Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: YARBROUGH FAMILY FOUNDATION

A Employer identification number: 20-5980265

Number and street (or P O box number if mail is not delivered to street address): 308 MALLORY STATION ROAD | Room/suite

B Telephone number: 615-372-1027

City or town, state, and ZIP code: FRANKLIN, TN 37067

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,150,797.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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	2,988,170.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	126.	126.		STATEMENT 1
	4 Dividends and interest from securities	139,029.	139,029.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	70,344.			
	b Gross sales price for all assets on line 6a 36,783.				
	7 Capital gain net income (from Part IV, line 2)		70,344.		
	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				
	12 **Total.** Add lines 1 through 11	3,197,669.	209,499.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	6,500.	3,250.		3,250.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	2,749.	1,099.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	150.	0.		150.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,399.	4,349.		3,400.
	25 Contributions, gifts, grants paid	85,375.			85,375.
	26 **Total expenses and disbursements.** Add lines 24 and 25	94,774.	4,349.		88,775.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,102,895.			
	b **Net investment income** (if negative, enter -0-)		205,150.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 21 2013 OGDEN, UT

SCANNED NOV 25 2013

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			
	2 Savings and temporary cash investments	53,815.	177,188.	177,188.
	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	500.	1,000.	1,000.
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	0.	868,702.	3,019,749.
	c Investments - corporate bonds STMT 8	329,483.	329,483.	363,777.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,603,276.	3,594,127.	3,589,083.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,987,074.	4,970,500.	7,150,797.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	3,987,074.	4,970,500.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	3,987,074.	4,970,500.	
	31 **Total liabilities and net assets/fund balances**	3,987,074.	4,970,500.	

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	3,987,074.
2 Enter amount from Part I, line 27a	2	3,102,895.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,089,969.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	2,119,469.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,970,500.

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	500 SHS SPDR S&P 500 ETF TRUST	D	08/04/11	09/05/12
b	270 SHS ISHARES TRUST DOW JONES SELCT			
c	DIVIDEND INDEX FUND ETF	D	06/02/11	09/06/12
d	CAPITAL GAIN DISTRIBUTIONS			
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	21,129.		18,336.	2,793.
b				
c	15,654.		14,245.	1,409.
d				66,142.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,793.
b				
c				1,409.
d				66,142.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 70,344.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	598,732.	3,022,497.	.198092
2010	121,069.	1,383,376.	.087517
2009	45,664.	1,129,098.	.040443
2008	107,038.	1,554,097.	.068875
2007	87,434.	1,972,410.	.044329

2	Total of line 1, column (d)	2	.439256
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	.087851
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,083,030.
5	Multiply line 4 by line 3	5	358,698.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,052.
7	Add lines 5 and 6	7	360,750.
8	Enter qualifying distributions from Part XII, line 4	8	88,775.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,103.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	4,103.
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	4,103.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	9,000.
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	4,897.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,897. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DENISE ROYCE Telephone no ▶ (615) 372-1065

Located at ▶ 308 MALLORY STATION ROAD, FRANKLIN, TN ZIP+4 ▶ 37067

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* 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 2012?	4b		X

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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JON YARBROUGH 308 MALLORY STATION ROAD FRANKLIN, TN 37067	PRESIDENT 1.00	0.	0.	0.
KATHY LEE CAMPBELL YARBROUGH 308 MALLORY STATION ROAD FRANKLIN, TN 37067	SECRETARY 1.00	0.	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
N/A	0.00	0.	0.	0.

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

Form **990-PF** (2012)

223551
12-05-12

12331108 099914 205980265 2012.04040 YARBROUGH FAMILY FOUNDATION 20598021

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
N/A		0.
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 SEE STATEMENT 10	0.
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.

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	4,080,228.
b	Average of monthly cash balances	1b	64,980.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,145,208.
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	4,145,208.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,178.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,083,030.
6	**Minimum investment return.** Enter 5% of line 5	6	204,152.

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	204,152.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 4,103.		
b	Income tax for 2012. (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	4,103.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	200,049.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	200,049.
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	200,049.

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	88,775.
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	88,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	88,775.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				200,049.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 533,682.				
f Total of lines 3a through e	533,682.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 88,775.				
a Applied to 2011, but not more than line 2a			0.	
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 2012 distributable amount				88,775.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	111,274.			111,274.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	422,408.			
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 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	422,408.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 422,408.				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JON YARBROUGH

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN DIABETES ASSOCIATION 1701 N. BEAUREGARD ST ALEXANDRIA, VA 22311	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	25,000.
BATTLE GROUND ACADEMY 336 ERNEST RICE LANE FRANKLIN, TN 37069	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	350.
BATTLE GROUND ACADEMY 2012 13 FUND 336 ERNEST RICE LANE FRANKLIN, TN 37069	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	30,000.
JUSTICE AND MERCY INTERNATIONAL 1810 COLUMBIA AVE FRANKLIN, TN 37064	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	1,000.
LOAVES & FISHES 150 2ND ST WATSONVILLE, CA 95076	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	85,375.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

12331108 099914 205980265 2012.04040 YARBROUGH FAMILY FOUNDATION 20598021

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	126.	
4 Dividends and interest from securities			14	139,029.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	70,344.	
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.		209,499.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	209,499.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Jon Yarbrough 11/13/13

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN HUEFFNER	[signature]	11/8/13		P01087725
Firm's name ▶ DELOITTE TAX, LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 111 S. WACKER DRIVE CHICAGO, IL 60606			Phone no. 312-486-1000	

Form **990-PF** (2012)

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
YARBROUGH FAMILY FOUNDATION	20-5980265

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
YARBROUGH FAMILY FOUNDATION	20-5980265

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JON YARBROUGH 308 MALLORY STATION ROAD FRANKLIN, TN 37067	$ 2,988,170.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
YARBROUGH FAMILY FOUNDATION	20-5980265

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	$ 2,988,170.	12/27/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
YARBROUGH FAMILY FOUNDATION	20-5980265

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL MS SOCIETY BLUE RIDGE CHAPTER 1020 CARRINGTON PLACE CHARLOTTESVILLE, VA 22901	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	25.
NATIVE AMERICAN INDIAN ASSOCIATION OF TENNESSEE 230 SPENCE LANE NASHVILLE, TN 37210	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	1,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION 400 S. MONROE STILLWATER, OK 74074	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	10,000.
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE, SUITE 4600 BOSTON, MA 02110	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	500.
TENNESSEE CENTER FOR PERFORMANCE EXCELLENCE 2525 PERIMETER PLACE DRIVE, SUITE 122 NASHVILLE, TN 37214	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	1,500.
THE CENTER FOR LIVING & LEARNING PO BOX 50272 NASHVILLE, TN 37205	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	10,000.
WINGS OF FREEDOM PO BOX 353 SMYRNA, TN 37167	NONE	501(C)(3) PUBLIC CHARITY	UNRESTRICTED	5,000.
Total from continuation sheets				28,025.

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS #9589	126.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	126.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #9589	139,029.	0.	139,029.
TOTAL TO FM 990-PF, PART I, LN 4	139,029.	0.	139,029.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	3,250.		3,250.
TO FORM 990-PF, PG 1, LN 16B	6,500.	3,250.		3,250.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,099.	1,099.		0.
FEDERAL TAX PAYMENTS	1,650.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,749.	1,099.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	150.	0.		150.
TO FORM 990-PF, PG 1, LN 23	150.	0.		150.

FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 6

DESCRIPTION	AMOUNT
BUILT-IN GAIN FROM NON-CASH CONTRIBUTIONS	2,119,468.
ROUNDING	1.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,119,469.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY EQUITY INVESTMENTS	868,702.	3,019,749.
TOTAL TO FORM 990-PF, PART II, LINE 10B	868,702.	3,019,749.

FORM 990-PF | CORPORATE BONDS | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS FIXED INCOME	329,483.	363,777.
TOTAL TO FORM 990-PF, PART II, LINE 10C	329,483.	363,777.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS MUTUAL FUNDS	COST	3,594,127.	3,589,083.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,594,127.	3,589,083.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER IRC SEC. 501(C)(3).

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	0.

Holdings

Active Assets Account YARBROUGH FAMILY FOUNDATION C/O JON YARBROUGH

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both Morgan Stanley and CIRA, you can and should view both research reports CIRA's equity research ratings are (1) Buy, (2) Neutral and (3) Sell For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley, CIRA and Standard & Poor's ratings. Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIRCASTLE LIMITED (AYR)	2/18/09	986.000	$3.025	$2,982.55	**$12,364.44**	$9,381.89 LT	$650.76	5.26
Share Price· $12 540, Rating Morgan Stanley. 2, Citigroup 1, S&P· 2, Next Dividend Payable 03/2013								
AKAMAI TECHNOLOGIES INC (AKAM)	11/18/08	358.000	11.913	4,264.78	**14,645.78**	10,381 00 LT	—	—
Share Price: $40 910, Rating· Morgan Stanley 2, Citigroup· 2, S&P 2								
ALBEMARLE CORPORATION (ALB)	4/22/04	134.000	14.970	2,005 98	8,324.08	6,318.10 LT		
	4/1/05	78.000	17.980	1,402.44	4,845.36	3,442 92 LT		
	10/7/05	396 000	18.225	7,217.10	24,599.52	17,382.42 LT		
	Total	608.000		10,625 52	**37,768.96**	27,143.44 LT	486.40	1.28
Share Price $62 120, Rating Morgan Stanley. 2, Citigroup· 1, S&P 2, Next Dividend Payable 01/01/13								
AMAZON COM INC (AMZN)	11/30/06	365 000	40.358	14,730 67	91,567 55	76,836.88 LT		
	4/11/11	45 000	183.940	8,277.30	11,289.15	3,011.85 LT		
	Total	410 000		23,007.97	**102,856.70**	79,848.73 LT	—	—
Share Price: $250.870, Rating Morgan Stanley: 2, Citigroup 1, S&P· 2								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EXPRESS CO (AXP)	3/23/09	1,509 000	14.213	21,446.66	**86,737.32**	65,290 66 LT	1,207.20	1.39
Share Price $57 480; Rating Morgan Stanley 2, Citigroup. 1, S&P. 1, Next Dividend Payable 02/2013								
AMERICAS CAR-MART INC (CRMT)	3/14/07	974 000	11.894	11,585.05	**39,466.48**	27,881.43 LT	—	—
Share Price: $40.520								
AMERIPRISE FINCL INC (AMP)	2/18/09	688.000	18.857	12,973.27	**43,089.44**	30,116.17 LT	1,238.40	2.87
Share Price $62 630; Rating Morgan Stanley. 2, S&P. 2; Next Dividend Payable 02/2013								
AMERISOURCEBERGEN CORP (ABC)	1/11/05	311.000	14.081	4,379.32	13,428 98	9,049.66 LT		
	11/18/08	282.000	15.344	4,326.88	12,176.76	7,849.88 LT		
	12/5/08	454 000	15 311	6,951.28	19,603.72	12,652.44 LT		
	Total	1,047.000		15,657.48	**45,209.46**	29,551.98 LT	879.48	1.94
Share Price $43 180; Rating· Morgan Stanley 2, Citigroup 2, S&P· 1; Next Dividend Payable 03/2013								
ANN INC COM (ANN)	6/29/09	516 000	7.874	4,063.09	**17,461.44**	13,398 35 LT	—	—
Share Price $33 840, Rating Morgan Stanley. 2, S&P 2								
AOL INC (AOL)	4/11/11	1.000	14 630	14.63	29.61	14 98 LT C		
	10/10/11	792.000	7.894	6,251.81	23,451.12	17,199.31 LT C		
	Total	793.000		6,266.44	**23,480.73**	17,214.29 LT	—	—
Share Price. $29.610, Rating Citigroup· 2H								
ARES CAPITAL CORP (ARCC)	2/18/09	839.000	3.724	3,124.35	**14,682.50**	11,558.15 LT	1,275.28	8.68
Share Price $17 500, Rating· Citigroup 1; Next Dividend Payable 03/2013								
ASCENA RETAIL GROUP INC COM (ASNA)	4/1/05	870.000	4.466	3,885.35	16,068.90	12,183.55 LT		
	4/28/05	668.000	4.303	2,874.07	12,337.96	9,463.89 LT		
	10/14/08	368.000	5.283	1,944.03	6,796.96	4,852.93 LT		
	Total	1,906.000		8,703.45	**35,203.82**	26,500.37 LT	—	—
Share Price. $18 470, Rating Citigroup 1								
ASCENT CAPITAL GROUP A COM (ASCMA)	6/21/05	6.817	24.591	167.64	422 24	254.60 LT		
	10/7/05	26.183	22.427	587.20	1,621 78	1,034.58 LT		
	11/18/08	176.000	22.506	3,960 97	10,901.44	6,940.47 LT		

CONTINUED

008859 MSDDT265

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	209 000		4,715 81	**12,945.46**	8,229 65 LT	—	—
Share Price: $61 940								
AUTOZONE INC (AZO)	4/21/04	11 000	84.910	934 01	3,898.73	2,964.72 LT		
	8/20/04	5.000	77.900	389.50	1,772.15	1,382.65 LT		
	1/26/05	24.000	89.560	2,149.44	8,506 32	6,356.88 LT		
	7/17/06	59.000	85.570	5,048.63	20,911.37	15,862.74 LT		
	Total	99.000		8,521.58	**35,088.57**	26,566.99 LT	—	—
Share Price. $354 430, Rating: Morgan Stanley· 2, Citigroup: 1, S&P. 2								
BEAM INC COM (BEAM)	3/23/09	626.000	19.570	12,250.65	**38,242.34**	25,991.69 LT	513.32	1.34
Share Price $61 090, Rating Morgan Stanley. 1, Citigroup 2, S&P. 2, Next Dividend Payable 03/2013								
BELO CORP SER A (BLC)	6/29/09	2,163.000	1.836	3,970.84	**16,590.21**	12,619.37 LT	692.16	4.17
Share Price $7 670, Next Dividend Payable 03/2013								
BIOGEN IDEC INC (BIIB)	7/17/06	175 000	42.470	7,432 25	25,614.75	18,182.50 LT		
	11/30/06	180.000	51.870	9,336.60	26,346.60	17,010.00 LT		
	Total	355.000		16,768.85	**51,961.35**	35,192.50 LT	—	—
Share Price: $146 370, Rating Morgan Stanley· 1, Citigroup: 2, S&P· 2								
CAPITAL ONE FINANCIAL CORP (COF)	3/23/09	743.000	13.216	9,819.64	**43,041.99**	33,222.35 LT	148.60	0.34
Share Price. $57.930, Rating. Morgan Stanley· 1, Citigroup: 1, S&P. 1; Next Dividend Payable 02/2013								
CBS CORP NEW CL B SHRS (CBS)	2/18/09	861.000	5.122	4,410.30	**32,761.05**	28,350.75 LT	413.28	1.26
Share Price. $38.050, Rating. Morgan Stanley: 1, Citigroup 2, S&P 1; Next Dividend Payable 01/01/13								
CHIPOTLE MEXICAN GRILL INC COM (CMG)	10/14/08	163 000	45.236	7,373.42	**48,485.98**	41,112.56 LT	—	—
Share Price $297 460; Rating Morgan Stanley 2, Citigroup. 1, S&P 3								
CIGNA CORPORATION COM (CI)	11/18/08	981.000	12.553	12,314.59	**52,444.26**	40,129.67 LT	39.24	0.07
Share Price $53 460, Rating· Morgan Stanley 1, Citigroup· 1, S&P 1; Next Dividend Payable 04/2013								
CITRIX SYSTEMS INC (CTXS)	10/14/08	327.000	22.595	7,388.40	21,457.74	14,069.34 LT		
	11/18/08	90 000	22.570	2,031 30	5,905 80	3,874 50 LT		
	Total	417 000		9,419.70	**27,363.54**	17,943 84 LT	—	—
Share Price. $65 620, Rating Morgan Stanley: 2, Citigroup· 1, S&P 2								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COBALT INTL ENERGY (CIE)	8/8/11	802.000	8.881	7,122.72	**19,697.12**	12,574.40 LT	—	—
Share Price· $24 560; Rating· Morgan Stanley 1, Citigroup· 1H								
COCA-COLA ENTERPRISES INC. NEW (CCE)	11/18/08	686.000	8.987	6,165.29	21,766.78	15,601.49 LT		
	12/5/08	459.000	9 988	4,584.40	14,564.07	9,979.67 LT		
	Total	1,145.000		10,749.69	**36,330.85**	25,581.16 LT	732.80	2.01
Share Price: $31.730, Rating Citigroup: 2, S&P. 2, Next Dividend Payable 03/2013								
CORE LABORATORIES N V (CLB)	2/10/09	710 000	32.099	22,790.18	77,610.10	54,819.92 LT		
	3/5/12	62.000	123.216	7,639.42	6,777 22	(862.20) ST		
	Total	772.000		30,429.60	**84,387.32**	54,819.92 LT (862.20) ST	864.64	1.02
Share Price $109 310, Rating S&P 1, Next Dividend Payable 02/2013								
CROWN CASTLE INTL (CCI)	11/30/06	221.000	34.870	7,706.27	15,947.36	8,241.09 LT		
	11/18/08	312 000	12.993	4,053.88	22,513 92	18,460.04 LT		
	Total	533.000		11,760.15	**38,461.28**	26,701.13 LT	—	—
Share Price· $72 160; Rating Morgan Stanley: 1, Citigroup: 2, S&P· 1								
D R HORTON INC (DHI)	11/18/08	756.000	5.507	4,162.99	14,953.68	10,790 69 LT		
	12/5/08	896.000	8 090	7,248.82	17,722.88	10,474.06 LT		
	Total	1,652.000		11,411.81	**32,676.56**	21,264.75 LT	247.80	0.75
Share Price. $19 780; Rating Citigroup 1, S&P 2, Next Dividend Payable 03/2013								
DIAMOND ROCK HOSPITALITY CO (DRH)	11/18/08	2,602 000	2.997	7,799 34	**23,418.00**	15,618.66 LT R	832.64	3.55
Share Price· $9 000, Rating Citigroup 2, Next Dividend Payable 01/10/13								
DILLARDS INC CL A (DDS)	11/18/08	869 000	3 151	2,738.13	**72,796.13**	70,058.00 LT	173.80	0.23
Share Price: $83.770, Rating. S&P 2; Next Dividend Payable 03/2013								
DIRECTV COM (DTV)	6/14/06	48.000	16.280	781.44	2,407 68	1,626.24 LT		
	7/17/06	96 000	15.101	1,449.66	4,815 36	3,365.70 LT		
	7/17/06	719 000	16.480	11,849.12	36,065.04	24,215.92 LT		
	6/16/08	74.000	23.628	1,748.46	3,711.84	1,963.38 LT		
	11/18/08	248 000	11.413	2,830.37	12,439.68	9,609.31 LT		
	11/18/08	225 000	20.404	4,590 99	11,286.00	6,695.01 LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,410.000		23,250.04	**70,725.60**	47,475.56 LT	—	—
Share Price. $50 160, Rating Morgan Stanley 1, Citigroup: 1, S&P 2								
DISCOVER FINCL SVCS (DFS)	2/18/09	633.000	6.298	3,986 76	24,402.15	20,415.39 LT		
	4/11/11	318.000	24.097	7,662 81	12,258.90	4,596.09 LT		
	Total	951 000		11,649.57	**36,661.05**	25,011 48 LT	532.56	1.45
Share Price $38 550, Rating Morgan Stanley. 2, Citigroup 2, S&P 2, Next Dividend Payable 01/17/13								
DISCOVERY COMMUNICATIONS SER C (DISCK)	10/7/05	118.000	12.104	1,428.24	6,903 00	5,474.76 LT		
	11/18/08	545.000	11 655	6,351.70	31,882.50	25,530.80 LT		
	Total	663.000		7,779.94	**38,785.50**	31,005.56 LT	—	—
Share Price $58 500								
DISH NETWORK CORP CLASS A (DISH)	11/18/08	337.000	10.451	3,521.89	**12,266.80**	8,744.91 LT	—	—
Share Price. $36.400; Rating: Morgan Stanley. 2, Citigroup· 1, S&P 1								
ENDOLOGIX INC (ELGX)	8/25/10	3,641.000	3.763	13,699.99	**51,847.84**	38,147.85 LT	—	—
Share Price. $14 240								
EQUITY RESIDENTIAL (EQR)	3/23/09	794.000	20.042	15,913.43	**44,995.98**	29,082.55 LT	2,437.58	5.41
Share Price $56 670, Rating Citigroup 2, S&P 2, Next Dividend Payable 01/11/13								
ESTEE LAUDER CO INC CL A (EL)	3/23/09	1,036.000	24.678	25,565.99	**62,014.96**	36,448.97 LT	745.92	1.20
Share Price· $59.860; Rating Morgan Stanley· 1, Citigroup· 2, S&P· 1; Next Dividend Payable 12/2013								
EVERCORE PARTNERS INC CLASS A (EVR)	11/18/08	526.000	7.372	3,877.57	**15,879.94**	12,002.37 LT	462.88	2.91
Share Price $30.190; Rating. S&P: 2, Next Dividend Payable 03/2013								
FLOWSERVE CORP (FLS)	11/18/08	49 000	47.550	2,329.95	7,193.20	4,863.25 LT		
	12/5/08	235 000	42.335	9,948.75	34,498.00	24,549.25 LT		
	Total	284.000		12,278.70	**41,691.20**	29,412.50 LT	408.96	0.98
Share Price. $146 800, Rating S&P 1, Next Dividend Payable 01/14/13								
FMC CORP NEW (FMC)	1/11/05	332.000	11.145	3,700.14	19,428 64	15,728.50 LT		
	4/1/05	104.000	13 215	1,374.36	6,086.08	4,711.72 LT		
	Total	436.000		5,074.50	**25,514.72**	20,440.22 LT	235.44	0 92
Share Price $58 520, Rating S&P 2, Next Dividend Payable 01/17/13								

CONTINUED

008859 MSDDT265

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FORTUNE BRANDS HOME & SEC INC (FBHS)	3/23/09	626.000	5.442	3,406.49	**18,291.72**	14,885.23 LT	—	—
Share Price $29 220								
GAP INC (GPS)	11/18/08	985.000	10.859	10,696.31	30,574.40	19,878.09 LT		
	12/5/08	285.000	13.826	3,940 44	8,846 40	4,905.96 LT		
	Total	1,270 000		14,636 75	**39,420.80**	24,784.05 LT	635.00	1.61
Share Price. $31 040; Rating: Morgan Stanley 2, Citigroup 2, S&P· 3, Next Dividend Payable 01/30/13								
HUNTSMAN CORP (HUN)	6/29/09	795.000	5.130	4,078.35	**12,640.50**	8,562.15 LT	318.00	2 51
Share Price. $15.900; Rating. Citigroup 2H, S&P· 2, Next Dividend Payable 03/2013								
INNERWORKINGS INC (INWK)	2/18/09	1,915 000	3.055	5,849.75	**26,388.70**	20,538.95 LT	—	—
Share Price $13 780								
INTERPUBLIC GROUP OF COS INC (IPG)	11/18/08	2,788.000	3.359	9,364.61	**30,723.76**	21,359.15 LT	669.12	2.17
Share Price: $11 020, Rating· Morgan Stanley· 1, Citigroup· 1, S&P 1, Next Dividend Payable 03/2013								
INTUITIVE SURGICAL INC (ISRG)	3/23/09	88.000	97.065	8,541.71	**43,152.56**	34,610.85 LT	—	—
Share Price $490 370, Rating Morgan Stanley 2, S&P 2								
LAM RESEARCH CORPORATION (LRCX)	11/18/08	1,128.000	10.194	11,498.88	**40,754.64**	29,255.76 LT	—	—
Share Price $36 130, Rating. Citigroup 2, S&P 1								
LEVEL 3 COMMUNICATIONS INC NEW (LVLT)	5/27/09	533 000	7.652	4,078.43	**12,317.63**	8,239.20 LT	—	—
Share Price $23.110, Rating Morgan Stanley. 1, Citigroup 2, S&P 2								
LIBERTY INTER CO VENTURE SER A (LVNTA)	2/18/09	77.000	7.338	564.99	**5,217:52**	4,652.53 LT	—	—
Share Price $67 760; Rating. Citigroup 1								
LIBERTY INTERACTIVE CO INTER A (LINTA)	2/18/09	1,547.000	2.813	4,351.90	**30,444.96**	26,093.06 LT	—	—
Share Price· $19 680, Rating Morgan Stanley 2, Citigroup 1								
LIBERTY MEDIA CO LIBERTY CAP A (LMCA)	7/17/06	8.000	27.889	223.11	928.08	704.97 LT		
	6/16/08	6.000	45.590	273.54	696.06	422 52 LT		
	11/18/08	22.000	20.127	442.80	2,552.22	2,109 42 LT		
	Total	36.000		939.45	**4,176.36**	3,236.91 LT	—	—
Share Price $116 010, Rating Morgan Stanley: 2, Citigroup 1								
M&T BANK CORP (MTB)	2/18/09	345.000	36.186	12,484.34	**33,972.15**	21,487.81 LT	966.00	2 84
Share Price· $98 470; Rating· Morgan Stanley 2, Citigroup· 2, S&P 2, Next Dividend Payable 03/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MACY'S INC (M)	2/18/09	1,537.000	7.888	12,124.16	**59,973.74**	47,849.58 LT	1,229.60	2 05
Share Price. $39 020, Rating Morgan Stanley 1, Citigroup· 2, S&P 2; Next Dividend Payable 01/02/13								
MCDERMOTT INTERNATIONAL INC (MDR)	11/18/08	737.000	3.785	2,789.51	**8,121.74**	5,332.23 LT	—	—
Share Price. $11.020, Rating· Morgan Stanley: 3, Citigroup: 1H								
MEADWESTVACO CORP (MWV)	12/5/08	563.000	9.463	5,327.87	17,942 81	12,614.94 LT		
	3/23/09	621.000	10.637	6,605.76	19,791.27	13,185.51 LT		
	Total	1,184.000		11,933.63	**37,734.08**	25,800.45 LT	1,184.00	3.13
Share Price. $31 870; Rating· S&P: 2, Next Dividend Payable 03/2013								
NEWS CORP LTD CL A DEL (NWSA)	3/23/09	2,622 000	6 703	17,574.22	66,887.22	49,313.00 LT		
	10/10/11	947.000	16.854	15,960.45	24,157.97	8,197.52 LT		
	Total	3,569.000		33,534.67	**91,045.19**	57,510.52 LT	606.73	0.66
Share Price. $25 510; Rating: Morgan Stanley: 2, Citigroup 1, S&P 1; Next Dividend Payable 04/2013								
NORTHERN OIL AND GAS INC (NOG)	2/18/09	1,059.000	3 013	3,191.19	**17,812.38**	14,621.19 LT	—	—
Share Price· $16 820								
NQ MOBILE INC ADR (NQ)	12/18/07	76,158 000	2.170	165,262.86	**459,994.32**	294,731.46 LT	—	—
Share Price: $6 040								
ONYX PHARMACEUTICALS INC (ONXX)	10/26/09	195.000	25.005	4,875.96	**14,728.35**	9,852.39 LT	—	—
Share Price. $75 530, Rating. Morgan Stanley 2, S&P 1								
PANERA BREAD COMPANY CL A (PNRA)	9/1/09	89 000	51.760	4,606.64	**14,135.87**	9,529.23 LT	—	—
Share Price· $158 830, Rating· Morgan Stanley 1, S&P. 2								
PERRIGO CO (PRGO)	4/23/09	308.000	24.576	7,569.56	**32,041.24**	24,471.68 LT	110.88	0.34
Share Price $104.030; Rating· Morgan Stanley 2, S&P. 2, Next Dividend Payable 03/2013								
PRECISION CASTPARTS CORP (PCP)	3/23/09	254.000	62.767	15,942.72	**48,112.68**	32,169.96 LT	30.48	0.06
Share Price $189 420, Rating: Citigroup. 1, S&P: 1; Next Dividend Payable 03/2013								
RED HAT INC (RHT)	4/28/05	151 000	11 030	1,665 53	7,996 96	6,331.43 LT		
	7/17/06	192.000	23.230	4,460.16	10,168.32	5,708.16 LT		
	11/18/08	288.000	9.866	2,841.55	15,252.48	12,410.93 LT		
	Total	631.000		8,967.24	**33,417.76**	24,450.52 LT	—	—
Share Price. $52 960, Rating Morgan Stanley 2, Citigroup. 1, S&P 2								
SBA COMMUNICATIONS CORP (SBAC)	3/3/09	681 000	19 367	13,189.13	**48,337.38**	35,148.25 LT	—	—
Share Price: $70 980; Rating Morgan Stanley 1, Citigroup· 1, S&P 1								

CONTINUED

008859 MSDDT265

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SEATTLE GENETICS INC (SGEN)	4/23/09	1,850 000	8.203	15,176.29	**42,864.50**	27,688.21 LT	—	—
Share Price: $23 170								
SUNTRUST BKS (STI)	2/18/09	812.000	7.527	6,111.76	**23,020.20**	16,908.44 LT	162.40	0.70
Share Price: $28 350, Rating Morgan Stanley· 1, Citigroup· 2, S&P: 2, Next Dividend Payable 03/2013								
TERADATA CORP (TDC)	11/18/08	595.000	12.339	7,341.41	**36,824.55**	29,483.14 LT	—	—
Share Price $61 890, Rating Morgan Stanley 1, S&P 2								
THE ADT CORPORATION COM (ADT)	12/5/08	260 000	14.471	3,762.57	**12,087.40**	8,324.83 LT	130.00	1.07
Share Price· $46 490, Rating: Morgan Stanley· 2, Citigroup· 1, S&P 2, Next Dividend Payable 03/2013								
TJX COS INC NEW (TJX)	2/18/09	824 000	10.720	8,833.20	**34,978.80**	26,145.60 LT	379.04	1.08
Share Price. $42 450; Rating Morgan Stanley 2, Citigroup· 1, S&P· 1, Next Dividend Payable 02/2013								
VIACOM INC NEW CLASS B (VIAB)	2/18/09	969.000	15.370	14,893.53	**51,105.06**	36,211.53 LT	1,065.90	2.08
Share Price $52.740, Rating· S&P: 1; Next Dividend Payable 03/2013								
W W GRAINGER INC (GWW)	3/23/09	94 000	70.000	6,580.00	**19,022.78**	12,442.78 LT	300.80	1.58
Share Price $202 370, Rating Citigroup 3, S&P. 1, Next Dividend Payable 03/2013								
WATSON PHARMACEUTICAL INC (WPI)	7/17/06	365.000	22.630	8,259.95	**31,390.00**	23,130.05 LT	—	—
Share Price $86 000; Rating Morgan Stanley. 1, S&P. 1								
WHITING PETROLEUM CORP (WLL)	4/23/09	568.000	15.839	8,996.67	**24,634.16**	15,637.49 LT	—	—
Share Price $43 370, Rating. Citigroup. 1								
XL GROUP PLC NEW (XL)	2/18/09	1,629.000	3.729	6,074.87	**40,822.74**	34,747.87 LT	716.76	1.75
Share Price $25 060, Rating Morgan Stanley. 2, S&P 1, Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	**100.0%**	**$868,702.22**	**$3,019,748.89**	**$2,151,908.87 LT** **$(862.20) ST**	**$23,723.85** **$0.00**	**0.79%**

Holdings

Active Assets Account YARBROUGH FAMILY FOUNDATION
C/O JON YARBROUGH

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$868,702.22	$3,019,748.89	$2,151,908.87 LT	$23,723.85	0.79%
				$(862.20) ST	$0.00	

TOTAL VALUE (includes accrued interest)	$3,019,748.89

C - This taxlot received a return of capital. This is a return of some or all of your investment in the security. A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered

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

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

008859 MSDDT265

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	32,413.68	1.0000	32,413 68		32,413 68			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	144,775 52	1.0000	144,775 52	1 0000	144,775 52	0 00	0.1629	235.89
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			**177,189.20**		**177,189.20**			**235.89**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
IBOXX USD LIQUID HIGH YIELD INDEX FUND (ISHARES)								
ISHARES TR - IBOXX $ HIGH YIELD CORP BD FD ETF Not Rated	2,450.00	93.3500	228,707.50 1,237.30	87.1600	213,542.00	15,165.50		15,092.25
JPMORGAN EMBI GLOBAL CORE INDEX FUND (ISHARES)								
ISHARES JP MORGAN USD EMERGING MARKETS BOND FUND-ETF Moody's Ba2	1,100.00	122.7900	135,069.00 430.20	105.4000	115,940.00	19,129.00		5,635.63
TOTAL OTHER FIXED INCOME			**363,776.50** **1,667.50**		**329,482.00**	**34,294.50**		**20,727.88**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DOW JONES SELECT DIVIDEND INDEX FUND (ISHARES)								
ISHARES TRUST DOW JONES SELECT DIVIDEND INDEX FUND ETF (DVY)	4,470 00	57.2400	255,862 80	52.7600	235,837.20	20,025.60	3 7060	9,482.21

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	154,046.282	9.5800	1,475,763.38	8.5426	1,315,962.60	159,800 78 223,252.59	2.8079	41,438.45

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	1,900.00	142 4100	270,579 00 1,941 48	122.2400	232,256.00	38,323.00	2.1792	5,896.46

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL US EQUITY			**2,002,205.18** **1,941.48**		**1,784,055.80**	**218,149.38**	**2.8377**	**56,817.12**
NON-US EQUITY								
GS INTERNATIONAL EQUITY DIVIDEND AND PREMIUM FUND								
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES (GIDHX)	40,751.820	7.2100	293,820.62	7 1899	292,999.52	821.11 9,640.02	2.8433	8,354.12

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US STOCKS								
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	2,142.00	68.9500	147,690.90	70 2098	150,389 39	(2,698 49)	4 2408	6,263 21

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			**441,511.52**		**443,388.91**	**(1,877.38)**	**3.3107**	**14,617.33**
TOTAL PUBLIC EQUITY			**2,443,716.70** **1,941.48**		**2,227,444.71**	**216,272.00**	**2.9232**	**71,434.45**

YARBROUGH FAMILY FOUNDATION

Holdings (Continued)

Period Ended December 31, 2012

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
ASSET ALLOCATION INVESTMENTS								
GS GROWTH STRATEGY PORTFOLIO								
GS GROWTH STRATEGY PORTFOLIO INSTITUTIONAL SHARES (GGSIX)	103,746 944	11.0400	1,145,366.26	13.1732	1,366,681.74	(221,315.48)	2.5996	29,775.37
			Market Value		**Adjusted Cost / [s] Original Cost**	**Unrealized Gain (Loss)**		**Estimated Annual Income**
TOTAL PORTFOLIO			**4,133,657.64**		**4,100,797.65**	**29,251.02**		**122,173.59**

[s] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	YARBROUGH FAMILY FOUNDATION	20-5980265
	Number, street, and room or suite no. If a P.O. box, see instructions. 308 MALLORY STATION ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FRANKLIN, TN 37067	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ C/O GOLDMAN SACHS 3414 PEACHTREE ROAD, N.E., SUITE 600 - ATLANTA, GA 30326
  Telephone No. ▶ 888-474-2010 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 9,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 8,000.

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.

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions YARBROUGH FAMILY FOUNDATION	Employer identification number (EIN) or 20-5980265
	Number, street, and room or suite no. If a P.O. box, see instructions. 308 MALLORY STATION ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FRANKLIN, TN 37067	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ C/O GOLDMAN SACHS 3414 PEACHTREE ROAD, N.E., SUITE 600 - ATLANTA, GA 30326

Telephone No. ▶ 888-474-2010 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 9,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 9,000.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 8/15/13

223842
01-21-13