013	02/07/2014	50,317 64	51,257 45		939 81
1,712 000	MONDELEZ INTL INC	11/20/2012	02/28/2014	44,442 15	58,439 81		13,997 66
375 000	COVIDIEN PLC	02/09/2011	04/08/2014	17,017 93	26,463 16		9,445 23
460 000	COVIDIEN PLC	08/19/2009	04/08/2014	16,702 18	32,461 48		15,759 30
430 000	QUALCOMM INC	01/11/2010	04/08/2014	21,199 17	33,431 76		12,232 59
530 000	ALLERGAN INC	09/26/2012	05/14/2014	48,724 86	84,705 64		35,980 78
63 000	QUALCOMM INC	09/11/2012	05/14/2014	3,880 50	5,050 38		1,169 88

Realized Gains & Losses
863888404 : SCARLETT FAMILY FOUNDATION *MS PORTFOLIO*
07/01/2013 to 06/30/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
312 000	QUALCOMM INC	01/11/2010	05/14/2014	15,381.72	25,011.43		9,629.71
553 000	PNC FINANCIAL SERVICES GRP	08/09/2011	06/12/2014	26,925.57	48,165.51		21,239.94
255 000	PNC FINANCIAL SERVICES GRP	06/30/2008	06/12/2014	14,680.91	22,210.14		7,529.23
77 000	PNC FINANCIAL SERVICES GRP	04/08/2008	06/12/2014	5,226.01	6,706.59		1,480.58
189 000	PNC FINANCIAL SERVICES GRP	02/12/2008	06/12/2014	12,043.15	16,461.63		4,418.48
	TOTAL PORTFOLIO			586,446.08	828,176.14	861.99	240,868.07

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACL ALTERNATIVE FUND	383.	0.	383.	383.	
MS 10605	108,321.	0.	108,321.	108,321.	
MS 10689	70,972.	0.	70,972.	70,972.	
MS 10981	30,303.	0.	30,303.	30,303.	
MS 11306	47,004.	0.	47,004.	47,004.	
MS 11323	163,467.	0.	163,467.	163,467.	
MS 11391	12,220.	0.	12,220.	12,220.	
MS 11392	19,471.	0.	19,471.	19,471.	
MS 11393	10,651.	0.	10,651.	10,651.	
MS 11394	26,241.	0.	26,241.	26,241.	
MS 11395	35,838.	0.	35,838.	35,838.	
MS 11798	64,331.	10,930.	53,401.	53,401.	
MS 88004	180,277.	0.	180,277.	180,277.	
MS 88394	5,399.	1,678.	3,721.	3,721.	
MS 88395	35,725.	0.	35,725.	35,725.	
MS 88404	60,008.	0.	60,008.	60,008.	
MS 88413	18,252.	16,134.	2,118.	2,118.	
MS 88437	40.	0.	40.	40.	
MS 88460	22,993.	0.	22,993.	22,993.	
MS 88503	13,532.	3,255.	10,277.	10,277.	
MS 88504	32,765.	0.	32,765.	32,765.	
MS 88505	20,588.	119.	20,469.	20,469.	
MS 88506	27,434.	14,563.	12,871.	12,871.	
MS 88507	8.	0.	8.	8.	
TO PART I, LINE 4	1,006,223.	46,679.	959,544.	959,544.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECTION 988 LOSS FROM ACL ALTERNATIVE FUND	-1,270.	-1,270.	
OTHER INCOME FROM ACL ALTERNATIVE FUND	4.	4.	
OTHER INCOME FROM MS CAPITAL PARTNERS V CAYMAN L.P	1,727.	1,727.	
BOND AMORTIZATION	110,006.	110,006.	
TOTAL TO FORM 990-PF, PART I, LINE 11	110,467.	110,467.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	30,310.	0.		30,310.	
TO FORM 990-PF, PG 1, LN 16B	30,310.	0.		30,310.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCHOLARSHIP PROGRAM MANAGEMENT FEES	14,554.	0.		14,554.	
PROFESSIONAL FEES	6,117.	0.		6,117.	
INVESTMENT MANAGEMENT FEES	234,664.	234,664.		0.	
TO FORM 990-PF, PG 1, LN 16C	255,335.	234,664.		20,671.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	28,610.	28,610.		0.	
FEDERAL TAXES	156,159.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	184,769.	28,610.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PERMITS AND LICENSES	20.	0.		20.	
DUES & SUBSCRIPTIONS	4,887.	0.		4,887.	
POSTAGE & DELIVERY	519.	519.		0.	
OFFICE SUPPLIES	323.	0.		323.	
COMPUTER AND INTERNET EXPENSE	966.	0.		966.	
OTHER DEDUCTIONS FROM INVESTMENT K-1'S	37,447.	0.		37,447.	
MARKETING EXPENSES	1,236.	0.		1,236.	
AMORTIZATION	921.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	46,319.	519.		44,879.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
TIMING DIFFERENCE FROM K-1 INCOME		143,489.	
INVESTMENT VALUE DIFFERENCE		7,715,012.	
DIFFERENCE IN BOOK/TAX GAIN ON SALE OF STOCK		11,610,417.	
TOTAL TO FORM 990-PF, PART III, LINE 5		19,468,918.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MORGAN STANLEY 10605	1,926,479.	2,762,326.		
MORGAN STANLEY 10689	1,989,116.	2,234,536.		
MORGAN STANLEY 10981	1,454,259.	1,559,969.		
MORGAN STANLEY 11306	1,725,804.	2,304,993.		
MORGAN STANLEY 11393	1,166,857.	1,397,034.		
MORGAN STANLEY 11394	2,070,053.	2,204,270.		
MORGAN STANLEY 11395	1,376,094.	1,460,286.		
MORGAN STANLEY 11798	20,003,810.	20,301,129.		
MORGAN STANLEY 88004	0.	0.		
MORGAN STANLEY 88404	2,223,359.	3,077,244.		
PURCHASED INTEREST - MORGAN STANLEY 10981	0.	0.		
PURCHASED INTEREST - MORGAN STANLEY 11798	438.	438.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,936,269.	37,302,225.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORGAN STANLEY 88394	298,753.	315,016.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	298,753.	315,016.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CITI 134718 - SELECT INVESTMENT	COST	0.	2,914,034.
MORGAN STANLEY 11323	COST	3,636,869.	3,883,004.
MORGAN STANLEY 11391	COST	930,972.	1,129,089.
MORGAN STANLEY 11392	COST	1,033,180.	1,247,637.
MORGAN STANLEY 88413	COST	2,036,617.	1,088,508.
MORGAN STANLEY 88460	COST	1,293,554.	1,553,000.
MORGAN STANLEY 88501	COST	0.	900,524.
MORGAN STANLEY 88503	COST	517,823.	508,105.
MORGAN STANLEY 88504	COST	540,232.	551,669.
MORGAN STANLEY 88505	COST	528,614.	525,326.
MORGAN STANLEY 88506	COST	1,576,565.	1,638,265.
MORGAN STANLEY 88507	COST	1,000,000.	1,026,159.
MORGAN STANLEY CAPITAL PARTNERS V 88395	COST	903,835.	1,365,734.
PURCHASED INTEREST - MORGAN STANLEY 11323	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,998,261.	18,331,054.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WEBSITE DEVELOPMENT	8,446.	8,446.	8,446.
ACCUMULATED AMORTIZATION	-7,218.	-8,139.	-8,139.
TO FORM 990-PF, PART II, LINE 15	1,228.	307.	307.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TARA ANNE SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	PAST PRESIDENT AND DIRECTOR 0.00	0.	0.	0.
DOROTHY F. SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	SECRETARY 0.00	0.	0.	0.
JOSEPH H. SCARLETT, JR. 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	TRUSTEE 0.00	0.	0.	0.
ANDREW S. SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	PRESIDENT AND DIRECTOR 0.00	0.	0.	0.
JENNIFER SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	TREASURER 0.00	0.	0.	0.
TOM PARRISH 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	EXECUTIVE DIRECTOR 18.50	111,338.	0.	0.
MICHAEL PEACOCK 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 372152728	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		111,338.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SCARLETT FAMILY FOUNDATION - TOM PARRISH
PO BOX 103255
NASHVILLE, TN 37215-2728

NAME OF GRANT PROGRAM

COLLEGE SCHOLARSHIPS

FORM AND CONTENT OF APPLICATIONS

COLLEGE SCHOLARSHIP APPLICATIONS MAY BE ACCESSED ON-LINE AT
WWW.SCARLETTFOUNDATION.ORG.

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINE IS DECEMBER 15TH.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE SCHOLARSHIP PROGRAM IS OPEN ONLY TO HIGH SCHOOL SENIORS, COLLEGE FRESHMAN, SOPHOMORES, AND JUNIORS FROM MIDDLE TENNESSEE WHO ARE PURSUING A BUSINESS STUDIES DEGREE ON A FULL TIME BASIS AT A 4 YEAR, NOT-FOR-PROFIT COLLEGE OR UNIVERSITY IN THE UNITED STATES. STUDENTS MUST EXHIBIT FINANCIAL NEED. ALL DETAILS ARE AVAILABLE ONLINE AT WWW.SCARLETTFOUNDATION.ORG.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SCARLETT FAMILY FOUNDATION - TOM PARRISH
PO BOX 103255
NASHVILLE, TN 37215-2728

NAME OF GRANT PROGRAM

GRANTS

FORM AND CONTENT OF APPLICATIONS

TO DETERMINE IF AN ORGANIZATION QUALIFIES - INTERESTED APPLICANTS ARE
ENCOURAGED TO REVIEW THE WEBSITE (WWW.SCARLETTFOUNDATION.ORG) THEN CONTACT
TOM PARRISH, EXECUTIVE DIRECTOR, BY EMAIL;
TOMPARRISH@SCARLETTFOUNDATION.ORG.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATION FOR A GRANT IS BY INVITATION ONLY.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SCARLETT FAMILY FOUNDATION	20-1980932
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	4117 HILLSBORO PIKE, NO. 103255	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NASHVILLE, TN 37215-2728	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LPMC

- The books are in the care of ► **P.O. BOX 1869 - BRENTWOOD, TN 37024-1869**
Telephone No ► **615-377-4600** Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	579,279.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	162,145.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	417,134.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.