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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning JUL 1, 2008, and ending JUN 30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation SCARLETT FAMILY FOUNDATION		A Employer identification number 20-1980932
	Number and street (or P.O. box number if mail is not delivered to street address) 4117 HILLSBORO PIKE		B Telephone number (615) 377-4600
	Room/suite 103255		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 ☐
	City or town, state, and ZIP code NASHVILLE, TN 37215-2728		
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) \$ 21,993,575.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)
Revenue	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	759,106.	759,106.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<2,552,897.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	8,590,768.			
	7 Capital gain net income (from Part IV, line 2)		431,838.		
	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	246,129.	246,129.		STATEMENT 3	
12 Total. Add lines 1 through 11	<1,547,662.>	1,437,073.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	69,200.	0.		69,200.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4 22,024.	0.		22,024.
	c Other professional fees	STMT 5 16,295.	0.		16,295.
	17 Interest				
	18 Taxes	STMT 6 407,607.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,100.	0.		3,100.
	22 Printing and publications	2,563.	0.		2,563.
	23 Other expenses	STMT 7 257,029.	251,838.		3,730.
	24 Total operating and administrative expenses. Add lines 13 through 23	777,818.	251,838.		116,912.
	25 Contributions, gifts, grants paid	1,128,414.			1,128,414.
26 Total expenses and disbursements. Add lines 24 and 25	1,906,232.	251,838.		1,245,326.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<3,453,894.>				
b Net investment income (if negative, enter -0-)		1,185,235.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			1,774,232.	132,309.	132,309.
	2 Savings and temporary cash investments			2,991,152.	522,418.	522,418.
	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 STMT 9			6,188,084.	6,910,081.	7,120,736.
	b Investments - corporate stock STMT 10			6,217,825.	3,217,772.	2,532,357.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 11			11,941,752.	14,587,822.	11,681,741.
	14 Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 12)			0.	4,014.	4,014.
	16 Total assets (to be completed by all filers)			29,113,045.	25,374,416.	21,993,575.
	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.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			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			29,113,045.	25,374,416.		
30 Total net assets or fund balances			29,113,045.	25,374,416.		
31 Total liabilities and net assets/fund balances			29,113,045.	25,374,416.		

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	29,113,045.
2 Enter amount from Part I, line 27a	2	<3,453,894.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,659,151.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	284,735.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,374,416.

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 STATEMENT			
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 8,590,768.		8,158,930.	431,838.

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			431,838.

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	431,838.
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 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))
2007	283,918.	29,018,718.	.009784
2006	52,653.	5,760,896.	.009140
2005	117,728.	2,749,205.	.042823
2004	7,750.	207,198.	.037404
2003	0.		

2 Total of line 1, column (d)	2	.099151
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	.019830
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	22,661,694.
5 Multiply line 4 by line 3	5	449,381.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,852.
7 Add lines 5 and 6	7	461,233.
8 Enter qualifying distributions from Part XII, line 4	8	1,245,326.

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 letter: _____ (attach copy of ruling 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	11,852.
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	11,852.
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	11,852.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 63,000.		
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	63,000.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	51,148.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	51,148. Refunded	11	0.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c 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) <u>TN</u>		
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 2008 or the taxable year beginning in 2008 (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

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.SCARLETTFOUNDATION.ORG	X	
14	The books are in care of ► LPMC 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

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 page 20 of the 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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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 2008 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 2008.)	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 2008?	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 you answered "Yes" to 6b, also 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 13		69,200.	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

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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	21,610,226.
b	Average of monthly cash balances	1b	1,396,570.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,006,796.
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	23,006,796.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	345,102.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,661,694.
6	Minimum investment return. Enter 5% of line 5	6	1,133,085.

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	1,133,085.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	11,852.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,852.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,121,233.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,121,233.
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	1,121,233.

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	1,245,326.
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	1,245,326.
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	11,852.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,233,474.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,121,233.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			989,072.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 1,245,326.				
a Applied to 2007, but not more than line 2a			989,072.	
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 2008 distributable amount				256,254.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				864,979.
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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV	Private Operating Foundations (see instructions and Part VII A, question 9)
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N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	759,106.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	246,129.	
8 Gain or (loss) from sales of assets other than inventory			18	<2,552,897.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,547,662.>	0.
13 Total. Add line 12, columns (b), (d), and (e)					

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

13 <1,547,662.>

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

[illegible]

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	79,231 SHRS TRACTOR SUPPLY CO.		VARIOUS	07/21/08
b	MORGAN STANLEY #78184 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
c	MORGAN STANLEY #78184 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
d	MORGAN STANLEY #10605 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
e	MORGAN STANLEY #10605 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
f	MORGAN STANLEY #P0010 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
g	MORGAN STANLEY #P0010 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
h	MORGAN STANLEY #10606 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
i	MORGAN STANLEY #10606 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
j	MORGAN STANLEY #10689 - SEE ATTACHMENT	P	VARIOUS	VARIOUS
k	ACL ALTERNATIVE FUND	P	VARIOUS	VARIOUS
l	ACL ALTERNATIVE FUND	P	VARIOUS	VARIOUS
m	CAPITAL GAINS DIVIDENDS			
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 2,398,887.		689.	2,398,198.
b 429,709.		671,694.	<241,985.>
c 549,963.		803,699.	<253,736.>
d 180,386.		473,626.	<293,240.>
e 244,747.		648,371.	<403,624.>
f 677,725.		684,636.	<6,911.>
g 2,163,807.		2,122,919.	40,888.
h 196,920.		438,990.	<242,070.>
i 837,373.		1,532,512.	<695,139.>
j 633,910.		781,794.	<147,884.>
k 86,430.			86,430.
l 1,111.			1,111.
m 189,800.			189,800.
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			2,398,198.
b			<241,985.>
c			<253,736.>
d			<293,240.>
e			<403,624.>
f			<6,911.>
g			40,888.
h			<242,070.>
i			<695,139.>
j			<147,884.>
k			86,430.
l			1,111.
m			189,800.
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	431,838.
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

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
79,231 SHRS TRACTOR SUPPLY CO.				VARIOUS	07/21/08
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,398,887.	2,985,424.	0.	0.	<586,537.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #78184 - SEE ATTACHMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
429,709.	671,694.	0.	0.	<241,985.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #78184 - SEE ATTACHMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
549,963.	803,699.	0.	0.	<253,736.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #10605 - SEE ATTACHMENT	180,386.	473,626.	0.	0.	<293,240.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #10605 - SEE ATTACHMENT	244,747.	648,371.	0.	0.	<403,624.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #P0010 - SEE ATTACHMENT	677,725.	684,636.	0.	0.	<6,911.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #P0010 - SEE ATTACHMENT	2,163,807.	2,122,919.	0.	0.	40,888.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #10606 - SEE ATTACHMENT	196,920.	438,990.	0.	0.	<242,070.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #10606 - SEE ATTACHMENT	837,373.	1,532,512.	0.	0.	<695,139.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MORGAN STANLEY #10689 - SEE ATTACHMENT	633,910.	781,794.	0.	0.	<147,884.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ACL ALTERNATIVE FUND	86,430.	0.	0.	0.	86,430.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
ACL ALTERNATIVE FUND	PURCHASED		VARIOUS		VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,111.	0.	0.	0.	1,111.	
CAPITAL GAINS DIVIDENDS FROM PART IV				189,800.	
TOTAL TO FORM 990-PF, PART I, LINE 6A				<2,552,897.>	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACL ALTERNATIVE FUND	12,786.	0.	12,786.
MORGAN STANLEY B2-10605	146,995.	0.	146,995.
MORGAN STANLEY B2-10606	67,717.	0.	67,717.
MORGAN STANLEY B2-10689	49,472.	0.	49,472.
MORGAN STANLEY B2-11766	9,897.	0.	9,897.
MORGAN STANLEY B2-12534	243,097.	187,314.	55,783.
MORGAN STANLEY B2-12544	3,692.	2,486.	1,206.
MORGAN STANLEY B2-78184	60,432.	0.	60,432.
MORGAN STANLEY B2-P0010	354,818.	0.	354,818.
TOTAL TO FM 990-PF, PART I, LN 4	948,906.	189,800.	759,106.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME FROM INVESTMENT ACCOUNTS	1,193.	1,193.	
SECTION 1256 INCOME FROM ACL ALTERNATIVE FUND	219,005.	219,005.	
SECTION 988 INCOME FROM ACL ALTERNATIVE FUND	19,151.	19,151.	
OTHER INCOME FROM ACL ALTERNATIVE FUND	6,780.	6,780.	
TOTAL TO FORM 990-PF, PART I, LINE 11	246,129.	246,129.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	22,024.	0.		22,024.	
TO FORM 990-PF, PG 1, LN 16B	22,024.	0.		22,024.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCHOLARSHIP PROGRAM MANAGEMENT FEES	16,295.	0.		16,295.	
TO FORM 990-PF, PG 1, LN 16C	16,295.	0.		16,295.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	392,472.	0.		0.	
FOREIGN TAXES	15,135.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	407,607.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	500.	0.		500.	
MISCELLANEOUS	31.	0.		31.	
INVESTMENT MANAGEMENT FEES	140,683.	140,683.		0.	
POSTAGE & DELIVERY	1,016.	0.		1,016.	
BOND AMORTIZATION	47,254.	47,254.		0.	

. SCARLETT FAMILY FOUNDATION			20-1980932
OFFICE SUPPLIES	611.	0.	611.
COMPUTER AND INTERNET EXPENSE	1,552.	0.	1,552.
LICENSES AND FEES	20.	0.	20.
OTHER DEDUCTIONS FROM ACL ALTERNATIVE FUND AMORTIZATION	63,901. 1,461.	63,901. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 23	257,029.	251,838.	3,730.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
TIMING DIFFERENCE FROM K-1 INCOME	281,361.
PRIOR PERIOD RECONCILING ITEMS	3,374.
TOTAL TO FORM 990-PF, PART III, LINE 5	284,735.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY B2-P0010	X		6,910,081.	7,120,736.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,910,081.	7,120,736.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,910,081.	7,120,736.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TRACTOR SUPPLY COMPANY (TSCO)	0.	0.
MORGAN STANLEY B2-78184	3,217,772.	2,532,357.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,217,772.	2,532,357.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CITI 134718 - SELECT INVESTMENT	COST	3,000,000.	2,536,492.
MORGAN STANLEY B2-10606	COST	1,922,221.	1,557,349.
MORGAN STANLEY B2-10605	COST	3,021,054.	2,441,050.
MORGAN STANLEY B2-12534	COST	1,864,197.	902,753.
MORGAN STANLEY B2-12544	COST	1,103,688.	670,855.
MORGAN STANLEY B2-10689	COST	2,251,151.	1,957,553.
MORGAN STANLEY SELECT INVESTMENT	COST	0.	0.
PURCHASED INTEREST - MORGAN STANLEY #P0010	COST	3,688.	3,688.
MORGAN STANLEY CAPITAL PARTNERS	COST	221,823.	221,823.
BROWN BROTHERS 12558	COST	1,200,000.	1,390,178.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,587,822.	11,681,741.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WEBSITE DEVELOPMENT	0.	5,475.	5,475.
ACCUMULATED AMORTIZATION	0.	<1,461.>	<1,461.>
TO FORM 990-PF, PART II, LINE 15	0.	4,014.	4,014.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH H. SCARLETT, JR. 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 37215-2728	PRESIDENT AND DIRECTOR 0.00	0.	0.	0.
DOROTHY F. SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 37215-2728	DIRECTOR/VP AND TREASURER 0.00	0.	0.	0.
TARA ANNE SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 37215-2728	DIRECTOR/SECRETARY 0.00	0.	0.	0.
ANDREW S. SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 37215-2728	DIRECTOR 0.00	0.	0.	0.
JENNIFER SCARLETT 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 37215-2728	DIRECTOR 0.00	0.	0.	0.
TOM PARRISH 4117 HILLSBORO PIKE, SUITE 103255 NASHVILLE, TN 37215-2728	EXECUTIVE DIRECTOR 14.75	69,200.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		69,200.	0.	0.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SCARLETT FAMILY FOUNDATION SCHOLARSHIP-SCHOLARSHIP PROGRAM ADMINISTRATORS
PO BOX 23737
NASHVILLE, TN 37202-3737

TELEPHONE NUMBER

615-320-3149

FORM AND CONTENT OF APPLICATIONS

SCHOLARSHIP APPLICATIONS MAY BE ACCESSED ON-LINE AT
WWW.SCHOLARSHIPADMINISTRATORS.NET THE ACCESS KEY ID: SFFS

ANY SUBMISSION DEADLINES

GENERALLY - THE COMPLETED APPLICATIONS MUST BE POSTMARKED BY FEBRUARY 15TH.
HOWEVER - THE DATE MAY BE CHANGED IN ANY YEAR. APPLICANTS SHOULD CHECK AT

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE SCHOLARSHIP PROGRAM IS ONLY OPEN TO SENIORS IN MIDDLE TENNESSEE THAT
WILL BE PURSUING A BUSINESS STUDIES DEGREE ON A FULL TIME BASIS AT A
COLLEGE OR UNIVERSITY WITHIN THE UNITED STATES. SUCH STUDENTS MUST ALSO BE
ABLE TO DEMONSTRATE A NEED FOR FINANCIAL ASSISTANCE.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMELIA SHAW 118 GLEN ECHO DRIVE, SMYRNA, TN 37167	NONE TUITION	INDIVIDUAL	5,000.
BRIDGES ACADEMY 510 WOODLAND STREET, NASHVILLE, TN 37206	NONE EDUCATION	SCHOOL	100,000.
CATHERINE CORDREY 804 RED HOLLOW DRIVE, SPRINGFIELD, TN 37172	NONE TUITION	INDIVIDUAL	5,200.
GEORGE PETTY 358 DYE ROAD, BELL BUCKLE, TN 37020	NONE TUITION	INDIVIDUAL	6,600.
JANNA SCHROTT 719 HARPETH PKWY W, NASHVILLE, TN 37221	NONE TUITION	INDIVIDUAL	17,400.
JILLIAN OLSSON 624 HAMPTON COURT, FRANKLIN, TN 37064	NONE TUITION	INDIVIDUAL	17,600.
KIMBERLY STEVENSON 427 ELM STREET, PULASKI, TN 38478	NONE TUITION	INDIVIDUAL	7,000.
RACHEL SHAW 296 LOCUST GROVE ROAD, WATERTOWN, TN 37184	NONE TUITION	INDIVIDUAL	14,600.
RYAN GOOSETREE 100 AUSTIN DRIVE, PORTLAND, TN 37148	NONE TUITION	INDIVIDUAL	15,600.

SCARLETT FAMILY FOUNDATION

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TREVOR FLETCHER P.O. BOX 74, BEECH GROVE, TN 37018	NONE TUITION	INDIVIDUAL	13,914.
ADOPT A BOOK LITERACY FOUNDATION 1517 TOWNE PARK LANE, FRANKLIN, TN 37067	NONE PURCHASED NEW BOOKS FOR THE CHILDREN'S AFTER SCHOOL PROGRAM	501(C)(3)	25,000.
BOOK'EM 421 GREAT CIRCLE RD, SUITE 100A, NASHVILLE, TN 37228	NONE PURCHASED NEW BOOKS TO EXPAND THE FUNDAMENTAL READING PROGRAM	501(C)(3)	20,000.
BACKFIELD IN MOTION 920 WOODLAND STREET, NASHVILLE, TN 37206	NONE HIRED READING SPECIALIST AND BOUGHT EDUCATIONAL SUPPLIES	501(C)(3)	50,000.
NEW HOPE ACADEMY 1820 DOWNS BLVD., FRANKLIN, TN 37064	NONE 2 SCHOLARSHIPS	SCHOOL	18,500.
BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE 624 GRASSMERE PARK, SUITE 8, NASHVILLE, TN 37222	NONE EDUCATIONAL PROGRAMS AND SCHOLARSHIPS	501(C)(3)	100,000.
JUNIOR ACHIEVEMENT OF MIDDLE TENNESSEE 120 POWELL PLACE , NASHVILLE, TN 37204	NONE PURCHASED CLASSROOM MATERIALS USED BY VOLUNTEER TEACHERS	501(C)(3)	10,000.
KIPP ACADEMY NASHVILLE 123 DOUGLAS AVE., NASHVILLE, TN 37207	NONE SUPPORT TO LAUNCH NEW PROGRAM, COVERED EXPENSES	501(C)(3)	15,000.
LEAD ACADEMY 1704 HEIMAN ST., NASHVILLE, TN 37208	NONE EXPANSION OF STUDENT PROGRAMS & HIRE PART-TIME COUNSELOR	501(C)(3)	15,000.

SCARLETT FAMILY FOUNDATION

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UNITED WAY OF MIDDLE TENNESSEE 250 VENTURE CIRCLE, NASHVILLE, TN 37228	NONE EXPANSION OF LITERACY PROGRAM	501(C)(3)	88,706.
SALAMA URBAN MINISTRIES, INC. 1205 8TH AVE., NASHVILLE, TN 37203	NONE 1/3 OF THE COST TO ESTABLISH AN INTERNSHIP PROGRAM	501(C)(3)	50,000.
NASHVILLE ADULT LITERACY COUNCIL 4805 PARK AVE., NASHVILLE, TN 37209	NONE START DROP-IN LEARNING CENTER TO HELP ADULTS W/TUTORING SERVICE	501(C)(3)	50,000.
FRIENDSHIP CHRISTIAN SCHOOL 5400 COLES FERRY PIKE, LEBANON, TN 37087	NONE STARTED PROGRAM TO ASSESS THE LITERACY SKILLS OF STUDENTS	SCHOOL	1,290.
FRANKLIN ROAD ACADEMY 4700 FRANKLIN ROAD, NASHVILLE, TN 37220	NONE ESTABLISHMENT OF A FULL YEAR, RENEWABLE SCHOLARSHIP	SCHOOL	20,000.
ADAMS ANDREWS 8028 LAST BUTLER ROAD, COOLINWOOD, TN 38450	NONE TUITION	INDIVIDUAL	15,000.
KEVIN BROWN 2000 GREGORY LANE NW, CLEVELAND, TN 37312	NONE TUITION	INDIVIDUAL	11,900.
JUSTIN CASTRO 7307 GLENWOOD COURT, FAIRVIEW, TN 37062	NONE TUITION	INDIVIDUAL	5,000.
PETER CLEGGETT 3991 CROUCH DRIVE, NASHVILLE, TN 37207	NONE TUITION	INDIVIDUAL	20,000.
DALTON COFFEE 2460 PLEASANT VIEW ROAD, PLEASANT VIEW, TN 37146	NONE TUITION	INDIVIDUAL	2,500.

RION EDWARDS 6624 SHEDDEN ROAD, GREENBRIER, TN 37073	NONE TUITION	INDIVIDUAL	20,000.
OLUWATOSIN EKUNDAYO 1900 11TH AVENUE NORTH, NASHVILLE, TN 37208	NONE TUITION	INDIVIDUAL	20,000.
DOUGLAS ELKS 203 LIGON DRIVE, LEBANON, TN 37087	NONE TUITION	INDIVIDUAL	12,180.
JAMES FISHER 105 HILLTOP DRIVE, MCEWEN, TN 37101	NONE TUITION	INDIVIDUAL	20,000.
TAYLOR GAW 133 PENNBROKE DRIVE, HENDERSONVILLE, TN 37075	NONE TUITION	INDIVIDUAL	13,600.
HEATHER HARRISON 124 TRAIL RIDGE DRIVE, HENDERSONVILLE, TN 37075	NONE TUITION	INDIVIDUAL	9,940.
ABRAHAM IGE 3504 COLONY POINT WEST, NASHVILLE, TN 37217	NONE TUITION	INDIVIDUAL	20,000.
SHAWANA KENNEDY 379 REVILO ROAD, LEOMA, TN 38468	NONE TUITION	INDIVIDUAL	15,470.
RUBY MADRIGAL 2749 WINDCREST TRL., ANTIOCH, TN 37013	NONE TUITION	INDIVIDUAL	20,000.
MELANIE MARTIN 121 TYNE BAY DRIVE, HENDERSONVILLE, TN 37075	NONE TUITION	INDIVIDUAL	20,000.
DANIEL MAY 1077 PARADISE DRIVE, GREENBRIER, TN 37073	NONE TUITION	INDIVIDUAL	9,960.

XUN MIAO 5505 SEESAW RD., NASHVILLE, TN 37211	NONE TUITION	INDIVIDUAL	20,000.
LACY NEUENSCHWANDER 1104 GOLF COURSE LANE, ASHLAND CITY, TN 37015-2805	NONE TUITION	INDIVIDUAL	20,000.
JAMIE NYE 59 MORRIS DR., CARTHAGE, TN 37030	NONE TUITION	INDIVIDUAL	5,950.
SHELDON PILLOW 1800 BRITTANY COURT, COLUMBIA, TN 38401	NONE TUITION	INDIVIDUAL	17,600.
RACHEL POINDEXTER 111 COMMERCE STREET, CELINA, TN 38551	NONE TUITION	INDIVIDUAL	20,000.
DURESHA RICE 1703 BESSIE STREET, SPRINGFIELD, TN 37172	NONE TUITION	INDIVIDUAL	5,000.
JOSE ROMAN 612 MADISON ST., CLARKSVILLE, TN 37040	NONE TUITION	INDIVIDUAL	20,000.
BRIAN TRISDALE 1980 MCCOINSVILLE RD., GAINESBORO, TN 38562	NONE TUITION	INDIVIDUAL	12,180.
CASEY WIX 512 OLD HICKORY BLVD., NASHVILLE, TN 37209	NONE TUITION	INDIVIDUAL	5,000.
AIGNES ALEXANDER 3325 SPEARS RD., NASHVILLE, TN 37207	NONE TUITION	INDIVIDUAL	5,000.
DAVID AUGER 218 BROWN LN., ESTILL SPRINGS, TN 37330	NONE TUITION	INDIVIDUAL	4,300.

NADJA BARROS 3168 BUNKER HILL RD., LINDEN, TN 37096	NONE TUITION	INDIVIDUAL	5,000.
CHELSEY BOOKOUT 121 HENDERSON DRIVE, MADISONVILLE, TN 37354	NONE TUITION	INDIVIDUAL	5,000.
JACKSON EWTON 2157 BEACON LIGHT ROAD, MORRISON, TN 37357	NONE TUITION	INDIVIDUAL	4,244.
CHARLES FANN 166 GASSAWAY ROAD, WOODBURY, TN 37190	NONE TUITION	INDIVIDUAL	8,880.
SARAH FLANIGAN 306 AMHERST DRIVE, TULLAHOMA, TN 37388	NONE TUITION	INDIVIDUAL	2,500.
LAUREN GAINES 2018 GRACELAND DRIVE, GOODLETTSVILLE, TN 37072	NONE TUITION	INDIVIDUAL	5,000.
EMMA GREEN 6218 TUPPER PLACE, BRENTWOOD, TN 37027	NONE TUITION	INDIVIDUAL	5,000.
ROBERT HENDRICK 703 HARPETH PARKWAY WEST, NASHVILLE, TN 37221	NONE TUITION	INDIVIDUAL	2,500.
AMIE KROMIS 3312 COUNTRY HILL ROAD, ANTIOCH, TN 37013	NONE TUITION	INDIVIDUAL	10,000.
ANTHONY LENA 116 HERITAGE PLACE, MOUNT JULIET, TN 37122	NONE TUITION	INDIVIDUAL	13,300.

SCARLETT FAMILY FOUNDATION

20-1980932

CASSIE MARTIN 806 DENNING FORD RD., PROTLAND, TN 37148	NONE TUITION	INDIVIDUAL	5,000.
ERINY MIKHAIL 1201 AINLAY DR., NASHVILLE, TN 37217	NONE TUITION	INDIVIDUAL	5,000.
MEGAN OWENS 107 HICKORY HOLLOW DRIVE, DICKSON, TN 37055	NONE TUITION	INDIVIDUAL	2,500.
TERRANCE STEELE 227 CHERRY DRIVE, FRANKLIN, TN 37064	NONE TUITION	INDIVIDUAL	5,000.
MANDY STADER 2420 RAMBLEWOOD DR., MURFREESBORO, TN 37129	NONE TUITION	INDIVIDUAL	7,500.
STEPHEN WRIGHT 204 S. MAIN STREET, MT. PLEASANT, TN 38474	NONE TUITION	INDIVIDUAL	5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,128,414.

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990PF**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2008Attachment
Sequence No 67

SCARLETT FAMILY FOUNDATION

FORM 990-PF PAGE 1

20-1980932

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2008 tax year:

WEBSITE DESIGN	070108	2,854.	167	36 MTH	951.
WEBSITE DESIGN	112508	2,621.	167	36 MTH	510.

43 Amortization of costs that began before your 2008 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

1,461.

**Power of Attorney
and Declaration of Representative**

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by _____

Name _____

Telephone _____

Function _____

Date / /

Part I Power of Attorney**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.**1 Taxpayer Information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

SCARLETT FAMILY FOUNDATION
4117 HILLSBORO PIKE, NO. 103255
NASHVILLE, TN 37215-2728

Social security number(s)

Daytime telephone number
(615) 377-4600Employer identification
number

20-1980932

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

BRUCE A. BECK

5250 VIRGINIA WAY
BRENTWOOD, TN 37027

Name and address

JILL Y. HUDSON

5250 VIRGINIA WAY
BRENTWOOD, TN 37027

Name and address

CAF No. 5005-38270R

Telephone No. 615-309-2207

Fax No. 615-309-2507

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

CAF No. 7805-76856R

Telephone No. 615-309-2319

Fax No. 615-309-2619

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

CAF No.

Telephone No.

Fax No.

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
INCOME TAX	990PF	6/30/07, 08, 09

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF.** ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, or additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐

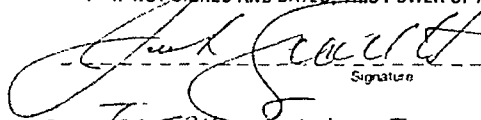
b If you do not want any notices or communications sent to your representative(s), check this box ☐

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested; otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED


Signature
JOSEPH SCARLETT
Print Name

2-6-09
Date

PRESIDENT
Title (if applicable)

SCARLETT FAMILY FOUNDATION

Print name of taxpayer from line 1 if other than individual

Signature

Date

Title (if applicable)

Print Name

Pin Number

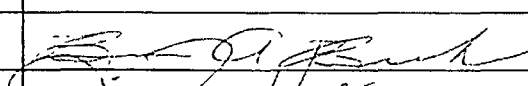
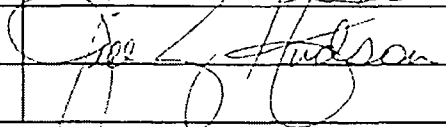
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent - enrolled as an agent under the requirements of Circular 230
 - d Officer - a bona fide officer of the taxpayer's organization
 - e Full-Time Employee - a full-time employee of the taxpayer
 - f Family Member - a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister)
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer - the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(vi). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the instructions
 - k Student Attorney - student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230
 - l Student CPA - student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
 - r Enrolled Retirement Plan Agent - enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation - Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
B	TN		2-10-09
B	TX, TN		2/10/09

RDA 1672

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- 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**

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3 month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization SCARLETT FAMILY FOUNDATION	Employer identification number 20-1980932
	Number, street, and room or suite no. If a P.O. box, see instructions 4117 HILLSBORO PIKE, NO. 103255	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NASHVILLE, TN 37215-2728	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

LPMC

- The books are in the care of ► **P.O. BOX 1869 - BRENTWOOD, TN 37024-1869**
Telephone No ► **615-377-4600** FAX No. ► **NONE**
- 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 will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2010**, 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, 2008**, and ending **JUN 30, 2009**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 11,852.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 63,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 4-2009)

RESOLUTION
BOARD OF DIRECTORS
SCARLETT FAMILY FOUNDATION, INC.

The undersigned members of the Board of Directors of the SCARLETT FAMILY FOUNDATION, INC, the "Foundation", a nonprofit corporation organized and established under the laws of Tennessee, Consent, Declare, and Resolve as follows.

WHEREAS, it is appropriate for the undersigned members of the Foundation's Board of Directors to amend the Foundation's Charter and Bylaws. Now, therefore,

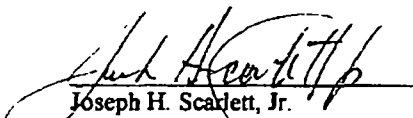
BE IT RESOLVED, that the Articles of Amendment to the Charter of the Foundation and the Articles of Amendment to the Bylaws of the Foundation are hereby ratified, approved, and adopted by this Board of Directors and the same shall be made and retained as a part of the Foundation's permanent records

and,

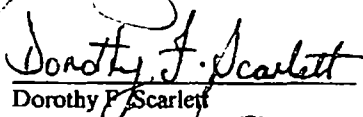
BE IT FURTHER RESOLVED, that the President and other officers, and each of them severally, be, and they are each hereby authorized and directed to take such further actions and to execute such further and additional documents in the name of the Foundation as may be necessary, appropriate or convenient to fully give effect to and implement these resolutions, and their actions and conduct to date in this regard is hereby adopted and ratified

IN WITNESS WHEREOF, this Resolution has been executed by all of the Directors of the Foundation, who have unanimously approved the adoption of the Amendments to Charter and Bylaws. By their signatures, the undersigned certify that they are and constitute the entire Board of Directors of the Foundation

[CHOOSE ONE]


Joseph H. Scarlett, Jr.

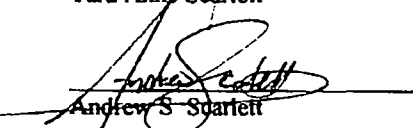
11/9/09 ☒ Yes/No/Abstain
Date


Dorothy P. Scarlett

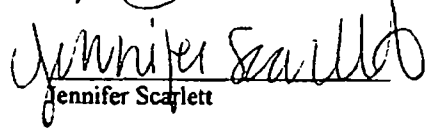
11-9-09 ☒ Yes/No/Abstain
Date


Tara Anna Scarlett

11-9-09 ☒ Yes/No/Abstain
Date


Andrew S. Scarlett

11-9-9 ☒ Yes/No/Abstain
Date


Jennifer Scarlett

11-9-09 ☒ Yes/No/Abstain
Date

SCARLETT FAMILY FOUNDATION
2019.02.16 11:03:25
SECRETARY OF STATE

**ARTICLES OF AMENDMENT TO CHARTER
OF
SCARLETT FAMILY FOUNDATION, INC.**

The Board of Directors for Scarlett Family Foundation, Inc., hereby adopts the following Articles of Amendment to the Charter for such corporation

1. The purposes for which the Foundation is operated are amended to include not only the two purposes set forth in the original Charter, but shall include also the following third purpose, which is hereby added by Amendment to the Foundation's Charter:

(a) The Foundation shall fund not-for-profit organizations that: (i) provide education or educational support, as defined in Paragraph 1(b) below, for Pre-K through 12th grade and adult students; and (ii) operate within and serve one or more of the thirty-nine (39) Middle Tennessee counties designated in Paragraph 1(c) below.

(b) Education or educational support shall include Remedial and tutorial programs both during school hours and after school hours; private school scholarships; and after school programs that provide mentoring and tutoring to at risk students, Pre-K through 12th grade, or which encourage and/or facilitate high school graduation, adult literacy, and/or pursuit of a college education

(c) "Middle Tennessee" counties shall include the following counties Stewart, Houston, Humphries, Perry, Wayne, Montgomery, Dickson, Hickman, Lewis, Lawrence, Robertson, Cheatham, Davidson, Williamson, Maury, Giles, Sumner, Wilson, Rutherford, Marshall,

SECRETARY OF STATE

STATE OF TENNESSEE
2009 NOV 18 PM 2:25
SECRETARY OF STATE

Bedford, Moore, Lincoln, Macon, Trousdale, Smith, Dekalb, Cannon,
Coffee, Franklin, Warren, Clay, Jackson, Putnam, White, Van Buren,
Pickett, Fentress and Cumberland.

(d) No grants will be awarded to individuals, only not-for-profit
organizations, and no grants will be awarded to organizations with a
political party affiliation or that engage in lobbying activities.

2. This Amendment to the Foundation's Charter shall be effective as of July
1, 2008.

6624.0247

ARTICLES OF AMENDMENT TO BY-LAWS
OF
SCARLETT FAMILY FOUNDATION, INC.

ARTICLE I

GENERAL

1. The name of this Foundation is SCARLETT FAMILY FOUNDATION, INC., hereinafter sometimes referred to as "the Foundation," a not-for-profit corporation organized under the laws of the State of Tennessee.

2. The address of the principal office of the Foundation in the State of Tennessee is 4117 Hillsboro Pike, Ste. 103255, Nashville, Davidson County, Tennessee 37215-2728.

ARTICLE II

PURPOSES

1 The purposes for which the Foundation is operated are amended to include not only the two purposes set forth in the original Bylaws, but shall include also the following third purpose, which is hereby added by Amendment to the Foundation's Bylaws:

a. The Foundation shall fund not-for-profit organizations that: (i) provide education or educational support, as defined in Paragraph 1b below, for Pre-K through 12th grade and adult students; and (ii) operate within and serve one or more of the thirty-nine (39) Middle Tennessee counties designated in Paragraph 1c below.

b. Education or educational support shall include: Remedial and tutorial programs both during school hours and after school hours; private school scholarships; and after school programs that provide mentoring and tutoring to at risk students, Pre-K through 12th grade, or which encourage and/or facilitate high school graduation, adult literacy, and/or pursuit of a college education.

c. "Middle Tennessee" counties shall include the following counties: Stewart, Houston, Humphries, Perry, Wayne, Montgomery, Dickson, Hickman, Lewis, Lawrence, Robertson, Cheatham, Davidson, Williamson, Maury, Giles, Sumner, Wilson, Rutherford, Marshall, Bedford, Moore, Lincoln, Macon, Trousdale, Smith, Dekalb, Cannon, Coffee, Franklin, Warren, Clay, Jackson, Putnam, White, Van Buren, Pickett, Fentress and Cumberland.

d. No grants will be awarded to individuals, only not-for-profit organizations, and no grants will be awarded to organizations with a political party affiliation or that engage in lobbying activities.

e. This Amendment to the Foundation's Bylaws shall be effective as of July 1, 2008.

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01/01/2008 to 12/31/2008
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
305 000	HONEYWELL INTERNATIONAL L INC COM STK	06/30/2008	07/15/2008	14,975.50	14,483.79	(491.71)	
156 000	HONEYWELL INTERNATIONAL L INC COM STK	04/08/2008	07/15/2008	8,943.48	7,408.10	(1,535.38)	
118 000	HONEYWELL INTERNATIONAL L INC COM STK	02/12/2008	07/15/2008	6,866.42	5,603.57	(1,262.85)	
692 000	HONEYWELL INTERNATIONAL L INC COM STK	05/31/2007	07/15/2008	39,949.16	32,861.58	(7,087.58)	
355 000	AMER INTL GROUP INC COM	07/25/2008	08/08/2008	10,082.00	8,423.07	(1,658.93)	
1,090 000	AMER INTL GROUP INC COM	06/30/2008	08/08/2008	30,029.50	25,862.40	(4,167.10)	
125 000	AMER INTL GROUP INC COM	04/08/2008	08/08/2008	5,986.25	2,965.87	(3,020.38)	
490 000	AMER INTL GROUP INC COM	02/12/2008	08/08/2008	22,701.70	11,626.21	(11,075.49)	
554 000	AMER INTL GROUP INC COM	05/31/2007	08/08/2008	39,948.94	13,144.74	(26,804.20)	
823 000	MICROSOFT CORP USD 0.01 COM	07/25/2008	08/08/2008	21,081.72	22,461.03	1,379.31	
515 000	MICROSOFT CORP USD 0.01 COM	06/30/2008	08/08/2008	14,239.75	14,055.20	(184.55)	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
406 000	MICROSOFT CORP USD 0 01 COM	01/08/2008	08/08/2008	11,684 68	11,080 41	(604 27)	
555 000	MICROSOFT CORP USD 0 01 COM	02/12/2008	08/08/2008	15,712 05	15,146 86	(565 19)	
1,928 000	MICROSOFT CORP USD 0 01 COM	05/31/2007	08/08/2008	59,960 80	52,618 29	(7,342 51)	
86 000	GENERAL ELECTRIC CO COM STK USD	02/12/2008	09/16/2008	2,970 44	2,034 09	(936 35)	
2 120 000	GENERAL ELECTRIC CO COM STK USD	05/31/2007	09/16/2008	79,924 00	50,142 80	(29,781 20)	
354 000	ALLIANT ENERGY CORP STK USD	07/25/2008	10/10/2008	19,204 50	12,920 93	(6,283 57)	
135 000	ALLIANT ENERGY CORP STK USD	06/30/2008	10/10/2008	8,496 90	4,927 47	(3,569 43)	
74 000	ALLIANT ENERGY CORP STK USD	04/08/2008	10/10/2008	4,852 18	2,700 99	(2,151 19)	
27 000	ALLIANT ENERGY CORP STK USD	02/12/2008	10/10/2008	1,668 06	985 49	(682 57)	
758 000	AFLAC INC USD 10 COM	05/31/2007	10/10/2008	39,946 60	27,666 84	(12,279 76)	
57 000	DST SYSTEMS INC DEL COM	07/25/2008	10/10/2008	3,427 98	2,287 81	(1,140 17)	
290 000	DST SYSTEMS INC DEL COM	06/30/2008	10/10/2008	15,964 50	11,639 76	(4,324 74)	
200 000	DST SYSTEMS INC DEL COM	04/08/2008	10/10/2008	13,148 00	8,027 41	(5,120 59)	
272 000	DST SYSTEMS INC DEL COM	02/12/2008	10/10/2008	19,665 60	10,917 29	(8,748 31)	
375 000	DST SYSTEMS INC DEL COM	11/02/2007	10/10/2008	32,463 75	15,051 40	(17,412 35)	
85 000	AMYLIN PHARMACEUTICALS INC	07/25/2008	10/28/2008	2,473 50	647 92	(1,825 58)	
305 000	AMYLIN PHARMACEUTICALS INC	06/30/2008	10/28/2008	7,939 15	2,324 88	(5,614 27)	
122 000	AMYLIN PHARMACEUTICALS INC	04/08/2008	10/28/2008	3,791 76	929 95	(2,861 81)	
333 000	AMYLIN PHARMACEUTICALS INC	02/12/2008	10/28/2008	9,930 06	2,538 31	(7,391 75)	
436 000	AMYLIN PHARMACEUTICALS INC	05/31/2007	10/28/2008	19,955 72	3,323 43	(16,632 29)	
421 000	NOBLE CORPORATION	07/25/2008	10/28/2008	22,264 24	10,658 07	(11,606 17)	
5 000	NOBLE CORPORATION	06/30/2008	10/28/2008	327 05	125 68	(201 37)	
963 000	NOBLE CORPORATION	05/06/2008	10/28/2008	58,207 09	24,206 89	(34,000 20)	
330 000	ABBOTT LABORATORIES INC	05/31/2007	11/14/2008	18,433 80	18,619 74	185 94	
232 000	HARTFORD FINANCIAL SERVICES GRO UP INC COM	07/25/2008	11/14/2008	14,258 05	2,627 80	(11,630 25)	
275 000	HARTFORD FINANCIAL SERVICES GRO UP INC COM	06/30/2008	11/14/2008	18,394 75	3,114 85	(15,279 90)	
121 000	HARTFORD FINANCIAL SERVICES GRO UP INC COM	04/08/2008	11/14/2008	9,081 05	1,370 54	(7,710 51)	

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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
408,000	HARTFORD FINANCIAL SERVICES GRO CAP INC COM	02/12/2008	11/14/2008	29,778.90	4,621.31	(25,157.59)	
128,000	HARTFORD FINANCIAL SERVICES GRO CAP INC COM	05/31/2007	11/14/2008	13,276.16	1,449.82		(11,826.34)
318,000	PUBLIC SERVICE ENTERPRISE GROUP	07/28/2008	12/17/2008	13,238.34	9,126.87	(4,111.47)	
240,000	PUBLIC SERVICE ENTERPRISE GROUP	06/30/2008	12/17/2008	10,723.20	6,888.20	(3,835.00)	
271,000	PUBLIC SERVICE ENTERPRISE GROUP	04/08/2008	12/17/2008	11,322.38	7,777.93	(3,544.45)	
98,000	PUBLIC SERVICE ENTERPRISE GROUP	02/12/2008	12/17/2008	4,541.32	2,812.68	(1,728.64)	
800,000	PUBLIC SERVICE ENTERPRISE GROUP	08/14/2007	12/17/2008	33,850.12	22,960.67		(10,889.45)
TOTAL PORTFOLIO		7/1/08 - 12/31/08 =		815,661.10	513,168.94	(302,492.16)	(122,457.39)

Long-Term: Cost 345,245.30 Proceeds 222,787.91 Gain/(Loss) (122,457.39)

Short-Term: Cost 500,435.80 Proceeds 240,381.03 Gain/(Loss) (260,054.77)

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Realized Gains & Losses
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Valuation Currency USD
Sort Order Closest Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
40.000	NORFOLK SOUTHERN CORP COM	06/30/2008	01/12/2009	2,442.00	1,796.61	(645.39)	
179.000	NORFOLK SOUTHERN CORP COM	04/08/2008	01/12/2009	7,845.16	6,243.24	(1,601.92)	
111.000	NORFOLK SOUTHERN CORP COM	02/12/2008	01/12/2009	6,106.11	4,985.60	(1,120.51)	
735.000	NORFOLK SOUTHERN CORP COM	07/09/2007	01/12/2009	40,256.61	33,012.78	(7,243.83)	
192.000	ARCHER DANIELS MIDLAND CO COM	07/25/2008	01/29/2009	14,740.32	13,381.73	(1,358.59)	
605.000	ARCHER DANIELS MIDLAND CO COM	06/30/2008	01/29/2009	20,104.15	16,455.18	(3,648.97)	
214.000	ARCHER DANIELS MIDLAND CO COM	04/08/2008	01/29/2009	9,189.31	5,820.51	(3,368.80)	
437.000	ARCHER DANIELS MIDLAND CO COM	02/12/2008	01/29/2009	19,092.53	11,885.81	(7,206.72)	
650.000	ARCHER DANIELS MIDLAND CO COM	02/06/2008	01/29/2009	27,280.96	17,679.17	(9,601.84)	
72.000	GENERAL DYNAMICS CORP COM	07/75/2008	01/29/2009	6,350.76	4,198.58	(2,152.18)	
95.000	GENERAL DYNAMICS CORP COM	06/30/2008	01/29/2009	7,910.65	5,539.80	(2,370.85)	
96.000	GENERAL DYNAMICS CORP COM	01/08/2008	01/29/2009	8,150.40	5,598.11	(2,552.29)	
57.000	GENERAL DYNAMICS CORP COM	02/12/2008	01/29/2009	4,807.35	3,323.88	(1,483.50)	
503.000	GENERAL DYNAMICS CORP COM	05/31/2007	01/29/2009	40,089.10	29,331.78	(10,757.32)	
125.000	DENTSPLY INTEL INC NEW COM STR	07/25/2008	02/27/2009	4,964.61	2,873.89	(2,090.72)	
263.000	DENTSPLY INTEL INC NEW COM STR	06/30/2008	02/27/2009	9,794.12	6,046.68	(3,747.44)	
263.000	DENTSPLY INTEL INC NEW COM STR	01/08/2008	02/27/2009	10,127.32	6,046.68	(4,080.64)	
251.000	DENTSPLY INTEL INC NEW COM STR	02/12/2008	02/27/2009	10,248.33	5,770.78	(4,477.55)	
900.000	DENTSPLY INTEL INC NEW COM STR	12/13/2007	02/27/2009	42,519.33	20,692.05	(21,827.28)	
664.000	GENSTECH INC COM STR	10/10/2008	03/17/2009	49,584.60	62,335.37	12,750.77	
531.000	UNITED TECHNOLOGIES CORP COM	05/31/2007	03/17/2009	40,623.52	23,719.36	(16,904.16)	
2,171.000	KROGER CO COM	02/27/2009	04/07/2009	35,143.21	44,316.35	(827.86)	
615.000	PENNSYLVANIA CO INC USD 50 COM STR	07/25/2008	05/12/2009	19,095.75	17,498.94	(1,596.81)	
330.000	PENNSYLVANIA CO INC USD 50 COM STR	06/30/2008	05/12/2009	11,411.10	8,820.61	(2,590.49)	
360.000	PENNSYLVANIA CO INC USD 50 COM STR	04/08/2008	05/12/2009	18,593.20	13,048.63	(5,544.56)	
429.000	PENNSYLVANIA CO INC USD 50 COM STR	02/12/2008	05/12/2009	21,725.10	12,491.12	(9,233.98)	

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Valuation Currencies USD
Sort Order: Closing Date

Mutual Fund Fund Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
231.000	PFENOLD CO INC	05/12/2009		30,952.56	14,112.97		(25,869.59)
195.000	HEWLETT PACKARD CO USDI COM	07/25/2008	05/29/2009	10,153.76	8,017.29	(2,136.47)	
12.000	HEWLETT PACKARD CO USDI COM	06/30/2008	05/29/2009	8,659.95	6,097.74	(1,962.20)	
294.000	HEWLETT PACKARD CO USDI COM	01/08/2008	05/29/2009	5,824.00	4,196.47	(1,627.53)	
805.000	HEWLETT PACKARD CO USDI COM	02/12/2008	05/29/2009	12,565.38	9,995.10	(2,570.28)	
156.000	HEWLETT PACKARD CO USDI COM	09/14/2007	05/29/2009	38,692.50	27,615.32	(11,077.18)	
	HEWLETT PACKARD CO USDI COM	09/26/2007	06/09/2009	15,325.93	12,694.62	(2,631.31)	
	TOTAL PORTFOLIO	1/1/09 - 6/30/09 =		629,712.21	466,502.72	(163,209.49)	(119,527.57)
		7/1/08 - 12/31/08 =		205,681.10	151,316.94	(54,364.16)	(12,457.34)
				1,475,343.31	979,471.66	(253,736.64)	(241,984.96)

Long-Term: Cost

Proceeds

Gain/(Loss)

306,148.56

108,720.99

(119,527.57)

Short-Term: Cost

Proceeds

Gain/(Loss)

303,263.65

259,581.73

(43,681.92)

TOTAL LT : Cost = 611,693.86, Proceeds = 429,708.90, Loss = (241,984.96) Acct # 78184

TOTAL ST : Cost = 803,649.45, Proceeds = 549,962.76, Loss = (253,736.64) Acct # 78184

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
510.000	ALLIED CAPITAL CORP COM STK	02/29/2008	10/03/2008	11,041.76	4,515.56	16,526.20	
1,570.000	ALLIED CAPITAL CORP COM STK	12/17/2007	10/03/2008	35,030.47	13,900.86	(21,129.61)	
170.000	ALLIED CAPITAL CORP COM STK	07/01/2008	11/21/2008	2,235.36	367.71	(1,867.65)	
1,250.000	ALLIED CAPITAL CORP COM STK	01/08/2008	11/24/2008	24,752.50	2,703.73	(22,048.77)	
920.000	ALLIED CAPITAL CORP COM STK	02/20/2008	11/24/2008	19,918.46	1,989.95	(17,928.51)	
1,150.000	ALLIED CAPITAL CORP COM STK	07/28/2008	12/05/2008	15,222.55	2,479.04	(12,743.51)	
2,380.000	ALLIED CAPITAL CORP COM STK	07/01/2008	12/05/2008	31,295.10	5,130.53	(26,164.57)	
500.000	HEALTH CARE REFIN COM	12/17/2007	12/18/2008	21,214.90	19,505.59	(1,709.31)	
TOTAL PORTFOLIO		7/1/08 - 12/31/08 =		160,741.10	56,592.97	(104,148.13)	(17,792.31)

Long-Term: Cost Proceeds
21,244.90 19,505.59
Short-Term: Cost Proceeds
139,496.20 31,087.38

Gain/(Loss)
(1739.31)
Gain/(Loss)
(108,408.82)

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Valuation Currency: USD
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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
2,100.000	BANK OF AMERICA CORP COM STK	07/01/2008	01/16/2009	48,927.00	15,011.34	(33,916.56)	
500.000	BANK OF AMERICA CORP COM STK	01/08/2008	01/16/2009	19,453.00	3,574.13	(15,858.87)	
1,100.000	BANK OF AMERICA CORP COM STK	02/20/2008	01/16/2009	16,696.98	7,863.09	(38,833.89)	
900.000	BANK OF AMERICA CORP COM STK	12/17/2007	01/16/2009	37,720.98	6,433.43	(31,287.55)	
1,100.000	CUMMINS AB DL CV ADR	07/28/2008	02/23/2009	24,029.96	6,435.40	(17,614.56)	
588.000	CUMMINS AB DL CV ADR	07/01/2008	02/23/2009	14,022.80	3,440.02	(10,582.78)	
112.000	CUMMINS AB DL CV ADR	06/05/2008	02/23/2009	3,153.74	655.24	(2,498.50)	
350.000	CUMMINS AB DL CV ADR	04/08/2008	02/23/2009	9,480.91	2,037.63	(7,433.28)	
1,570.000	CUMMINS AB DL CV ADR	02/20/2008	02/23/2009	41,759.96	9,185.07	(32,574.89)	
1,180.000	CUMMINS AB DL CV ADR	12/17/2007	02/23/2009	30,078.20	6,903.43	(23,171.77)	
850.000	DOW CHEMICAL CORP COM STK	07/28/2008	02/23/2009	27,612.00	6,707.90	(20,904.10)	
550.000	DOW CHEMICAL CORP COM STK	07/01/2008	02/23/2009	19,215.02	4,340.41	(14,874.61)	
350.000	DOW CHEMICAL CORP COM STK	04/08/2008	02/23/2009	13,647.52	2,762.08	(10,885.44)	
1,460.000	DOW CHEMICAL CORP COM STK	02/20/2008	02/23/2009	56,934.60	11,521.82	(45,412.78)	
890.000	DOW CHEMICAL CORP COM STK	12/17/2007	02/23/2009	37,237.60	7,023.57	(30,214.03)	
1,050.000	JPMORGAN CHASE & CO COM	07/01/2008	02/24/2009	34,777.47	20,967.54	(13,809.93)	
100.000	JPMORGAN CHASE & CO COM	04/08/2008	02/24/2009	4,515.00	1,996.91	(2,518.09)	
1,270.000	JPMORGAN CHASE & CO COM	02/20/2008	02/24/2009	53,529.10	25,360.74	(28,168.36)	
750.000	JPMORGAN CHASE & CO COM	12/17/2007	02/24/2009	34,967.40	15,575.89	(19,391.51)	
620.000	FORD MOTOR CORP CONV PD 6.5%	02/22/2008	04/02/2009	20,323.60	5,189.12	(15,134.48)	
850.000	FORD MOTOR CORP CONV PFD 6.5%	12/17/2007	04/02/2009	29,863.24	7,365.20	(22,498.04)	
300.000	HEALTHCARE PTY INVS INC MEDI COM RLT	07/28/2008	04/03/2009	10,386.99	5,956.80	(4,430.19)	
650.000	HEALTHCARE PTY INVS INC MEDI COM RLT	07/01/2008	04/03/2009	20,572.50	12,906.39	(7,666.11)	
50.000	HEALTHCARE PTY INVS INC MEDI COM RLT	04/08/2008	04/03/2009	1,792.00	992.80	(799.20)	
1,810.000	HEALTHCARE PTY INVS INC MEDI COM RLT	02/20/2008	01/03/2009	51,991.53	35,939.34	(16,052.19)	

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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
1 140 000	HILAI TILCARE PTY INVS INC MEDI COM RLIT	12/17/2007	04/03/2009	35,029.24	22,635.83		(12,393.41)
1 000 000	FORD MOTOR CORP CONV PFD 6.5%	07/28/2008	01/06/2009	23,590.00	11,067.63		(12,522.37)
850 000	FORD MOTOR CORP CONV PFD 6.5%	07/01/2008	01/06/2009	22,257.00	9,407.49		(12,849.51)
450 000	FORD MOTOR CORP CONV PFD 6.5%	04/08/2008	01/06/2009	14,288.49	4,980.44		(9,308.05)
700 000	FORD MOTOR CORP CONV PFD 6.5%	02/22/2008	01/06/2009	22,946.00	7,747.35		(15,198.65)
600 000	US BANCORP COM	07/28/2008	06/01/2009	17,059.98	11,568.30		(5,491.68)
950 000	US BANCORP COM	07/01/2008	06/01/2009	26,500.54	18,316.48		(8,184.06)
1 250 000	US BANCORP COM	06/03/2008	06/01/2009	106,933.08	62,061.64		(44,871.44)
	TOTAL PORTFOLIO	11/1/09 - 6/30/09 =		961,256.33	374,540.45	(295,215.22)	(291,500.66)

Long-Term: Cost: 452,381.45 Proceeds: 100,840.79 Gain/(Loss): (241,500.66)
Short-Term: Cost: 508,974.88 Proceeds: 213,694.66 Gain/(Loss): (295,215.22)

TOTAL LT: (Cost = 413,026.35, Proceeds = 180,386.38, Loss = (243,239.97)) Acc + # 10605
TOTAL ST: (Cost = 648,371.03, Proceeds = 241,747.04, Loss = (403,624.04)) Acc + # 10605

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Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares at Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain/(Loss)	
						Short Term	Long Term
100,000,000	INTERNATIONAL LIASI FINANCE CORP	01/03/2008	01/15/2009	100,502.33	85,550.00		(14,952.33)
100,000,000	5.000% DUE 04/15/2010 @ 100.00						
100,000,000	US TREASURY NOTE	01/03/2008	01/15/2009	106,122.86	119,976.60		13,853.74
175,000,000	4.750% DUE 08/15/2017 @ 100.00						
100,000,000	US TREASURY NOTE	01/03/2008	02/02/2009	175,000.00	175,000.00	LT	
100,000,000	4.875% DUE 01/31/2009 @ 100.00						
100,000,000	DOW CHEMICAL CO SR UNLS (1 OR)	01/03/2008	02/11/2009	102,756.72	94,125.00		(8,631.72)
100,000,000	6.125% DUE 02/01/2011 @ 100.00						
100,000,000	COCA-COLA ENTERPRISES	07/29/2008	03/31/2009	101,755.00	101,755.00	LT	
100,000,000	4.375% DUE 09/15/2009 @ 100.00						
100,000,000	WALGREEN CO	07/29/2008	04/22/2009	99,957.65	106,082.00		6,124.35
100,000,000	1.875% CALLABLE 08/01/2009 @ 100.00						
100,000,000	HOLSETHOLD FINANCE CORP	07/08/2008	05/15/2009	100,000.00	100,000.00	ST	
100,000,000	1.750% DUE 05/15/2009 @ 100.00						
100,000,000	US TREASURY NOTE	01/03/2008	05/15/2009	100,000.00	100,000.00	LT	
100,000,000	5.500% DUE 05/15/2009 @ 100.00						
100,000,000	US TREASURY NOTE	03/11/2009	06/17/2009	99,349.26	96,867.20		(2,482.06)
100,000,000	1.875% DUE 02/28/2014 @ 100.00						
100,000,000	US TREASURY NOTE	05/12/2009	06/17/2009	99,213.79	96,468.80		(2,744.99)
100,000,000	1.875% DUE 04/30/2014 @ 100.00						
100,000,000	BANK OF AMER CRP SER L MTN SR	12/05/2008	06/23/2009	100,761.84	102,910.70		2,178.86
100,000,000	3.125% DUE 06/15/2012 @ 100.00						
100,000,000	US ANNUAL MAE	12/26/2007	06/23/2009	100,254.79	103,073.70		2,818.91
100,000,000	4.125% DUE 05/15/2010 @ 100.00						
100,000,000	WELLS FARGO CO SR UNLS	02/11/2009	06/23/2009	102,936.44	102,983.90		47.46
100,000,000	3.000% DUE 12/09/2011 @ 100.00						
TOTAL PORTFOLIO				1,388,610.28	1,384,822.90	3,123.62	(6,911.00)

1/1/09 - 6/30/09 =

Long-Term: Cost Proceeds
684,636.30 677,725.40

Gain/(Loss)
(6,911.00)

Short-Term: Cost Proceeds
703,973.98 707,097.60

Gain/(Loss)
3,123.62

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Realized Gains & Losses
B2-P0010: SCARLETT FAMILY FOUNDATION *CONGRESS FIXED INCOME*
01/01/2008 to 12/31/2008
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
375,000.00	US TREASURY BILL 0.000% DUE 02/07/2008 @ 100.00	01/18/2008	02/07/2008	375,000.00	375,000.00		
375,000.00	US TREASURY BILL 0.000% DUE 03/06/2008 @ 100.00	01/18/2008	03/06/2008	375,000.00	375,000.00		
150,000.00	US TREASURY NOTE 1.500% DUE 02/15/2009 @ 100.00	01/03/2008	06/20/2008	151,537.24	151,986.30	449.06	
150,000.00	US TREASURY BILL 0.000% DUE 07/10/2008 @ 100.00	01/09/2008	07/10/2008	150,000.00	150,000.00		
125,000.00	US TREASURY NOTE 3.500% DUE 02/15/2013 @ 100.00	01/01/2008	07/29/2008	121,905.57	119,657.75	(5,247.82)	
175,000.00	US TREASURY NOTE 5.000% DUE 07/31/2008 @ 100.00	01/03/2008	07/31/2008	175,000.00	175,000.00		
150,000.00	US TREASURY NOTE 3.500% DUE 02/15/2010 @ 100.00	07/14/2008	10/14/2008	152,361.74	153,538.50	1,176.76	
125,000.00	US TREASURY NOTE 2.750% DUE 07/31/2010 @ 100.00	07/29/2008	10/14/2008	125,271.99	127,279.88	2,007.89	
175,000.00	US TREASURY NOTE 4.875% DUE 10/31/2008 @ 100.00	01/03/2008	10/31/2008	175,000.00	175,000.00		
100,000.00	FANFIE MIAL 5.75% DUE 06/12/2017 @ 100.00	12/26/2007	12/04/2008	104,008.86	113,259.40	9,250.54	
100,000.00	CALIFORNIA SERV. F. MTN. SR 5.050% DUE 12/01/2010 @ 100.00	07/29/2008	12/05/2008	102,301.43	98,200.00	(4,101.43)	
100,000.00	US TREASURY NOTE 4.000% DUE 08/15/2013 @ 100.00	10/11/2008	12/16/2008	99,985.06	112,937.50	12,952.44	
200,000.00	US TREASURY NOTE 4.250% DUE 08/15/2015 @ 100.00	11/04/2008	12/16/2008	210,110.82	231,836.00	21,725.18	
TOTAL PORTFOLIO						31,703.54	0.00

7/1/08-12/31/08 = 1418,945.47 1,456,709.03 31,703.54

TOTAL LT: Cost = 684,636.30, Proceeds = 677,725.20, Loss = (6,911.10) Acct # P0010

TOTAL ST: Cost = 2,122,619.45, Proceeds = 2,163,887.18, Gain = 41,267.73 Acct # P0010

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Trade Date Reporting
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Sort Order: Closing Date

Shares Fair Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Short Term	Long Term	Gain (Loss)
186.000	IAFTNATIONALF	12/17/2007	07/02/2008	12,930.72	13,867.74		936.99	
19.000	IBROCARBICRSPA FN SPOONS ADR	02/20/2008	07/02/2008	16,740.91	14,764.10		(1,976.81)	
149.000	IBROS PLC ADR	06/23/2008	07/21/2008	3,865.59	815.71		815.71	
10.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	07/25/2008		4,098.76		235.87	
75.000	IBROSHIUFITN GRP INC SPOONS ADR	04/09/2008	07/25/2008	13,891.02	13,841.34		(49.68)	
177.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	07/25/2008	10,399.42	9,814.77		(784.65)	
30.000	IBROSHIUFITN GRP INC SPOONS ADR	12/17/2007	08/05/2008	7,125.35	7,627.97		502.62	
225.000	IBROSHIUFITN GRP INC SPOONS ADR	04/09/2008	09/01/2008	2,257.50	1,958.85		(298.65)	
30.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	09/01/2008	16,326.00	14,697.40		(1,628.60)	
60.000	IBROSHIUFITN GRP INC SPOONS ADR	12/17/2007	09/01/2008	9,170.70	8,488.37		(682.33)	
25.000	IBROSHIUFITN GRP INC SPOONS ADR	04/09/2008	09/01/2008	4,983.60	3,601.97		(1,381.63)	
60.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	09/01/2008	10,342.50	7,510.35		(2,832.15)	
86.000	IBROSHIUFITN GRP INC SPOONS ADR	12/17/2007	09/01/2008	5,521.80	3,604.97		(1,916.83)	
19.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	09/01/2008	6,071.01	5,655.60		(415.41)	
90.000	IBROSHIUFITN GRP INC SPOONS ADR	02/14/2008	09/01/2008	572.35	577.72		5.37	
812.000	IBROSHIUFITN GRP INC SPOONS ADR	02/05/2008	09/01/2008	2,794.50	2,736.58		(57.92)	
170.000	IBROSHIUFITN GRP INC SPOONS ADR	12/17/2007	09/01/2008	30,692.79	24,690.02		(6,002.77)	
2,829.000	IBROSHIUFITN GRP INC SPOONS ADR	04/09/2008	09/01/2008	1,320.05	3,136.20		(853.85)	
108.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	09/01/2008	24,357.69	20,682.98		(3,674.71)	
948.000	IBROSHIUFITN GRP INC SPOONS ADR	02/20/2008	09/01/2008	2,453.76	2,649.18		195.42	
1,601.000	IBROSHIUFITN GRP INC SPOONS ADR	12/17/2007	09/01/2008	22,709.28	23,714.52		1,005.24	
	IBROSHIUFITN GRP INC SPOONS ADR	12/17/2007	09/01/2008	33,124.85	24,578.57		(8,546.28)	

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191010606 : SCARLETT FAMILY FOUNDATION *A/B INTERNATIONAL*
01/01/2008 to 12/31/2008
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
330.000	BAE SYSTEM PLC - SPON ADR	02/20/2008	09/11/2008	12,421.20	10,478.79	(1,942.41)	
1.000	BARCLAYS PLC	02/05/2008	09/11/2008	36.05	24.05	(12.02)	
166.000	AMERICAN DEPOSITORY SHARES BARCLAYS PLC	12/17/2007	09/11/2008	9,399.55	11,197.50	(8,202.28)	
276.000	AMERICAN DEPOSITORY SHARES HONDA MOTOR CO LTD USD ADR	12/17/2007	09/11/2008	8,945.16	9,246.02	300.86	
1,515.000	SUMITOMO MITSU FINL GROUP INC	02/20/2008	09/11/2008	10,800.65	9,201.50	(1,599.15)	
64.000	SUMITOMO MITSU FINL GROUP INC	01/07/2008	09/11/2008	169.12	381.16	(87.96)	
	UNITED MICROFILMS FINANCIAL CORP ADR	09/18/2008	09/19/2008	1.51	1.51		
	ROYAL BANK OF SCOTLAND GROUP PLC S1 (USDP 780097689)	07/10/2008	09/22/2008	2.57	2.57		
500.000	HBOS PLC ADR	01/09/2008	10/06/2008	15,675.00	4,356.43	(11,318.57)	
3,695.000	HBOS PLC ADR	02/20/2008	10/06/2008	47,111.25	10,731.33	(36,379.92)	
218.000	HBOS PLC ADR	02/14/2008	10/06/2008	2,751.27	633.13	(2,118.14)	
29.000	HBOS PLC ADR	01/07/2008	10/06/2008	399.08	84.22	(314.86)	
764.000	HBOS PLC ADR	12/17/2007	10/06/2008	11,116.20	2,218.87	(8,897.33)	
	HBOS PLC ADR	06/23/2008	10/07/2008	0.37	0.37		
526.000	ALLIANZ SE ADR	12/17/2007	10/14/2008	10,653.52	6,101.11	(4,552.68)	
110.000	BAE SYSTEM PLC - SPON ADR	04/09/2008	10/14/2008	4,423.10	2,780.67	(1,642.43)	
731.000	BAE SYSTEM PLC - SPON ADR	02/20/2008	10/14/2008	27,514.81	18,178.85	(9,035.99)	
7.000	BAE SE ADR	02/20/2008	10/14/2008	451.30	287.15	(167.15)	
50.000	BAE SE ADR	02/05/2008	10/14/2008	3,103.88	2,051.06	(1,052.82)	
506.000	BAE SE ADR	12/17/2007	10/14/2008	35,217.60	20,756.76	(14,460.84)	
269.000	TOTAL SA ADR	02/20/2008	10/14/2008	19,932.90	14,065.92	(5,866.98)	
10.000	TOTAL SA ADR	02/05/2008	10/14/2008	708.00	522.90	(185.10)	
210.000	TOTAL SA ADR	12/17/2007	10/14/2008	16,487.10	10,980.81	(5,506.29)	
604.000	FORTIS NL ADR	06/23/2008	10/16/2008	11,476.79	828.68	(10,648.11)	
498.000	FORTIS NL ADR	06/05/2008	10/16/2008	11,824.81	683.25	(11,141.56)	
226.000	FORTIS NL ADR	01/21/2008	10/16/2008	6,133.73	310.07	(5,823.66)	
120.000	FORTIS NL ADR	01/09/2008	10/16/2008	3,177.60	164.61	(3,012.96)	

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01/01/2008 to 12/31/2008

Trade Date Reporting

Valuation Currency: USD
Start Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
1645.000	FORUS NL ADR	02/20/2008	01/16/2008	55,532.00	2,256.93	(53,275.07)	
175.000	FORUS NL ADR	02/05/2008	10/16/2008	3,648.75	240.10	(3,408.65)	
955.000	FORUS NL ADR	12/17/2007	10/16/2008	23,795.75	1,282.81	(22,512.94)	
3.000	CHINA PETROLEUM & CHEM ADR	02/05/2008	01/17/2008	349.65	215.67	(133.98)	
90.000	CHINA PETROLEUM & CHEM ADR	12/17/2007	10/17/2008	12,137.40	6,170.13	(5,967.27)	
204.000	KBFINANCIAL GROUP ADR	02/20/2008	10/17/2008	12,794.98	5,859.60	(6,935.38)	
9.000	KBFINANCIAL GROUP ADR	02/14/2008	10/17/2008	566.70	258.51	(308.19)	
10.000	KBFINANCIAL GROUP ADR	02/05/2008	10/17/2008	623.00	287.23	(335.77)	
235.000	KBFINANCIAL GROUP ADR	12/17/2007	01/17/2008	16,118.99	6,750.03	(9,368.96)	
688.000	NIPON PETROLEUM & CHEM ADR	02/20/2008	10/17/2008	15,651.36	11,466.00	(4,185.36)	
15.000	NOVARTIS AG USD SPON ADR	09/04/2008	01/17/2008	984.16	941.21	(42.95)	
221.000	ROYAL DUTCH SH A	12/17/2007	10/17/2008	17,080.18	11,279.61	(5,800.57)	
518.000	SANOFI-AVENTIS ADR	12/17/2007	10/17/2008	23,476.64	15,652.21	(7,824.43)	
55.000	TOTAL S A ADR	01/09/2008	10/17/2008	4,359.71	2,749.66	(1,610.05)	
31.000	TOTAL S A ADR	02/20/2008	01/17/2008	2,297.10	1,549.81	(747.29)	
952.000	UNITED MICROELECTRONICS CORP ADR	09/11/2008	10/17/2008	1,948.84	1,806.12	(142.72)	
1,950.000	UNITED MICROELECTRONICS CORP ADR	12/17/2007	10/17/2008	16,483.50	9,391.08	(7,092.42)	
491.000	VODAFONE GROUP PLC ADR	12/17/2007	10/17/2008	17,772.09	10,118.96	(7,653.13)	
	CHINA UNICOM LTD ADR(HONG KONG)	01/09/2008	10/20/2008	5.56	5.56		
16.000	BP PLC ADR SPONS ADR	10/11/2008	11/03/2008	6,911.13	7,026.90	82.77	
34.000	CHINA UNICOM LTD ADR(HONG KONG)	02/20/2008	11/03/2008	709.17	416.26	(292.91)	
15.000	CHINA UNICOM LTD ADR(HONG KONG)	02/14/2008	11/03/2008	3,143.18	1,942.53	(1,200.65)	
485.000	CHINA UNICOM LTD ADR(HONG KONG)	12/17/2007	11/03/2008	9,690.87	6,365.71	(3,325.16)	
1,026.000	KONINKLIJKE AHOLD NV ADR	12/17/2007	11/03/2008	13,747.99	10,865.27	(2,882.72)	
81.000	ROYAL DUTCH SH A	12/17/2007	11/03/2008	6,742.65	4,572.63	(2,170.02)	

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Realized Gains & Losses

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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
9,000	SANOFI-AVENTIS ADR	12/17/2007	11/03/2008	407.50	279.75	(128.15)	
15,000	IOGAL S.A. ADR	06/03/2008	11/03/2008	1,552.96	973.55	(579.11)	
125,000	IOGAL S.A. ADR	04/09/2008	11/03/2008	9,805.50	6,760.73	(3,147.77)	
	ROYAL BANK OF SCOTLAND GROUP P.A. DR	07/10/2008	11/03/2008	17.11	17.11		
319,000	ARCELORMITTAL N.V. ROTTERDAM C L.A. ADR	02/20/2008	12/01/2008	26,195.91	7,226.53	(18,969.11)	
76,000	ARCELORMITTAL N.V. ROTTERDAM C L.A. ADR	12/17/2007	2/01/2008	5,217.96	1,553.68	(3,611.28)	
30,000	MILSECK CO. LTD ADR	09/04/2008	12/01/2008	8,763.52	4,895.24	(3,865.28)	
2,500	S.F. OIL HYDRO ASA	01/07/2008	12/01/2008	6,514.70	3,282.88	(3,231.82)	
339,000	BASF SE ADR	02/20/2008	12/02/2008	22,001.10	10,214.62	(11,786.48)	
155,000	BNP PARIBAS PARIS ADR	06/09/2008	12/02/2008	8,750.50	1,661.97	(4,088.53)	
450,000	CHINA UNICOM LTD ADR (HONG KONG) LTD	11/07/2008	2/02/2008	5,253.00	1,993.13	(289.87)	
302,000	CHINA UNICOM LTD ADR (HONG KONG) LTD	04/09/2008	12/02/2008	5,521.41	3,350.91	(2,170.50)	
997,000	CHINA UNICOM LTD ADR (HONG KONG) LTD	02/20/2008	12/02/2008	20,670.23	10,995.97	(9,671.26)	
1,000	CREDIT SUISSE GROUP ZURICH ADR	02/20/2008	2/02/2008	49.22	24.97	(21.25)	
356,000	CREDIT SUISSE GROUP ZURICH ADR	12/17/2007	12/02/2008	20,994.74	8,888.56	(12,106.18)	
16,000	ENTENAZIONALE IDROCARBURI SPA LNI SPONS ADR	02/20/2008	12/02/2008	3,118.86	1,967.98	(1,150.88)	
10,000	ENTENAZIONALE IDROCARBURI SPA LNI SPONS ADR	02/06/2008	12/02/2008	626.50	127.82	(198.08)	
207,000	ENTENAZIONALE IDROCARBURI SPA LNI SPONS ADR	12/17/2007	12/02/2008	13,973.52	8,599.23	(5,371.29)	
57,000	FRANCO ITALICOM SA ADR	02/20/2008	12/02/2008	1,947.69	1,153.76	(193.93)	
281,000	FRANCO ITALICOM SA ADR	12/17/2007	12/02/2008	9,898.30	7,166.81	(2,731.49)	
192,000	NISSAN MOTOR LTD SPONSORED ADR	02/20/2008	12/02/2008	3,495.51	1,280.19	(2,215.32)	
15,000	NISSAN MOTOR LTD SPONSORED ADR	02/06/2008	12/02/2008	273.60	100.01	(173.59)	

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Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Short Term	Long Term	Gain (Loss)
90.000	NISSAN MTR LTD SPONSORED ADR	01/18/2008	12/02/2008	1,840.01	660.10	(1,180.84)		
21.000	NISSAN MTR LTD SPONSORED ADR	12/17/2007	12/02/2008	406.56	60.02	(346.54)		
43.000	ROYAL DUTCH SHEL	02/20/2008	12/02/2008	10,730.12	7,171.37	(2,958.75)		
40.000	ROYAL DUTCH SHEL	02/05/2008	12/02/2008	2,757.40	2,605.98	(151.42)		
17.000	ROYAL DUTCH SHEL	12/17/2007	12/02/2008	3,772.69	2,357.03	(1,415.66)		
16.000	SOCIETE GENERALE PARIS ADR	02/20/2008	12/02/2008	2,447.01	894.32	(1,552.69)		
42.000	SOCIETE GENERALE PARIS ADR	02/11/2008	12/02/2008	958.41	323.80	(634.61)		
35.000	SOCIETE GENERALE PARIS ADR	02/05/2008	12/02/2008	805.18	269.81	(535.37)		
75.000	TOTAL S.A. ADR	06/03/2008	12/02/2008	6,470.66	3,730.51	(2,740.15)		
1,239.000	UNIT D MICROTEC TRONICS CORP ADR	09/11/2008	12/02/2008	8,677.46	7,238.17	(1,439.19)		
665.000	AT&T INTEL ADR	12/17/2007	12/01/2008	13,469.18	5,608.77	(7,860.41)		
20.000	BNP PARIBAS PARIS ADR	06/09/2008	12/01/2008	916.00	508.99	(407.01)		
	TOTAL PORTFOLIO							

7/1/08 - 12/31/08 = 1,007,442.66
592,875.02 (414,567.64) 0.00

Carly W. Jones, Esq.

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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
239.000	ALLIANZ SE ADR	12/17/2007	01/20/2009	4,810.80	1,903.50		(2,907.30)
295.000	ORIX CORPORATION SPONS ADR	12/01/2008	01/20/2009	8,947.70	6,546.48	(2,401.22)	
55.000	ORIX CORPORATION SPONS ADR	11/07/2008	01/20/2009	4,662.85	1,886.28	(2,776.57)	
75.000	ORIX CORPORATION SPONS ADR	09/17/2008	01/20/2009	4,550.35	1,730.93	(2,819.42)	
437.000	ORIX CORPORATION SPONS ADR	05/27/2008	01/20/2009	37,935.31	9,697.67	(28,237.64)	
71.000	PLTRO-CANADA COMMON	02/11/2008	01/20/2009	3,425.16	1,629.48	(1,795.68)	
182.000	PLTRO-CANADA COMMON	02/11/2008	01/20/2009	8,052.21	4,062.54	(1,989.67)	
207.000	ROYAL DSM NV ADR	07/10/2008	01/20/2009	2,893.86	1,246.86	(1,647.00)	
1,800.000	ROYAL DSM NV ADR	06/04/2008	01/20/2009	27,685.80	10,842.23	(16,843.57)	
1,076.000	ROYAL DSM NV ADR	04/21/2008	01/20/2009	14,103.75	6,481.25	(7,622.50)	
375.000	SHARP CORP ADR JAPANESE	02/20/2008	01/20/2009	6,765.00	3,079.67	(3,685.33)	
1,346.000	SHARP CORP ADR JAPANESE	12/17/2007	01/20/2009	24,726.60	11,875.20	(12,851.40)	
962.000	SOCIETE GENERALE PARIS ADR	02/20/2008	01/20/2009	20,293.20	6,276.05	(14,017.15)	
553.000	STATOIL HYDRO ASA	02/20/2008	01/20/2009	16,492.58	9,467.63	(7,024.95)	
80.000	STATOIL HYDRO ASA	02/05/2008	01/20/2009	2,132.80	1,307.17	(765.63)	
2.000	STATOIL HYDRO ASA	01/08/2008	01/20/2009	61.95	34.18	(27.77)	
115.000	STATOIL HYDRO ASA	01/07/2008	01/20/2009	3,484.60	1,965.30	(1,519.30)	
67.000	TELECOM RESOURCES LTD CL B	07/25/2008	01/20/2009	2,610.51	309.68	(2,300.83)	
5,200.000	IBROS PLC ADR	06/04/2008	01/22/2009	35,581.00	4,747.44	(30,833.56)	
450.000	IBROS PLC ADR	05/09/2008	01/22/2009	4,702.50	410.72	(4,291.78)	
438.000	IBROS PLC ADR	01/24/2008	01/22/2009	4,338.04	398.64	(3,939.40)	
814.000	IBROS PLC ADR	06/23/2008	01/22/2009	2,657.05	742.92	(1,914.13)	
80.000	IBROS PLC ADR	12/05/2008	01/22/2009	112.98	72.48	(40.50)	
185.000	IBROS PLC ADR	12/04/2008	01/22/2009	239.28	175.16	(64.12)	
	LLOYDS BANKING GROUP PLC ADR	12/02/2008	01/22/2009	0.02	0.02		
120.000	ROYAL DUTCH SH A	02/20/2008	01/22/2009	8,500.80	5,575.09	(2,925.71)	
227.000	SANOFI-AVENTIS ADR	02/20/2008	01/22/2009	8,712.26	6,864.65	(1,847.61)	
45.000	SANOFI-AVENTIS ADR	02/05/2008	01/22/2009	1,717.65	1,360.83	(356.82)	
18.000	SANOFI-AVENTIS ADR	12/17/2007	01/22/2009	815.79	544.33	(271.46)	

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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
245 000	SHARP CORP ADR JAPANES	02/20/2008	01/22/2009	4,419.80	1,961.72	(2,458.08)	
127 000	STATOILHYDRO ASA	03/12/2008	01/22/2009	3,918.15	2,161.99	(1,756.16)	
38 000	STATOIL HYDRO ASA	02/20/2008	01/22/2009	1,131.26	646.90	(484.36)	
774 000	KONINKLIJKE AHOLD NV ADR	02/20/2008	02/05/2009	9,729.61	8,434.56	(1,295.05)	
204 000	KONINKLIJKE AHOLD NV ADR	12/17/2007	02/05/2009	2,733.52	2,344.21	(389.31)	
1,292 000	NISSAN MOTOR LTD SPONSORED ADR	02/20/2008	02/05/2009	21,521.89	7,979.34	(15,542.55)	
205 000	ROYAL BANK OF SCOTLAND GROUP P A DR	12/22/2008	02/05/2009	1,721.01	1,875.84	(1,855.20)	
18 000	ROYAL BANK OF SCOTLAND GROUP P A DR	07/10/2008	02/05/2009	1.53	114.46	112.93	
210 000	ROYAL BANK OF SCOTLAND GROUP P A DR	06/05/2008	02/05/2009	21,519.28	1,335.34	(20,183.94)	
21 000	ROYAL BANK OF SCOTLAND GROUP P A DR	04/09/2008	02/05/2009	1,162.22	133.51	(1,028.69)	
312 000	ROYAL BANK OF SCOTLAND GROUP P A DR	02/20/2008	02/05/2009	45,318.75	1,983.93	(43,364.82)	
5 000	ROYAL BANK OF SCOTLAND GROUP P A DR	02/05/2008	02/05/2009	533.80	31.79	(502.01)	
4 000	ROYAL BANK OF SCOTLAND GROUP P A DR	01/07/2008	02/05/2009	538.62	25.44	(513.18)	
150 000	ROYAL BANK OF SCOTLAND GROUP P A DR	12/17/2007	02/05/2009	26,260.44	953.81	(25,306.63)	
2 000	TOYOTA MTR CORP COM STK	02/20/2008	02/05/2009	276.80	133.56	(93.44)	
87 000	TOYOTA MTR CORP COM STK	12/17/2007	02/05/2009	9,183.72	5,801.29	(3,382.43)	
267 000	UGROPLAN AERO	12/02/2008	03/02/2009	4,146.51	3,737.65	(408.86)	
192 000	BARCLAYS PLC AMERICAN DEPOSITORY SHARES	03/09/2008	03/06/2009	7,152.50	666.31	(6,486.19)	
980 000	BARCLAYS PLC AMERICAN DEPOSITORY SHARES	02/20/2008	03/06/2009	37,906.40	3,400.96	(34,505.44)	
14 000	BARCLAYS PLC AMERICAN DEPOSITORY SHARES	02/05/2008	03/06/2009	501.70	48.59	(456.11)	
353 000	BARCLAYS PLC AMERICAN DEPOSITORY SHARES	02/20/2008	03/06/2009	22,999.70	9,142.64	(13,767.06)	

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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
177 000	BNP BILLITON PLC - ADR OFC	02/20/2008	03/06/2009	11,303.22	5,799.25		(5,503.97)
150 000	BNP BILLITON PLC - ADR OFC	12/17/2007	03/06/2009	8,937.00	4,914.62		(4,022.38)
595 000	CIA VALE DO RIO DOCE ADR SPL CUSIP 919121204	02/20/2008	03/06/2009	14,424.30	5,583.42		(8,840.88)
551 000	CIA VALE DO RIO DOCE ADR SPL CUSIP 919121204	01/07/2008	03/06/2009	9,451.16	3,959.15		(5,492.01)
61 000	DEUTSCHE BANK AG COM	02/20/2008	03/06/2009	6,798.02	1,425.87		(5,372.15)
6 000	DEUTSCHE BANK AG COM	02/05/2008	03/06/2009	648.72	140.25		(508.47)
17 000	DEUTSCHE BANK AG COM	01/18/2008	03/06/2009	1,964.57	397.37		(1,567.20)
7 000	DEUTSCHE BANK AG COM	01/07/2008	03/06/2009	896.09	163.62		(732.47)
170 000	DEUTSCHE BANK AG COM	12/17/2007	03/06/2009	21,373.13	3,973.73		(17,399.40)
15 000	MICHELIN (AG) UNSPON ADR	01/22/2009	03/06/2009	127.95	86.40	(11.55)	
702 000	MICHELIN (AG) UNSPON ADR	01/20/2009	03/06/2009	6,458.61	4,043.49	(2,415.12)	
307 000	HONDA MOTOR CO LTD USD ADR	02/20/2008	03/11/2009	9,510.86	6,890.17		(2,620.69)
83 000	HONDA MOTOR CO LTD USD ADR	12/17/2007	03/11/2009	2,690.03	1,862.82		(827.21)
31 000	TOTAL S A ADR	06/09/2008	03/11/2009	3,183.97	1,779.03	(1,404.94)	
107 000	TOTAL S A ADR	06/03/2008	03/11/2009	9,231.48	5,144.75	(4,086.73)	
3,234 000	UNITED MICROELECTRONICS CORP ADR HSBC HOLDINGS PLC RIGHTS 31 MAR 2009	09/11/2008	03/11/2009	6,438.65	6,438.65	(202.14)	
	SHINHAN FINL GROUP CO LTD SPN A DR	03/16/2009	03/16/2009	2.85	2.85		
		01/22/2009	03/16/2009		120.19	120.19	
300 000	CIA VALE DO RIO DOCE ADR SPL CUSIP 919121204	11/01/2008	03/25/2009	3,345.00	3,689.11	344.11	
60 000	CIA VALE DO RIO DOCE ADR SPL CUSIP 919121204	04/09/2008	03/25/2009	1,808.40	737.82	(1,070.58)	
210 000	CIA VALE DO RIO DOCE ADR SPL CUSIP 919121204	03/20/2008	03/25/2009	6,119.40	2,582.38		(3,537.02)
9 000	EAST JAPAN RY CO	03/11/2009	03/25/2009	78.30	82.32	4.02	
140 000	EAST JAPAN RY CO	12/04/2008	03/25/2009	1,788.50	1,280.56	(507.94)	
472 000	EAST JAPAN RY CO	12/02/2008	03/25/2009	6,413.89	4,317.30	(2,096.59)	

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Realized Gains & Losses
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Valuation Currency USD
Sort Order Closing Date

Shares at Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
20.000	SHINHAN FINL GROUP CO LTD SPN A DR	01/22/2009	03/25/2009	763.30	779.63	16.33	
125.000	SHINHAN FINL GROUP CO LTD SPN A DR	01/29/2009	03/25/2009	4,794.76	4,794.79	(127.50)	
120.000	SOLVAY SA BRUXELLES ADR	01/22/2009	03/25/2009	8,586.00	7,675.37	(910.63)	
15.000	SOLVAY SA BRUXELLES ADR	12/31/2008	03/25/2009	1,170.00	989.42	(210.58)	
105.000	TOTAL SA ADR	06/09/2008	03/25/2009	9,035.99	5,361.08	(3,573.91)	
231.000	ALLIANZ SE ADR	02/20/2008	03/26/2009	4,035.57	2,120.20	(1,915.37)	
370.000	ALLIANZ SE ADR	02/05/2008	03/26/2009	6,216.00	3,305.98	(2,820.02)	
310.000	ALLIANZ SE ADR	12/17/2007	03/26/2009	6,278.86	2,845.29	(3,433.57)	
124.000	BNP PARIBAS PARIS ADR	06/09/2008	03/26/2009	5,865.20	2,730.46	(3,134.74)	
209.000	CREDIT SUISSE GROUP ZURICH ADR	02/20/2008	03/26/2009	10,286.73	6,716.07	(3,570.66)	
	ITALI UNIBANCO BANCO MUTHI SA SPONS ADR	04/03/2009		0.12	0.12		
3.000	UBS AG REG	03/11/2009	03/03/2009	34.84	41.97	7.13	
1343.000	UBS AG REG	01/20/2009	03/03/2009	12,281.99	11,992.30	(289.59)	
15.000	UNIBANCO UNIAO DE BANCOS BRASILEIROS SA ADR REPSTG 500	11/03/2008	03/03/2009	1,027.48	1,094.78	67.30	
70.000	UNIBANCO UNIAO DE BANCOS BRASILEIROS SA ADR REPSTG 500	10/21/2008	03/03/2009	4,715.50	5,140.19	41.69	
15.000	UNIBANCO UNIAO DE BANCOS BRASILEIROS SA ADR REPSTG 500	12/01/2008	03/03/2009	901.13	1,091.78	193.65	
262.000	ARCELORMITTAL NV ROTTERDAM C L A ADR	09/10/2008	02/13/2009	16,045.43	7,176.68	(8,868.75)	
105.000	ARCELORMITTAL NV ROTTERDAM C L A ADR	03/09/2008	02/13/2009	8,892.44	2,576.15	(6,316.29)	
356.000	ARCELORMITTAL NV ROTTERDAM C L A ADR	02/20/2008	02/13/2009	26,721.76	9,751.51	(16,969.85)	
6.000	DEUTSCHE BANK AG COM	06/05/2008	03/13/2009	617.31	308.68	(308.65)	
50.000	DEUTSCHE BANK AG COM	01/09/2008	02/13/2009	5,924.50	2,572.36	(3,352.14)	
289.000	DEUTSCHE BANK AG COM	02/20/2008	02/13/2009	32,207.00	14,868.21	(17,338.77)	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
35,000	CHINA PETROLEUM & CHEM -ADR	02/20/2008	04/20/2009	4,301.98	2,809.56		(1,492.42)
17,000	CHINA PETROLEUM & CHEM -ADR	02/05/2008	04/20/2009	1,951.35	1,297.17		(654.18)
9,000	MITSUBISHI BANK CORP SPONSORED ADR	12/17/2007	04/20/2009	478.35	295.93		(182.42)
132,000	BARCLAYS PLC	11/03/2008	04/27/2009	1,484.21	1,766.30	282.09	
457,000	AMERICAN DEPOSITORY SHARES	07/09/2008	04/27/2009	11,173.65	6,115.14	(5,058.51)	
402,000	BARCLAYS PLC	06/05/2008	04/27/2009	11,434.69	5,379.19	(6,055.50)	
75,000	AMERICAN DEPOSITORY SHARES	04/09/2008	04/27/2009	2,905.70	1,043.72	(1,861.98)	
62,000	DEUTSCHE BANK AG COM	06/05/2008	04/30/2009	6,379.08	3,297.32	(3,081.73)	
283,000	EUROPEAN AERO	01/20/2009	04/30/2009	1,800.58	4,044.28	(854.30)	
105,000	EUROPEAN AERO	12/05/2008	04/30/2009	1,596.32	1,509.54	(86.79)	
153,000	EUROPEAN AERO	12/02/2008	04/30/2009	2,376.09	2,186.48	(189.61)	
165,000	INRC HOLDINGS PLC ADR	10/16/2008	04/30/2009	11,111.53	5,892.19	(5,219.34)	
106,000	MITSUBISHI BANK CORP SPONSORED ADR	12/17/2007	04/30/2009	5,633.90	3,239.27		(2,394.63)
8,000	MITSUBI C LTD ADR	09/04/2008	04/30/2009	2,336.91	1,688.24	(648.70)	
260,000	PETRO-CANADA COMMON	02/20/2008	04/30/2009	9,384.00	6,354.63		(3,029.37)
65,000	STORA ENSO ADR STK	02/05/2008	04/30/2009	847.44	365.99		(481.45)
1,075,000	STORA ENSO ADR STK	12/17/2007	04/30/2009	15,661.25	6,052.95	(9,608.30)	
105,600	TOYOTA MOTOR CORP COM STK	02/20/2008	04/30/2009	12,247.30	8,641.79		(3,605.51)
	LLOYDS BANKING GROUP PLC ADR	01/22/2009	04/12/2009	1.95	3.95		
31,000	BAE SYSTEMS ADR	03/09/2008	06/12/2009	2,180.04	1,371.35		(808.68)
211,000	BAE SYSTEMS ADR	02/20/2008	06/12/2009	11,693.90	9,334.04		(2,359.86)
90,000	BHP BILLITON PLC - ADR OTC	11/07/2008	06/12/2009	2,913.90	4,429.68	1,515.78	
30,000	BHP BILLITON PLC - ADR OTC	04/09/2008	06/12/2009	2,108.70	1,176.56		(932.14)
6,000	BHP BILLITON PLC - ADR OTC	02/20/2008	06/12/2009	4,023.18	3,100.78		(922.40)
77,000	CHINA PETROLEUM & CHEM -ADR	02/20/2008	06/12/2009	8,717.17	5,856.82		(2,860.35)

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Realized Gains & Losses
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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Short Term	Long Term
321,000	CREDIT SUISSE GROUP ZUERICH ADR	02/20/2008	06/12/2009	15,897.67	11,959.16		(938.51)
51,000	HONDA MOTOR CO LTD USD ADR	04/09/2008	06/12/2009	1,515.19	1,567.51		52.32
283,000	HONDA MOTOR CO LTD USD ADR	02/20/2008	06/12/2009	8,767.34	8,214.94		(552.40)
4,490,000	UNITED MICROELECTRONICS CORP ADR	09/17/2008	06/12/2009	8,114.78	12,001.45	3,886.67	
187,000	UNITED MICROELECTRONICS CORP ADR	09/11/2008	06/12/2009	382.81	499.84	117.03	
	LI OYDS BANKING GROUP PLC ADR	05/22/2009	06/30/2009		2,561.57	2,561.57	
	TOTAL PORTFOLIO	1/1/2008-6/30/2009		964,259.69	441,418.14	(280,771.46)	(242,070.09)

Long-Term: Cost 138,990.15 Proceeds 190,920.00 Gain/Loss 242,070.09

Short-Term: Cost 525,269.54 Proceeds 244,498.08 Gain/Loss (280,771.46)

TOTAL LT: Cost = 138,990.15, Proceeds = 190,920.00, Loss = 242,070.09

TOTAL ST: Cost = 1,530,512.20, Proceeds = 837,313.10, Loss = (693,139.10)

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191010689 : SCARLETT FAMILY FOUNDATION *NWQ INTERNATIONAL*
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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
213,000	ASIRAZI NECA PLC SPONS ADR	07/03/2008	07/10/2008	11,107.68	11,464.23	356.55	
122,000	PLATON CHINA CO LTD ADR	07/03/2008	07/23/2008	15,131.17	16,775.86	1,644.69	
209,000	ASTRA/NECA PLC SPONS ADR	07/03/2008	08/01/2008	9,553.51	10,161.46	607.95	
254,000	NIPPON TEL & TEL CORP SPONS ADR	07/03/2008	08/01/2008	6,291.96	6,519.02	227.06	
192,000	LOSNVIN PLC SPON ADR	08/04/2008	08/06/2008	8,586.91	12,397.58	3,810.67	
263,000	LOSNVIN PLC SPON ADR	07/07/2008	08/06/2008	14,806.90	16,982.10	2,175.20	
51,000	SOCHIE GENERAL PARIS ADR	07/30/2008	08/06/2008	935.34	1,052.72	117.38	
732,000	SOCHIE GENERAL PARIS ADR	07/07/2008	08/06/2008	12,159.33	15,109.63	2,950.30	
621,000	UNAKYMINI NI CORP SPONS ADR	07/07/2008	09/11/2008	9,936.00	11,206.00	1,270.00	
317,000	S-OIL	07/10/2008	09/16/2008	10,957.63	9,461.55	(1,496.08)	
134,000	S-OIL	07/10/2008	09/17/2008	1,231.48	3,773.96	(157.52)	
477,000	BARRICK GOLD CORP COM	07/03/2008	09/18/2008	21,308.40	16,664.94	(4,643.46)	
882,000	SOCHIE GENERAL PARIS ADR	07/30/2008	09/19/2008	16,175.88	16,763.46	587.58	
677,000	ALUMINA LTD SPONSORED ADR	07/28/2008	09/26/2008	1,893.76	1,893.76		
74,000	SWISSCOM AG SPONSORED ADR	07/07/2008	10/27/2008	21,772.32	19,985.33	(1,786.99)	
105,000	CURRENCY SHARES JAPAN SEVEN 1ST	07/28/2008	10/28/2008	2,225.76	2,491.02	265.26	
614,000	CURRENCY SHARES JAPAN SEVEN 7ST	07/03/2008	10/28/2008	9,803.85	10,898.21	1,094.36	
618,000	UNAKYMINI NI CORP SPONS ADR	07/07/2008	10/30/2008	9,821.00	8,397.51	(1,423.49)	
670,000	CENTRAIS LEETRICAS BRASILEIRAS ADR PD	07/30/2008	12/01/2008	10,348.60	6,464.24	(3,884.36)	
687,000	CENTRAIS LEETRICAS BRASILEIRAS ADR PD	07/07/2008	12/01/2008	9,916.00	7,068.16	(2,847.84)	
216,000	NIPPON TEL & TEL CORP SPONS ADR	07/03/2008	12/03/2008	17,018.02	16,412.81	(605.21)	
481,000	ANGLOGOLD ASHANTI LIMITED ADR NLW	07/03/2008	12/05/2008	7,254.58	4,695.87	(2,558.71)	
181,000	ANGLOGOLD ASHANTI LIMITED ADR NLW	07/03/2008	12/15/2008	16,154.86	12,826.75	(3,328.11)	
	BARRICK GOLD CORP COM	07/03/2008	12/16/2008	8,085.58	6,063.32	(2,022.26)	

Private Wealth Management
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Realized Gains & Losses
191010689 : SCARLETT FAMILY FOUNDATION *NWQ INTERNATIONAL*
06/27/2008 to 12/31/2008
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares of Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
500.000	NIPPON TEL. & TEL. CORP SPONS ADR	07/03/2008	12/17/2008	7,651.39	8,067.63	-413.24	
152.000	NIPPON TEL. & TEL. CORP SPONS ADR	07/03/2008	12/23/2008	4,508.41	4,868.51	360.10	
	TOTAL PORTFOLIO	7/3/08-12/23/08		265,748.56	258,435.63	(7,312.93)	0.00

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Realized Gains & Losses
191010689 : SCARLETT FAMILY FOUNDATION *NWQ INTERNATIONAL*
01/01/2009 to 06/30/2009
Trade Date Reporting

Valuation Currency USD
Sort Order: Descending

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
2,017,000	KIRIN HOLDINGS COMPANY LTD	07/30/2008	01/09/2009	29,628.92	24,233.51	(5,395.41)	
1,735,000	KIRIN HOLDINGS COMPANY LTD	07/07/2008	01/09/2009	19,677.90	17,039.53	(2,638.37)	
1,419,000	COMPASS PL SPONSORED ADR	07/03/2008	01/09/2009	13,697.54	11,597.95	(2,099.59)	
20,000	IDR ELECTRS LTD *F	07/28/2008	01/15/2009	1,227.95	760.14	(467.81)	
75,000	AMERICAN DEPOSITARY SHS	07/25/2008	01/15/2009	4,528.88	2,964.54	(1,564.34)	
5,000	IDR ELECTRS LTD *F	07/07/2008	01/15/2009	4,915.96	3,116.56	(1,802.42)	
376,000	AMERICAN DEPOSITARY SHS	07/03/2008	01/21/2009	13,241.03	11,611.19	(1,599.84)	
13,000	SANCO INVESTMENTS ADR	07/30/2008	01/27/2009	348.92	285.27	(63.65)	
272,000	NEW FIRST MINING LTD SPONSORED ADR	07/07/2008	01/27/2009	7,349.14	5,968.64	(1,380.50)	
528,000	PEIRO CANADA COMMON	07/28/2008	01/29/2009	24,673.14	11,889.12	(12,784.02)	
276,000	PEIRO CANADA COMMON	07/03/2008	01/29/2009	14,817.81	6,311.76	(8,606.05)	
811,000	SEKISUI HOLD LTD SPONS ADR	07/07/2008	01/29/2009	7,331.99	6,924.28	(407.71)	
1,229,000	ERICSSON L MTH CO ADR B SLS 10	07/28/2008	01/30/2009	14,324.49	10,552.99	(3,771.50)	
937,000	ERICSSON L MTH CO ADR B SLS 10	07/03/2008	01/30/2009	9,976.99	7,140.40	(2,836.60)	
991,000	GOULD FIELDS LTD SP ADR	07/03/2008	01/30/2009	12,139.15	10,625.02	(1,514.13)	
175,000	NEWMONT MINING CORP USD 6 COM	07/03/2008	02/06/2009	8,733.11	7,191.10	(1,542.01)	
62,000	TECHNIP (EX-TECHNIP) COF LEXIP	07/05/2008	02/09/2009	4,395.30	2,425.66	(1,969.64)	
127,000	TECHNIP (EX-TECHNIP) COF LEXIP	07/15/2008	02/09/2009	9,784.89	4,763.86	(5,021.03)	
2,700,000	ASIA PACIFIC ASIAN LTD LIMITED ADR	07/03/2008	02/17/2009	8,295.74	7,761.26	(534.48)	
95,000	CURRENCY SHARES EURO TR EURO SHS	07/28/2008	07/26/2009	14,691.21	11,862.54	(2,828.67)	
185,000	CURRENCY SHARES EURO TR EURO SHS	07/03/2008	02/26/2009	29,536.68	23,980.78	(5,555.90)	
172,000	NEWMONT MINING CORP USD 6 COM	07/03/2008	07/27/2009	8,633.30	7,294.39	(1,338.91)	
50,000	PROMISE CO LTD	07/15/2008	03/01/2009	3,015.25	1,650.46	(1,364.79)	

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Realized Gains & Losses
191010689 : SCARLETT FAMILY FOUNDATION *NWQ INTERNATIONAL*
01/01/2009 to 06/30/2009
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
366,000	PROMISE CO LTD	07/07/2008	03/04/2009	4,886.10	2,374.70	(2,511.40)	
22,000	GOLD FIELDS LTD SP ADR	07/03/2008	03/06/2009	5,181.63	4,700.43	(481.20)	
23,000	ANGLOGOLD ASHANTI LIMITED ADR NEW	07/28/2008	03/11/2009	771.15	728.82	(42.33)	
33,000	ANGLOGOLD ASHANTI LIMITED ADR NEW	07/24/2008	03/11/2009	1,088.33	1,045.70	(42.63)	
200,000	ANGLOGOLD ASHANTI LIMITED ADR NEW	07/23/2008	03/11/2009	6,722.72	6,337.56	(385.16)	
11,600	ANGLOGOLD ASHANTI LIMITED ADR NEW	07/03/2008	03/11/2009	369.45	345.57	(23.88)	
238,000	LONMIN PLC-SPON ADR	08/04/2008	03/11/2009	10,611.19	4,202.76	(6,408.43)	
146,000	SUNCOR ENERGY INC CAD COM	07/28/2008	03/11/2009	7,809.83	3,507.67	(4,302.16)	
96,000	SUNCOR ENERGY INC CAD COM	07/23/2008	03/11/2009	5,166.88	2,306.42	(2,860.46)	
179,000	SUNCOR ENERGY INC CAD COM	07/03/2008	03/11/2009	10,188.68	4,300.50	(5,888.18)	
890,000	GOLD FIELDS LTD SP ADR	07/03/2008	03/12/2009	10,902.23	10,931.00	28.77	
243,000	ANGLOGOLD ASHANTI LIMITED ADR NEW	07/28/2008	03/13/2009	8,180.86	8,333.26	152.40	
321,000	GOLD FIELDS LTD SP ADR	07/28/2008	03/18/2009	3,938.41	3,938.87	0.46	
109,000	GOLD FIELDS LTD SP ADR	07/03/2008	03/18/2009	1,335.22	1,337.50	2.28	
93,000	HACHIMIN BK LTD ADR	07/29/2008	03/18/2009	5,745.22	5,123.30	(621.92)	
62,000	DAIWA HOUSE IND *FLTLD JAPANESE ADR	07/07/2008	03/19/2009	5,759.80	4,913.79	(846.01)	
521,000	SHVLR STANDARD RESOURCES INC COM	07/28/2008	03/19/2009	11,691.28	8,247.29	(3,443.99)	
339,000	SILVER STAR AND RESOURCES INC COM	07/03/2008	03/19/2009	9,715.74	5,492.95	(4,222.79)	
141,000	NIAMON MINING CORP USD16 COM	07/03/2008	03/20/2009	7,046.40	6,207.46	(838.94)	
216,000	LONMIN PLC-SPON ADR	09/24/2008	04/02/2009	10,516.76	4,770.59	(5,746.17)	
236,000	LONMIN PLC-SPON ADR	08/04/2008	04/02/2009	10,554.75	5,212.31	(5,342.44)	
72,000	DAIWA HOUSE IND *FLTLD JAPANESE ADR	07/07/2008	04/05/2009	6,688.80	6,139.25	(549.55)	

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Realized Gains & Losses
191010689 : SCARLETT FAMILY FOUNDATION *NWQ INTERNATIONAL*
01/01/2009 to 06/30/2009
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
560.000	SEKISUI HOUSE LTD SPONS ADR	07/07/2008	07/09/2009	5,090.40	4,631.97	(458.43)	
552.000	NORJA CORP ADR SHRS	01/30/2009	04/23/2009	7,115.06	8,719.71	1,573.65	
671.000	FACHRENG VIA SHARE						
671.000	PROMISE CO LTD	07/31/2008	08/07/2009	8,532.64	4,423.58	(4,109.06)	
233.000	PROMISE CO LTD	07/18/2008	08/07/2009	2,712.58	1,536.06	(1,176.52)	
109.000	TECHNIP (N-4TC) NIP-COFLEXIP ADR	09/05/2008	08/08/2009	7,733.38	3,882.14	(2,881.24)	
557.000	SEKISUI HOUSE LTD SPONS ADR	07/07/2008	08/15/2009	5,335.83	5,512.66	176.83	
136.000	LIHR GOLD LTD ADR RLPR 20 ORDS (55255N107)	07/28/2008	08/20/2009	4,133.41	3,424.29	(719.12)	
319.000	LIHR GOLD LTD ADR RLPR 20 ORDS (55255N107)	07/03/2008	08/20/2009	9,870.69	7,331.19	(2,539.50)	
436.000	LIHR GOLD LTD ADR RLPR 20 ORDS (55255N107)	07/28/2008	08/29/2009	12,124.33	11,231.51	(892.82)	
55.000	NEAF-2 INC COM	07/28/2008	08/02/2009	1,114.99	839.32	(275.67)	
390.000	NEAF-2 INC COM	07/03/2008	08/02/2009	19,515.19	9,909.61	(9,605.58)	
1,072.000	PROMISE CO LTD	08/13/2008	08/11/2009	12,722.60	7,045.43	(5,677.17)	
11.000	PROMISE CO LTD	08/01/2008	08/11/2009	580.28	289.18	(291.10)	
305.000	PROMISE CO LTD	07/31/2008	08/11/2009	5,022.91	2,596.01	(2,426.91)	
53.000	DAIWA HOUSE IND *FLD JAPANESE ADR	07/07/2008	08/15/2009	4,923.70	5,143.87	220.17	
TOTAL PORTFOLIO				375,474.40	(140,571.39)	0.00	

val/cr - 6/30/09 = 516,045.79

Gain (Loss)

-0-

Proceeds

-0-

Net

Total

TOTAL ST: 731,794.35 633,116.03 (147,884.32) Acc # 10689

Tax Asset Detail 7/01/08 - 6/30/09

FYE. 6/30/2009

Asset *	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	0.00c	0.00	0.00	951.39	951.39	1,902.77	S/L	36 months
2	Website Design	11/25/08	2,620.63	0.00c	0.00	0.00	509.57	509.57	2,111.06	S/L	36 months
Grand Total			<u>5,474.79</u>	<u>0.00c</u>	<u>0.00</u>	<u>0.00</u>	<u>1,460.96</u>	<u>1,460.96</u>	<u>4,013.83</u>		

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