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

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: AFTER GOD'S HEART, INC.

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 1801 HICKORY GLEN ROAD.

City or town, state, and ZIP code: KNOXVILLE, TN 37932-1949

A Employer identification number: 62-1804034

B Telephone number: 865-300-3555

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 ▶ ☐

H Check type of organization: [X] 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) ▶$ 1,380,221.

J Accounting method: [X] 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).)

	Line	(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	18.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33.	33.		STATEMENT 1
	4 Dividends and interest from securities	14,825.	14,825.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<25,626.>			
	b Gross sales price for all assets on line 6a 78,831.				
	7 Capital gain net income (from Part IV, line 2)				
	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	190.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	<10,560.>	14,858.		
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 STMT 4	515.	0.		0.
	b Accounting fees STMT 5	1,325.	0.		0.
	c Other professional fees				
	17 Interest	15.	15.		0.
	18 Taxes STMT 6	758.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,924.	1,885.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,537.	1,900.		0.
	25 Contributions, gifts, grants paid	56,200.			56,200.
	26 Total expenses and disbursements. Add lines 24 and 25	60,737.	1,900.		56,200.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<71,297.>			
	b Net investment income (if negative, enter -0-)		12,958.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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09020513 736883 48050150 2009.03040 AFTER GOD'S HEART, INC. 48050151

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	14,330.	7,473.	7,473.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	1,414.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,107,396.	1,040,644.	1,372,748.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,123,140.	1,048,117.	1,380,221.
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 ▶ MARGIN LOAN)	3,726.	0.	
	23 **Total liabilities** (add lines 17 through 22)	3,726.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,119,414.	1,048,117.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,119,414.	1,048,117.	
	31 **Total liabilities and net assets/fund balances**	1,123,140.	1,048,117.	

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	1,119,414.
2	Enter amount from Part I, line 27a	2	<71,297.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,048,117.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,048,117.

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	SEE ATTACHED STATEMENT - #3367	P	VARIOUS	05/07/09
b	SEE ATTACHED STATEMENT - #3367	P	VARIOUS	VARIOUS
c	1,000 CITIGROUP 8.125%	P	01/18/08	03/02/09
d	267 SHS EL PASO CORP	P	10/30/01	10/20/09
e	138 SHS EL PASO CORP	P	10/31/01	10/20/09

	(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	3,303.		3,069.	234.
b	62,692.		56,626.	6,066.
c	8,317.		25,000.	<16,683.>
d	2,979.		13,066.	<10,087.>
e	1,540.		6,696.	<5,156.>

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				234.
b				6,066.
c				<16,683.>
d				<10,087.>
e				<5,156.>

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	<25,626.>
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))
2008	80,306.	1,531,952.	.052421
2007	91,186.	1,870,436.	.048751
2006	96,534.	1,791,317.	.053890
2005	95,820.	1,650,183.	.058066
2004	71,000.	1,401,140.	.050673

2 Total of line 1, column (d)	2	.263801
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	.052760
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,107,048.
5 Multiply line 4 by line 3	5	58,408.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130.
7 Add lines 5 and 6	7	58,538.
8 Enter qualifying distributions from Part XII, line 4	8	56,200.

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	259.
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	259.
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	259.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 480.		
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	480.
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	221.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 221. **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)? *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*	1b		X
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? *If "Yes," attach a detailed description of the activities*	2		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*	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? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2009 or the taxable year beginning in 2009 (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

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ DAN KUBAN Telephone no. ▶ (865) 670-7685

Located at ▶ 1801 HICKORY GLEN ROAD, KNOXVILLE, TN ZIP+4 ▶ 37932

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)? 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 2009 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 2009.)* 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 2009?	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
SEE STATEMENT 9		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
NONE				

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	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	1,104,498.
b	Average of monthly cash balances	1b	19,409.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,123,907.
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	1,123,907.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,859.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,107,048.
6	**Minimum investment return.** Enter 5% of line 5	6	55,352.

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	55,352.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 259.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,093.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,093.
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	55,093.

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	56,200.
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	56,200.
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	56,200.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				55,093.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 11,662.				
c From 2006 7,900.				
d From 2007				
e From 2008 4,596.				
f **Total** of lines 3a through e	24,158.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 56,200.				
a Applied to 2008, 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 2009 distributable amount				55,093.
e Remaining amount distributed out of corpus	1,107.			
5 Excess distributions carryover applied to 2009 (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	25,265.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	25,265.			
10 Analysis of line 9:				
a Excess from 2005 11,662.				
b Excess from 2006 7,900.				
c Excess from 2007				
d Excess from 2008 4,596.				
e Excess from 2009 1,107.				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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 the 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).)

SEE STATEMENT 10

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 ▶ [X] 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 of the person to whom applications should be addressed:

SEE STATEMENT 11

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				
SEE STATEMENT 12				
Total			▶ 3a	56,200.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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) Exclusion 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			14	33.	
4 Dividends and interest from securities			14	14,825.	
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	<25,626.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SETTLEMENT INCOME - CGMI		190.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		190.		<10,768.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 <10,578.>

(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).

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 or fiduciary) is based on all information of which preparer has any knowledge

Jan H. Kuban — 5-13-10 — PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Susan R. Foard CPA	Date 5/13/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	PUGH & COMPANY, P.C. 315 N. CEDAR BLUFF RD. KNOXVILLE, TN 37923	EIN	Phone no. (865)769-0660

Form 990-PF (2009)

923622
02-02-10

09020513 736883 48050150 2009.03040 AFTER GOD'S HEART, INC. 48050151

After God's Heart, Inc.
Attachment to Part II, Line 10b
EIN: 62-1804034

R

Reserved
Client Statement
December 1 - December 31, 2009

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
149.8378	COVIDIEN PLC DUBLIN-USD	COV	05/02/00	$ 9,122.22	$ 60.88	$ 47.89	$ 7,175.73	($ 1,946.49) LT		
579.505			05/03/02	16,034.83	27.669	47.89	27,752.49	11,717.66 LT		
61.1977			05/07/02	1,504.58	24.585	47.89	2,930.76	1,426.18 LT		
47.4595			05/10/02	1,097.78	23.13	47.89	2,272.84	1,175.06 LT		
838				**27,759.41**	**33.126**		**40,131.82**	**12,372.41**	**1 503**	**603.36**
725	SEAGATE TECHNOLOGY -USD	STX	04/25/02	12,705.72	17.528	18.19	13,187.75	482.03 LT		
270			06/12/06	6,026.24	22.319	18.19	4,911.30	(1,114.94) LT		
995				**18,731.96**	**18.826**		**18,099.05**	**(632.91)**		
1,045	WEATHERFORD INTERNATIONAL LTD.-CHF	WFT	04/25/02	12,701.98	12.155	17.91	18,715.95	6,013.97 LT		
200			03/14/03	1,873.80	9.369	17.91	3,582.00	1,708.20 LT		
2,160			11/05/03	18,385.92	8.512	17.91	38,685 60	20,299.68 LT		

After God's Heart, Inc.
Attachment to Part II, Line 10b
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Reserved
Client Statement
December 1 - December 31, 2009

AFTER GOD'S HEART INC

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
40	WEATHERFORD INTERNATIONAL LTD.-CHF	WFT	11/14/03	$ 335.12	$ 8 378	$ 17.91	$ 716.40	$ 381.28 LT		
240			11/25/03	1,930 98	8.045	17.91	4,298.40	2,367.42 LT		
3,685				**35,227.80**	**9 56**		**65,998.35**	**30,770.55**		
149.8378	TYCO ELECTRONICS LTD	TEL	05/02/00	8,398.19	56.048	24.55	3,678.52	(4,719.67) LT		
579.505			05/03/02	14,762.14	25.473	24.55	14,226.85	(535.29) LT		
61.1977			05/07/02	1,385.17	22.634	24.55	1,502.40	117.23 LT		
47.4595			05/10/02	1,010.66	21.295	24.55	1,165.13	154.47 LT		
838				**25,556 16**	**30.497**		**20,572.80**	**(4,983.26)**	**2.606**	**536.32**
149.8378	TYCO INTL LTD CHF	TYC	05/02/00	11,211.00	74.82	35.68	5,346.21	(5,864.79) LT		
579.505			05/03/02	19,706.43	34.005	35.68	20,676.74	970.31 LT		
61.1977			05/07/02	1,849.10	30.215	35.68	2,183 53	334.43 LT		
47.4595			05/10/02	1,349.16	28.427	35.68	1,693.35	344.19 LT		
838				**34,115.69**	**40.711**		**29,899.83**	**(4,215.86)**	**2.242**	**670 40**
905	ALKERMES INC	ALKS	04/25/02	19,242.56	21.262	9.41	8,516.05	(10,726.51) LT		
130			05/10/02	2,411.50	18.55	9.41	1,223.30	(1,188.20) LT		
1,035				**21,654.06**	**20.922**		**9,739 35**	**(11,914 71)**		
90	ANADARKO PETROLEUM CORP	APC	02/08/06	4,569 80	50.775	62.42	5,617.80	1,048.00 LT		
1,160			06/27/06	50,404.78	43.452	62 42	72,407.20	22,002.42 LT		
110			12/21/06	4,690.85	42.644	62.42	6,866.20	2,175.35 LT		
20			01/04/07	821.60	41.08	62.42	1,248.40	426.80 LT		
68			10/24/08	1,978.35	29.093	62.42	4,244.56	2,266.21 LT		
1,448				**62,465.38**	**43.139**		**80,384.16**	**27,918.78**	**.576**	**521.28**
540	BIOGEN IDEC INC	BIIB	04/25/02	30,758.35	56.959	53.50	28,890.00	(1,868.35) LT		
5			04/30/02	272.50	54.50	53.50	267.50	(5.00) LT		
90			05/03/02	4,497.69	49.974	53.50	4,815.00	317.31 LT		
10			05/10/02	464.55	46.455	53.50	535.00	70.45 LT		
15			05/14/02	667.66	44.51	53.50	802.50	134.84 LT		
10			05/21/02	442.55	44.255	53.50	535.00	92.45 LT		
105			06/13/02	3,483 91	33.18	53.50	5,617.50	2,133.59 LT		
140			03/07/03	4,035.36	28.824	53.50	7,490.00	3,454.64 LT		
190			08/27/03	6,325 33	33.291	53.50	10,165.00	3,839.67 LT		
10			12/04/03	376.90	37.689	53.50	535 00	158.10 LT		
10			12/18/03	370.45	37.044	53.50	535 00	164.55 LT		
1,125				**51,695.25**	**45.951**		**60,187.50**	**8,492.25**		
790	BROADCOM CORP CL A	BRCM	07/14/06	**22,181.70**	28.078	31.47	**24,861.30**	**2,679.60** LT		

After God's Heart, Inc.
Attachment to Part II, Line 10b
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Reserved
Client Statement
December 1 - December 31, 2009

AFTER GOD'S HEART INC

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
960	CABLEVISION SYSTEMS CORP	CVC	04/25/02	$ 15,433.83	$ 16.076	$ 25.82	$ 24,787.20	$ 9,353.37 LT		
95	CABLEVISION NY GROUP CL A		04/30/02	1,254.23	13.202	25.82	2,452.90	1,198.67 LT		
115			05/21/02	1,263.62	10.988	25.82	2,969.30	1,705.68 LT		
460			08/16/02	-1,402.13	-3.048	25.82	11,877.20	13,279.33 LT		
1,630				**16,549.55**	**10.153**		**42,086.60**	**25,537.05**	**1.549**	**652.00**
2,410	CHARMING SHOPPES INC	CHRS	08/14/02	**14,519.29**	6.024	6.47	**15,592.70**	**1,073.41** LT		
1,672.1429	COMCAST CORP CL A - SPL	CMCSK	04/25/02	30,767.43	18.403	16.01	26,771.01	(3,996.42) LT		
224.9562			08/02/02	2,867.74	12.75	16.01	3,601.55	733.81 LT		
59.9883			08/29/03	1,122 58	18.716	16.01	960.41	(162.17) LT		
74.9854			11/26/03	1,502.19	20.036	16.01	1,200.52	(301.67) LT		
14.997			02/04/04	329.76	21.992	16.01	240.10	(89.66) LT		
314.9387			02/12/04	6,122 58	19.444	16.01	5,042.17	(1,080.41) LT		
14.997			03/15/04	283.20	18.887	16.01	240.10	(43.10) LT		
14.997			03/19/04	278.68	18.585	16.01	240.10	(38.58) LT		
14.9975			03/31/04	279.53	18.642	16.01	240.11	(39.42) LT		
10			03/14/08	186.13	18.613	16.01	160.10	(26.03) LT		
820			06/23/08	15,817.31	19.289	16.01	13,128.20	(2,689.11) LT		
3,237				**59,557.13**	**18.399**		**51,824.37**	**(7,732.76)**	**2.361**	**1,223.59**
835	CREE INC	CREE	07/10/02	9,666.88	11.577	56.37	47,068.95	37,402.07 LT		
100			12/11/03	1,756 50	17.565	56.37	5,637.00	3,880.50 LT		
40			06/01/06	957.20	23.93	56.37	2,254.80	1,297.60 LT		
975				**12,380.58**	**12.698**		**54,960.75**	**42,580.17**		
151.25	DISCOVERY COMMUNICATIONS INC	DISCA	04/25/02	1,999.95	13.222	30.67	4,638.84	2,638.89 LT		
5.75	SER A		04/30/02	72.16	12.549	30.67	176.35	104.19 LT		
16			08/02/02	139.70	8.731	30.67	490.72	351.02 LT		
33			10/16/03	404.51	12.257	30.67	1,012.11	607.60 LT		
11			03/23/04	138.94	12.63	30.67	337.37	198.43 LT		
3			03/31/04	38.78	12.926	30.67	92.01	53.23 LT		
220				**2,794.04**	**12.70**		**6,747.40**	**3,953.36**		
151.25	DISCOVERY COMMUNICATION INC	DISCK	04/25/02	1,795.71	11.872	26.52	4,011.15	2,215.44 LT		
5.75	SER C		04/30/02	64.79	11.267	26.52	152.49	87.70 LT		
16			08/02/02	125.43	7.839	26.52	424.32	298.89 LT		
33			10/16/03	363.20	11.008	26.52	875.16	511.96 LT		
11			03/23/04	124.75	11.34	26.52	291.72	166 97 LT		

AFTER GOD'S HEART INC

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated income (annualized)
3	DISCOVERY COMMUNICATION INC SER C	DISCK	03/31/04	$ 34.82	$ 11.606	$ 26.52	$ 79.56	$ 44.74	LT		
220				**2,508.70**	**11.403**		**5,834 40**	**3,325.70**			
559.3372	DIRECTV CL A	DTV	04/25/02	7,194.29	12.871	33.35	18,653.90	11,459.61	LT		
22.9728			04/30/02	280.45	12.216	33.35	766.14	485.69	LT		
63.9242			08/02/02	542.89	8 498	33.35	2,131.87	1,588.98	LT		
131.8438			10/16/03	1,572.05	11.931	33.35	4,396.99	2,824.94	LT		
43.948			03/23/04	539.94	12.294	33.35	1,465.67	925.73	LT		
11.9858			03/31/04	150.73	12.584	33.35	399.73	249.00	LT		
9 9882			03/31/08	194.48	19.484	33.35	333.11	138.63	LT		
844				**10,474.83**	**12.411**		**28,147.41**	**17,672.58**			
16	DOLBY LABORATORIES INC CLASS A	DLB	10/16/08	455.49	28.468	47.73	763.68	308.19	LT		
500			10/22/08	15,054.60	30.109	47.73	23,865.00	8,810 40	LT		
516				**15,510.09**	**30.058**		**24,628.68**	**9,118 59**			
10	FLUOR CORP NEW	FLR	11/19/08	332.39	33.239	45.04	450.40	118.01	LT		
30			11/20/08	914.08	30.469	45.04	1,351.20	437.12	LT		
100			12/19/08	4,497.07	44.97	45.04	4,504.00	6.93	LT		
140				**5,743.54**	**41.025**		**6,305.60**	**562.06**		**1.11**	**70.00**
820	FOREST LABORATORIES INC	FRX	04/25/02	32,574.50	39.725	32.11	26,330.20	(6,244.30)	LT		
10			11/04/03	497.69	49.768	32.11	321.10	(176.59)	LT		
830				**33,072.19**	**39.846**		**26,651.30**	**(6,420 89)**			
560	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	02/11/09	**15,801.07**	28.216	80.29	**44,962.40**	**29,161.33**	ST	**.747**	**336.00**
105	GENZYME CORP	GENZ	04/25/02	4,368.20	41.601	49 01	5,146.05	777 85	LT		
115			05/10/02	4,119.30	35.82	49.01	5,636.15	1,516.85	LT		
150			05/30/02	4,804.44	32.029	49.01	7,351.50	2,547.06	LT		
550			06/24/02	10,716.75	19.485	49.01	26,955.50	16,238.75	LT		
920				**24,008.69**	**26 096**		**45,089.20**	**21,080.51**			
135	L 3 COMMUNICATIONS HLDGS INC	LLL	04/25/02	8,086.50	59.90	86.95	11,738.25	3,651.75	LT		
220			08/14/02	10,014.91	45.522	86.95	19,129.00	9,114.09	LT		
170			08/27/03	8,504.59	50.027	86.95	14,781.50	6,276.91	LT		
120			11/25/03	5,651 32	47.094	86 95	10,434.00	4,782.68	LT		
160			12/10/03	7,623.54	47.647	86.95	13,912.00	6,288.46	LT		
805				**39,880 86**	**49.541**		**69,894 75**	**30,113.89**		**1 61**	**1,127 00**
121.25	LIBERTY GLOBAL INC CLASS A	LBTYA	04/25/02	2,186.41	18.032	21.89	2,654.16	467.75	LT		
5.75			04/30/02	98.41	17.114	21.89	125.87	27.46	LT		

After God's Heart, Inc.
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Reserved Client Statement
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AFTER GOD'S HEART INC

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated income (annualized)
16	LIBERTY GLOBAL INC CLASS A	LBTYA	08/02/02	$ 190.51	$ 11.906	$ 21.89	$ 350.24	$ 159.73	LT		
33			10/16/03	551.64	16.716	21.89	722.37	170.73	LT		
11			03/23/04	189.47	17.224	21.89	240.79	51.32	LT		
3			03/31/04	52.89	17.63	21.89	65.67	12.78	LT		
190				**3,269.33**	**17.207**		**4,159 10**	**889.77**			
124.25	LIBERTY GLOBAL INC SER C	LBTYK	04/25/02	2,121.00	17.07	21.86	2,716.11	595.11	LT		
5.75			04/30/02	93.16	16.201	21.86	125.70	32.54	LT		
16			08/02/02	180.34	11.271	21.86	349.76	169.42	LT		
33			10/16/03	522.21	15.824	21.86	721.38	199.17	LT		
11			03/23/04	179.37	16.306	21.86	240.46	61.09	LT		
3			03/31/04	50.07	16.69	21.86	65.58	15.51	LT		
193				**3,146.15**	**16.301**		**4,218.99**	**1,072.84**			
666.25	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	LINTA	04/25/02	11,971.40	17.968	10.84	7,222.15	(4,749.25)	LT		
28.75			04/30/02	490.33	17.054	10.84	311.65	(178.68)	LT		
80			08/02/02	949.15	11.864	10.84	867.20	(81.95)	LT		
165			10/16/03	2,748.43	16.657	10.84	1,788.60	(959.83)	LT		
55			03/23/04	944.01	17.163	10.84	596.20	(347.81)	LT		
15			03/31/04	263.51	17.567	10.84	162.60	(100.91)	LT		
15			03/17/08	240.74	16.049	10.84	162.60	(78.14)	LT		
40			03/19/08	658.88	16.472	10.84	433.60	(225.28)	LT		
504			06/02/08	8,539.32	16.943	10.84	5,463.36	(3,075.96)	LT		
240			06/03/08	4,078.10	16.992	10.84	2,601.60	(1,476 50)	LT		
1,809				**30,883.87**	**17.072**		**19,609.56**	**(11,274 31)**			
96.25	LIBERTY MEDIA HLDG CORP CAP SER A	LCAPA	04/25/02	1,019.70	10.594	23.88	2,298.45	1,278.75	LT		
5.75			04/30/02	57.82	10.055	23.88	137.31	79.49	LT		
16			08/02/02	111.93	6.995	23.88	382.08	270.15	LT		
33			10/16/03	324.10	9.821	23.88	788.04	463.94	LT		
11			03/23/04	111.32	10.12	23.88	262.68	151.36	LT		
3			03/31/04	31.07	10.356	23.88	71.64	40.57	LT		
109			06/04/08	1,631.70	14.969	23.88	2,602.92	971.22	LT		
40			06/11/08	599.96	14.999	23.88	955.20	355.24	LT		
740			06/24/08	11,100.00	15.00	23 88	17,671.20	6,571.20	LT		
40			06/27/08	582.65	14.566	23.88	955.20	372.55	LT		
1,094				**15,570 25**	**14.232**		**26,124.72**	**10,554.47**			

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated Income (annualized)
55.6686	LIBERTY MEDIA CORP LIBERTY	LSTZA	04/25/02	$ 1,120.38	$ 20.245	$ 46.15	$ 2,569.11	$ 1,448.73	LT		
2.2864	STARZ SER A		04/30/02	43 68	19.217	46.15	105.52	61.84	LT		
6.3621			08/02/02	84 55	13.368	46.15	293.61	209.06	LT		
13.1219			10/16/03	244.81	18.767	46.15	605.58	360.77	LT		
4.374			03/23/04	84.09	19.339	46.15	201.86	117.77	LT		
1.1929			03/31/04	23.47	19.792	46.15	55.05	31.58	LT		
.9941			03/31/08	30.29	30.65	46.15	45.88	15.59	LT		
84				**1,631.27**	**19.42**		**3,876.61**	**2,245.34**			
386	NATIONAL OILWELL VARCO INC	NOV	04/25/02	12,768.47	33.124	44.09	17,018.74	4,250 27	LT		
120			10/24/08	2,886.76	24.056	44.09	5,290.80	2,404 04	LT		
30			10/27/08	763.47	25.449	44.09	1,322.70	559.23	LT		
536				**16,418.70**	**30.632**		**23,632.24**	**7,213.54**			
45	NUCOR CORP	NUE	02/17/09	1,836.08	40 801	46.65	2,099.25	263.17	ST		
20			02/20/09	778.98	38 949	46.65	933.00	154.02	ST		
210			02/24/09	7,791.29	37.101	46.65	9,796.50	2,005.21	ST		
275				**10,406.35**	**37.841**		**12,828.75**	**2,422.40**		**3.086**	**396.00**
665	PALL CORP	PLL	05/19/08	**25,734.24**	38.698	36.20	**24,073.00**	**(1,661.24)**	LT	**1.602**	**385.70**
1,142	SANDISK CORP	SNDK	04/25/02	9,735.26	8.524	28.99	33,106.58	23,371.32	LT		
260			05/03/02	1,955.20	7.52	28.99	7,537.40	5,582.20	LT		
10			03/14/08	220.65	22.064	28.99	289.90	69.25	LT		
27			07/09/08	471.45	17.461	28.99	782.73	311.28	LT		
1,439				**12,382.56**	**8.605**		**41,716.61**	**29,334.05**			
2,020	UNITEDHEALTH GROUP INC	UNH	04/25/02	44,847.79	22.201	30.48	61,569.60	16,721.81	LT		
80			08/26/03	1,946.80	24.335	30.48	2,438.40	491.60	LT		
60			09/04/03	1,485.83	24.763	30.48	1,828.80	342.97	LT		
180			11/05/03	4,467.46	24.819	30.48	5,486.40	1,018.94	LT		
2,340				**52,747.88**	**22.542**		**71,323.20**	**18,575 32**		**098**	**70.20**
5	VERTEX PHARMACEUTICALS INC	VRTX	10/31/08	127.78	25.555	42.85	214.25	86.47	LT		
22			11/03/08	597.49	27.158	42.85	942.70	345.21	LT		
3			11/04/08	81.04	27.012	42.85	128.55	47.51	LT		
2			11/05/08	54.84	27.42	42.85	85.70	30.86	LT		
20			11/11/08	539.25	26.962	42.85	857.00	317.75	LT		
78			11/12/08	2,084.86	26.729	42.85	3,342.30	1,257.44	LT		
32			11/13/08	852.11	26.628	42.85	1,371.20	519.09	LT		

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
80	VERTEX PHARMACEUTICALS INC	VRTX	11/17/08	$ 2,157.00	$ 26.962	$ 42.85	$ 3,428.00	$ 1,271.00 LT		
242				6,494.37	26.836		10,369.70	3,875.33		
Total common stocks and options				$ 730,872.94			$ 1,024,632.30	$ 31,583.73 ST	.64	
								$ 262,175.63 LT		$ 6,591.85
Total portfolio value				$ 733,523.52			$ 1,027,282.88	$ 31,583.73 ST	.64	$ 6,592.11
								$ 262,175.63 LT		

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Common stocks & options

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co. Incorporated (Morgan Stanley) and Standard & Poor's 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 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 CIRA and Morgan Stanley, you can and should view both research reports. CIRA and Morgan Stanley research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other CIRA stock recommendations include an investment rating and a risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next twelve months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings Morgan Stanley and Standard & Poor's research ratings have been normalized by these providers to a 1 (Buy), 2 (Hold), and 3 (Sell). Morgan Stanley Smith Barney is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
307	ALCOA INC	AA	01/23/02	$ 10,768.98	$ 35.078	$ 16.12	$ 4,948.84	($ 5,820.14) LT		
268	**Rating:** Citigroup : 1H		01/24/02	9,481.97	35.38	16.12	4,320.16	(5,161.81) LT		
575	Morgan Stanley : 1 S&P : 1			**20,250.95**	**35.219**		**9,269.00**	**(10,981.95)**	**.744**	**69.00**
1,125	AMERICAN EXPRESS CO **Rating:** Citigroup : 1H Morgan Stanley : 1 S&P : 2	AXP	05/02/00	**48,907.39**	43.473	40.52	**45,585.00**	**(3,322.39)** LT	**1.776**	**810.00**
225	AMERIPRISE FINANCIAL INC **Rating:** Citigroup : 2H Morgan Stanley : 2 S&P : 2	AMP	05/02/00	**6,967.61**	30.967	38.82	**8,734.50**	**1,766.89** LT	**1.751**	**153 00**
282	BIOGEN IDEC INC **Rating:** Citigroup : 2H Morgan Stanley : 3 S&P : 3	BIIB	05/18/00	**6,862.00**	24.333	53.50	**15,087.00**	**8,225.00** LT		
830	LOWES COMPANIES INC **Rating:** Citigroup : 2M Morgan Stanley : 1 S&P : 2	LOW	05/02/00	**12,002.81**	12.906	23.39	**21,752.70**	**9,749.89** LT	**1.539**	**334.80**
440	PEPSICO INC	PEP	01/09/02	**21,043.31**	47.825	60.80	**26,752.00**	**5,708 69** LT	**2.96**	**792.00**
1,300	STRYKER CORP **Rating:** Citigroup : 2M Morgan Stanley : 3 S&P : 1	SYK	05/02/00	**23,298.44**	17.921	50.37	**65,481.00**	**42,182.56** LT	**1.191**	**780.00**
375	UNITED PARCEL SERVICE CL B **Rating:** Morgan Stanley : 3 S&P : 2	UPS	01/07/02	**21,368.51**	56.982	57.37	**21,513.75**	**145.24** LT	**3.137**	**675.00**

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Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
2,000	WILLIAMS COS INC **Rating:** Citigroup : 1M Morgan Stanley : 1 S&P : 1	WMB	01/16/02	**$ 51,812.00**	$ 25.906	$ 21.08	**$ 42,160.00**	**($ 9,652.00)** LT	2.087 %	$ 880.00
Total common stocks and options				**$ 212,513.02**			**$ 256,334.85**	**$ 0.00** ST **$ 43,821.83** LT	**1.75**	**$ 4,483.80**

Preferred stocks

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain securities. In addition, Standard & Poor's research ratings may be shown for certain securities. CIRA is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. CIRA stock recommendations include an investment rating and risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
1,000	CITIGROUP CAP IX TRUPS 6.00% Rated B+ Next call on 01/05/10	CPRS	03/02/09	**$ 7,858.88**	$ 7.67	$ 18.27	**$ 18,270.00**	**$ 10,411.12** ST	8.21 %	**$ 1,500.00**
Total preferred stocks				**$ 7,858.88**			**$ 18,270.00**	**$ 10,411.12** ST **$ 0.00** LT	**8.21**	**$ 1,500.00**

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Mutual funds

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1 00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Certain mutual funds may not be transferable to other broker-dealers. For further information, please refer to the fund's Prospectus or call your Financial Advisor. Consulting Group Research (CGR) conducts on-going research on a wide variety of mutual funds for certain investment advisory programs. Your individual mutual fund holdings in your brokerage account may or may not be covered by CGR. Please contact your Financial Advisor for further information regarding whether your mutual fund holdings are covered by CGR.

Yield is the current distribution annualized, divided by the fund's net asset value at the end of the statement period. Distributions may consist of income, capital gains or the return of capital. Distributions and current dividend for funds are based upon information provided by an outside vendor and are not verified by us. ***"Tax-Based Cost vs. Current Value"*** *is being provided for information purposes only.* ***"Cash Distributions (since Inception)"*** *when shown, may reflect distributions on positions no longer held in the account, and may not reflect all distributions received in cash due to but not limited to the following: Investments made prior to 1/1/89, asset transfers, recent activity and certain adjustments made in your account.* ***"Total Purchases vs. Current Value"*** *is provided to assist you in comparing your* ***"Total purchases"*** *excluding reinvested distributions, with the current value of the fund's shares in your account.* ***"Fund Value Increase/Decrease"*** *reflects the difference between your total purchases and the current value of the fund's shares, plus cash distributions since inception.*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Net Value Increase/ Decrease	Yield	Anticipated income (annualized)
2,500.32	LEGG MASON CLEARBRIDGE CAPITAL	SBPLX	07/01/03	$ 34,254.39	$ 13.70	$ 11.67	$ 29,178 73	($ 5,075.66) LT			
1,680.882	AND INCOME FUND CLASS C		07/01/03	23,028.09	13.70	11.67	19,615.89	(3,412.20) LT			
143.258			07/01/03	1,962.64	13.70	11.67	1,671.82	(290.82) LT			
3.732			07/01/03	51.13	13.70	11.67	43.55	(7.58) LT			
4,328.182	**Total Purchases**			**59,296.25**	**13.70**	**11.67**	**50,509.99**	**(8,786.26)**			
1,758.148	Reinvestments to date			27,923 53	15 882	11.67	20,517 59	(7,405 94) LT			
212.83	Reinvestments to date			2,180.37	10.244	11.67	2,483 73	303.36 ST			
6,299.17	**Tax-based Cost vs. Current Value**			**89,400.15**	**14.192**		**73,511.31**	**(15,888.84)**		**3.29**	**2,418 88**
	Total Purchases vs. Current Value			**59,296.25**			**73,511.31**		**14,215.06**		
	Fund Value Increase/Decrease								**14,215.06**		
Total mutual funds (Tax based)				**$ 89,400.15**			**$ 73,511.31**	**$ 303.36 ST**		**3.29**	
								($ 16,192.20) LT			**$ 2,418.88**
Total Fund Value Increase/Decrease									**$ 14,215.06**		
Total portfolio value				**$ 314,594.54**			**$ 352,938.75**	**$ 10,714.48 ST**		**2.38**	**$ 8,416 05**
								$ 27,629.73 LT			

Total FMV:
348,116.26

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2009 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	30	FREEPORT MCMORAN COPPER & GOLD CL B	02/11/09	05/07/09	$ 1,445.96	$ 846.49		$ 599 47
125000310	15	NUCOR CORP	02/17/09	05/07/09	632.08	612.03		20.05
125000320	35	PALL CORP	05/19/08	05/07/09	935.52	1,354.43	(418.91)	
125000350	10	VERTEX PHARMACEUTICALS INC	10/31/08	05/07/09	289.19	255.55		33.64
Total					$ 3,302.75	$ 3,068.50	($ 418.91)	$ 653 16

Net Short Term Capital Gain: 234.25

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	40	COVIDIEN LTD	05/02/00	05/07/09	$ 1,358.76	$ 2,435.23	($ 1,076.47)	
125000020	50	SEAGATE TECHNOLOGY -USD	04/25/02	05/07/09	383.49	876.26	(492.77)	
125000030	40	TYCO ELECTRONICS LTD	05/02/00	05/07/09	695.58	2,241.94	(1,546.36)	
125000040	185	WEATHERFORD INTERNATIONAL LTD.-CHF	04/25/02	05/07/09	3,298.46	2,248.67		1,049.79
125000050	40	TYCO INTL LTD CHF	05/02/00	05/07/09	995.97	2,992.83	(1,996.86)	
125000060	55	ALKERMES INC	04/25/02	05/07/09	475.73	1,169.44	(693.71)	
125000070	90	ANADARKO PETROLEUM CORP	02/08/06	05/07/09	4,318.98	4,569.80	(250.82)	
125000080	55	BIOGEN IDEC INC	04/25/02	05/07/09	2,612.98	3,132.79	(519.81)	
125000090	40	BROADCOM CORP CL A	07/14/06	05/07/09	903.97	1,123.12	(219.15)	
125000100	80	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	04/25/02	05/07/09	1,513.56	1,286.15		227 41
125000110	120	CHARMING SHOPPES INC	08/14/02	05/07/09	412.84	722.95	(310.11)	
125000120	165	COMCAST CORP CL A - SPL	04/25/02	05/07/09	2,438.71	3,036.00	(597 29)	

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Details of Long Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	50	CREE INC	07/10/02	05/07/09	$ 1,352.46	$ 578.85		$ 773.61
125000140	.3897	DIRECTV CL A	04/25/02	11/25/09	12.44	5.01		7.43
	.016	MERGER 11/25/09 53045T102000	04/30/02		.51	.20		31
	.0445		08/02/02		1.42	.38		1.04
	.0919		10/16/03		2.93	1.10		1.83
	.0306		03/23/04		.98	.38		.60
	.0083		03/31/04		.27	.10		.17
	.007		03/31/08		.22	.14		.08
125000150	40	FOREST LABORATORIES INC	04/25/02	05/07/09	902.77	1,589.00	(686.23)	
125000170	290	GENZYME CORP	04/25/02	02/02/09	20,174.72	12,064.55		8,110.17
125000180	40	GENZYME CORP	04/25/02	02/13/09	2,905.02	1,664.08		1,240.94
125000190	45	GENZYME CORP	04/25/02	05/07/09	2,622.53	1,872.08		750.45
125000200	10	L 3 COMMUNICATIONS HLDGS INC	04/25/02	02/02/09	777.23	599.00		178 23
125000210	30	L 3 COMMUNICATIONS HLDGS INC	04/25/02	02/03/09	2,310.04	1,797.00		513.04
125000220	55	L 3 COMMUNICATIONS HLDGS INC	04/25/02	05/07/09	4,210.69	3,294 50		916.19
125000230	.3314	LIBERTY MEDIA	04/25/02	11/20/09	10.63	4.74		5.89
	.0136	FROM: 53071M500000	04/30/02		.44	.18		.26
	.0379		08/02/02		1.21	.36		.85
	.0781		10/16/03		2.51	1.03		1.48
	.026		03/23/04		.83	.36		.47
	.0071		03/31/04		.23	.10		.13
	.0059		03/31/08		.19	.13		.06
125000240	10	LIBERTY GLOBAL INC CLASS A	04/25/02	05/07/09	163.39	180.32	(16 93)	
125000250	10	LIBERTY GLOBAL INC SER C	04/25/02	05/07/09	162.19	170.70	(8.51)	
125000260	90	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	04/25/02	05/07/09	595.78	1,617.15	(1,021.37)	
125000270	55	LIBERTY MEDIA HLDG CORP CAP SER A	04/25/02	05/07/09	693.53	582.69		110.84
125000280	45	LIBERTY MEDIA CORP SER A LIBERTY ENTERTAINMENT	04/25/02	05/07/09	1,142.07	669.46		472.61
125000290	.3314	LIBERTY MEDIA CORP LIBERTY	04/25/02	11/20/09	1.18	6.67	(5.49)	
	.0136	STARZ SER A	04/30/02		.05	.26	(.21)	
	.0379	FROM: 53071M500000	08/02/02		.13	50	(.37)	
	.0781		10/16/03		.28	1 46	(1.18)	
	.026		03/23/04		.09	.50	(.41)	
	.0071		03/31/04		.03	.14	(.11)	
	.0059		03/31/08		.02	.18	(.16)	

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Client Statement
2009 Year End Summary

AFTER GOD'S HEART INC
Account Number 601-03367-14 303

Details of Long Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000300	25	NATIONAL OILWELL VARCO INC	04/25/02	05/07/09	$ 836.22	$ 826.97		$ 9.25
125000330	70	SANDISK CORP	04/25/02	05/07/09	1,033.17	596.73		436.44
125000340	120	UNITEDHEALTH GROUP INC	04/25/02	05/07/09	3,364.95	2,664.22		700.73
Total					$ 62,692.38	$ 56,626.40	($ 9,444.32)	$ 15,510.30

Net Long Term Capital Gain: 6065.98

2009 YEAR END SUMMARY

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

SOURCE	AMOUNT
MORGAN STANLEY SMITH BARNEY MONEY FUND INTEREST	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY ACCOUNTS	14,825.	0.	14,825.
TOTAL TO FM 990-PF, PART I, LN 4	14,825.	0.	14,825.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SETTLEMENT INCOME - CGMI	190.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	190.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	515.	0.		0.
TO FM 990-PF, PG 1, LN 16A	515.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,325.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,325.	0.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	758.	0.		0.
TO FORM 990-PF, PG 1, LN 18	758.	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
INVESTMENT ADVISORY FEES	1,885.	1,885.		0.
TENNESSEE FILING FEE	20.	0.		0.
TELEPHONE	18.	0.		0.
MISCELLANEOUS	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,924.	1,885.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SMITH BARNEY #2641 (SEE ATTACHMENT)	309,772.	348,116.
MORGAN STANLEY SMITH BARNEY #3367 (SEE ATTACHMENT)	730,872.	1,024,632.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,040,644.	1,372,748.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY R. KUBAN 1431 SNODDERLY ROAD LENOIR CITY, TN 37771	DIRECTOR 1.00	0.	0.	0.
ROBERT D. KUBAN 101 N. NATCHEZ, #E10 CHATTANOOGA, TN 37405	DIRECTOR 1.00	0.	0.	0.
KEVIN M. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	DIRECTOR 1.00	0.	0.	0.
JAN H. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	PRESIDENT 2.00	0.	0.	0.
DANIEL P. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	SECRETARY 2.00	0.	0.	0.
SCOTT B. KUBAN 5956 WARREN PARK LANE KNOXVILLE, TN 37912	DIRECTOR 1.00	0.	0.	0.
ANDREA E. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37912	DIRECTOR 1.00	0.	0.	0.
ELIZABETH A. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37912	DIRECTOR 1.00	0.	0.	0.
PAMELA Z. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37912	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF | PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS | STATEMENT 10

NAME OF MANAGER

JAN H. KUBAN
DANIEL P. KUBAN

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAN KUBAN, SECRETARY
1801 HICKORY GLEN ROAD
KNOXVILLE, TN 37932

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

THERE IS NO FORMAL APPLICATION FORM. APPLICANTS ARE INVITED TO SUBMIT GRANT REQUESTS TO THE ORGANIZATION.

ANY SUBMISSION DEADLINES

THERE IS NO OFFICIAL DEADLINE. HOWEVER, ALL GRANTS ARE AGREED UPON AND PAID BY YEAR END.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
MAKE A WISH OF EAST TENNESSEE 510 SOUTH WILLOW STREET CHATTANOOGA, TN 37404	NONE FULFILLING A WISH FOR ILL CHILDREN	PUBLIC CHARITY	7,200.
THE HOUSE: UNIVERSITY MINISTRIES OF CHATTANOOGA 650 MCCALLIE AVENUE CHATTANOOGA, TN 37403	NONE MINISTRY FOR COLLEGE AGE	PUBLIC CHARITY	7,000.
CARRIE'S HEART 14354 MEMORIAL DRIVE #1006 HOUSTON, TX 77079	NONE PHYSICAL THERAPY PROGRAM	PUBLIC CHARITY	10,000.
KNOXVILLE HABITAT FOR HUMANITY P.O. BOX 27478 KNOXVILLE, TN 37927	NONE BUILD SIMPLE, DECENT, AFFORDABLE HOMES FOR THOSE IN NEED	PUBLIC CHARITY	15,000.
CHATTANOOGA MATTERS 1200 MOUNTAIN CREEK ROAD, SUITE 440 CHATTANOOGA, TN 37405	NONE CHATTANOOGA CHANGE CENTER'S READING ROOM	PUBLIC CHARITY	2,000.
TEEN CHALLEGE OF THE MID-SOUTH 1108 WEST 33RD STREET CHATTANOOGA, TN 37409	NONE EVANGELIZE PEOPLE WHO HAVE DRUG AND ALCOHOL PROBLEMS	PUBLIC CHARITY	5,000.
BETHANY CHRISTIAN SERVICES 400 S GERMANTOWN ROAD CHATTANOOGA, TN 37411	NONE SAFE FAMILY PROGRAM	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			56,200.