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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, 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

Name of foundation ALVIN AND SALLY BEAMAN FOUNDATION C/O LARRY T. THRAILKILL, TRUSTEE		A Employer identification number 62-1743008
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 2408	Room/suite	B Telephone number (615) 376-3555
City or town, state, and ZIP code BRENTWOOD, TN 37024-2408		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,355,777.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		563,034.	563,034.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		695,316.			
b Gross sales price for all assets on line 6a		4,643,899.			
7 Capital gain net income (from Part IV, line 2)			695,316.		
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		1,258,350.	1,258,350.		
13 Compensation of officers, directors, trustees, etc		6,802.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		6,420.	6,420.		0.
c Other professional fees STMT 3		77,270.	77,270.		0.
17 Interest					
18 Taxes STMT 4		7,243.	7,243.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		97,735.	90,933.		0.
25 Contributions, gifts, grants paid		875,500.			875,500.
26 Total expenses and disbursements. Add lines 24 and 25		973,235.	90,933.		875,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		285,115.			
b Net investment income (if negative, enter -0-)			1,167,417.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	109,127.	70,407.	70,407.
	2 Savings and temporary cash investments	510,712.	468,819.	468,819.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	15,576,224.	15,941,866.	17,801,076.
	c Investments - corporate bonds STMT 6	15,389.	15,475.	15,475.
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)	16,211,452.	16,496,567.	18,355,777.	
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	16,211,452.	16,496,567.	
	30 Total net assets or fund balances	16,211,452.	16,496,567.	
31 Total liabilities and net assets/fund balances	16,211,452.	16,496,567.		

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	16,211,452.
2 Enter amount from Part I, line 27a	2	285,115.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,496,567.
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	16,496,567.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,643,899.		3,948,583.	695,316.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			695,316.

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	695,316.
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))
2009	728,100.	16,087,861.	.045258
2008	1,020,899.	18,390,368.	.055513
2007	1,014,014.	21,261,829.	.047692
2006	970,546.	19,588,554.	.049547
2005	982,432.	19,158,787.	.051278

2 Total of line 1, column (d)	2	.249288
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	.049858
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	17,619,160.
5 Multiply line 4 by line 3	5	878,456.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,674.
7 Add lines 5 and 6	7	890,130.
8 Enter qualifying distributions from Part XII, line 4	8	875,500.

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.

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

<p>1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)</p> <p>b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)</p>	1	23,348.
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	23,348.
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	23,348.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	22,494.
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	22,494.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	865.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?	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) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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)

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? Website address ► N/A	13	X	
14	The books are in care of ► LARRY T. TRAILKILL Telephone no. ► 615-376-3555 Located at ► P.O. BOX 2408, BRENTWOOD, TN ZIP+4 ► 37024-2408			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► , , ,	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEE A. BEAMAN	PRESIDENT/TRUSTEE			
1525 BROADWAY				
NASHVILLE, TN 37203	0.00	0.	0.	0.
KELLEY S. BEAMAN	VICE-PRESIDENT/TRUSTEE			
1525 BROADWAY				
NASHVILLE, TN 37203	0.00	0.	0.	0.
LARRY T. THRAILKILL	SECRETARY/TRUSTEE			
P.O. BOX 2408				
BRENTWOOD, TN 37024-2408	1.00	6,802.	0.	0.

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

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

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

▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 17,220,912.
b	Average of monthly cash balances	1b 666,560.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 17,887,472.
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 17,887,472.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 268,312.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 17,619,160.
6	Minimum investment return. Enter 5% of line 5	6 880,958.

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	1 880,958.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 23,348.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 23,348.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 857,610.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 857,610.
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	7 857,610.

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 875,500.
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	4 875,500.
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	6 875,500.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				857,610.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			21,945.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 875,500.				
a Applied to 2009, but not more than line 2a			21,945.	
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 2010 distributable amount				853,555.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				4,055.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

▶

	4942(i)(3) or		4942(i)(5)
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b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

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))

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SCHEDULE XV ATTACHED	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PURPOSE	875,500.
Total			▶ 3a	875,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]


- 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		

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.

☒ James J. Threlkeld, III | ☒ 5/11/11 | TRUSTEE
 Signature of officer or trustee | Date | Title

Print/Type preparer's name JONATHAN W. COOKE	Preparer's signature 	Date 5/11/11	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. P.O. BOX 1869			Firm's EIN ▶	
Firm's address ▶ BRENTWOOD, TN 37024-1869			Phone no. (615) 377-4600	

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	CRITERION-2443 - SCH D-1	P	VARIOUS	VARIOUS
b	CRITERION-2443 - SCH D-1	P	VARIOUS	VARIOUS
c	CRITERION-7708 - SCH D-2	P	VARIOUS	VARIOUS
d	CRITERION-7708 - SCH D-2	P	VARIOUS	VARIOUS
e	MFS INTERMEDIATE INCOME TRUST SHARES-COST ADJ	P	09/02/09	11/24/10
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,404,638.		1,309,618.	95,020.
b 2,130,935.		1,610,122.	520,813.
c 121,896.		120,513.	1,383.
d 938,331.		907,532.	30,799.
e		798.	-798.
f 48,099.			48,099.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			95,020.
b			520,813.
c			1,383.
d			30,799.
e			-798.
f			48,099.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	695,316.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CRITERION 2039-0921-DIVIDENDS	32,282.	0.	32,282.
CRITERION 2039-0921-INTEREST	1.	0.	1.
CRITERION 4867-2443-DIVIDENDS	147,620.	199.	147,421.
CRITERION 4867-2443-INTEREST	135.	0.	135.
CRITERION 7544-7708-DIVIDENDS	388,104.	47,900.	340,204.
CRITERION 7544-7708-INTEREST	22,462.	0.	22,462.
CRITERION 7544-7708-NONDIVIDEND DIST.	20,529.	0.	20,529.
TOTAL TO FM 990-PF, PART I, LN 4	611,133.	48,099.	563,034.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSE	6,420.	6,420.		0.
TO FORM 990-PF, PG 1, LN 16B	6,420.	6,420.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	77,270.	77,270.		0.
TO FORM 990-PF, PG 1, LN 16C	77,270.	77,270.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	7,243.	7,243.		0.
TO FORM 990-PF, PG 1, LN 18	7,243.	7,243.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK, BONDS AND U.S. SECURITIES	15,941,866.	17,801,076.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,941,866.	17,801,076.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	15,475.	15,475.
TOTAL TO FORM 990-PF, PART II, LINE 10C	15,475.	15,475.

Criterion

CAPITAL MANAGEMENT LLC

Account Number: 4867-2443
THE ALVIN & SALLY BEAMAN
FOUNDATION

TIN 62-1743008

Criterion-2443
Sch D-1

Realized Gain/Loss

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Amended Date: 3/04/11

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

* Short sales are reportable on Form 1099-B before the position is closed.

* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR	THIS YEAR	THIS YEAR
	GAIN	LOSS	NET
Short term	127,754.98	-32,734.60	95,020.38
Long term	526,265.26	-5,452.31	520,812.95
Total - Realized Gain/Loss	\$654,020.24	-\$38,186.91	\$615,833.33

Realized Gain/Loss Detail for Year

Short Term DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE		PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
			ACQUIRED	CLOSE DATE			
DIANA SHIPPING INC	1,100.00000	13.0965	10/28/09	09/10/10	13,431.87	14,406.16	-974.29
	400.00000	13.0965	10/28/09	09/10/10	4,879.91	5,238.60	-358.69
	300.00000	13.0965	10/28/09	09/10/10	3,662.93	3,928.95	-266.02
	100.00000	13.0965	10/28/09	09/10/10	1,221.15	1,309.65	-88.50
	100.00000	13.0965	10/28/09	09/10/10	1,221.02	1,309.65	-88.63

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Realized Gain/Loss

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Amended Date: 3/04/11

Account Number: 4867-2443
THE ALVIN & SALLY BEAMAN
FOUNDATION

Short Term	Continued							
DESCRIPTION		QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
Subtotal		2,000.00000				24,416.88	26,193.01	-1,776.13
DYNACORP INTERNATIONAL INC A		2,000.00000	16.9691	09/08/09	04/20/10	34,486.41	33,938.20	548.21
		3,565.00000	16.9691	09/08/09	04/23/10	61,495.20	60,494.84	1,000.36
		435.00000	17.5026	09/09/09	04/23/10	7,503.63	7,613.64	-110.01
		5,240.00000	17.5026	09/09/09	05/18/10	89,291.23	91,713.62	-2,422.39
Subtotal		11,240.00000				192,776.47	193,760.30	-983.83
ELI LILLY & CO		1,000.00000	36.5254	04/20/10	09/10/10	35,352.10	36,525.40	-1,173.30
		4,800.00000	36.5254	04/20/10	11/11/10	168,964.82	175,321.92	-6,357.10
		4,230.00000	36.5254	04/20/10	12/07/10	143,900.05	154,502.44	-10,602.39
		1,370.00000	36.3489	04/21/10	12/07/10	46,605.93	49,797.99	-3,192.06
Subtotal		11,400.00000				394,822.90	416,147.75	-21,324.85
PFIZER INCORPORATED		3,000.00000	18.4900	12/16/09	11/24/10	49,928.76	55,470.00	-5,541.24
PRECISION CASTPARTS CORP		400.00000	80.8573	06/17/09	05/12/10	49,889.75	32,342.93	17,546.82
QUALCOMM INC		1,900.00000	37.5006	02/10/10	10/11/10	84,117.27	71,251.15	12,866.12
TEMPLETON GLOBAL INCOME FUND, INC		10,000.00000	8.4691	05/22/09	02/10/10	93,498.81	84,691.00	8,807.81
		4,800.00000	8.4691	05/22/09	02/11/10	44,639.43	40,651.68	3,987.75
		4,200.00000	8.4691	05/22/09	02/11/10	39,101.50	35,570.22	3,531.28
		610.00000	8.4691	05/22/09	02/11/10	5,685.12	5,166.15	518.97
		390.00000	8.4200	05/22/09	02/11/10	3,634.76	3,283.80	350.96
		514.00000	8.4200	05/22/09	04/23/10	5,314.67	4,327.88	986.79
		391.00000	8.4300	05/22/09	04/23/10	4,042.87	3,296.13	746.74
		3,095.00000	8.6518	05/26/09	04/23/10	32,001.76	26,777.33	5,224.43
		5,000.00000	8.6518	05/26/09	05/11/10	48,599.17	43,259.00	5,340.17
		5,000.00000	8.6518	05/26/09	05/12/10	49,206.66	43,259.00	5,947.66

100% OF THE GAIN/LOSS FROM THE SALE OF THE STOCK IS TO BE REPORTED ON THE 1041

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Criterion

CAPITAL MANAGEMENT LLC

Account Number: 4867-2443
THE ALVIN & SALLY BEAMAN
FOUNDATION

Realized Gain/Loss

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Amended Date: 3/04/11

Short Term <i>Continued</i>		QUANTITY	ADJ PRICE/ ORIG PRICE	DATE		PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION				ACQUIRED	CLOSE DATE			
		3,255.00000	8.6518	05/26/09	05/12/10	31,996.10	28,161.61	3,834.49
		1,400.00000	8.6518	05/26/09	05/12/10	13,775.76	12,112.51	1,663.25
Subtotal		38,655.00000				371,496.61	330,556.31	40,940.30
TEVA PHARMACEUTICAL								
ADR INDS LTD		500.00000	53.5531	07/12/10	11/24/10	25,216.57	26,776.55	-1,559.98
XTO ENERGY INC		2,000.00000	33.7399	04/03/09	03/31/10	94,210.20	67,479.80	26,730.40
		2,500.00000	35.8560	05/01/09	03/31/10	117,762.77	89,640.00	28,122.77
Subtotal		4,500.00000				211,972.97	157,119.80	54,853.17
Total - Short Term						\$1,404,638.18	\$1,309,617.80	\$95,020.38
Long Term		QUANTITY	ADJ PRICE/ ORIG PRICE	DATE		PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION				ACQUIRED	CLOSE DATE			
ALCOA INC		2,000.00000	9.6867	11/13/08	04/12/10	29,425.50	19,373.41	10,052.09
		1,000.00000	9.6867	11/13/08	04/12/10	14,709.85	9,686.70	5,023.15
		8,910.00000	9.6867	11/13/08	07/19/10	94,436.38	86,308.49	8,127.89
		12,010.00000	9.9448	11/17/08	07/19/10	127,293.04	119,437.05	7,855.99
		2,000.00000	12.1005	01/06/09	07/19/10	21,197.84	24,201.00	-3,003.16
		1,300.00000	12.1099	01/06/09	07/19/10	13,778.60	15,742.87	-1,964.27
Subtotal		27,220.00000				300,841.21	274,749.52	26,091.69
AMGEN INC		500.00000	42.5900	09/20/99	08/20/10	26,168.25	21,349.37	4,818.88
ARCH CAP GROUP LTD		2,380.00000	58.6627	06/09/09	07/12/10	182,315.86	139,617.23	42,698.63
		200.00000	58.6627	06/09/09	08/20/10	15,469.09	11,732.54	3,736.55
		100.00000	58.6627	06/09/09	09/10/10	8,104.31	5,866.27	2,238.04
Subtotal		2,680.00000				205,889.26	157,216.04	48,673.22
BUNGE LTD		200.00000	46.3078	11/04/08	08/20/10	10,712.69	9,261.56	1,451.13
		1,000.00000	46.3078	11/04/08	11/05/10	60,649.17	46,307.80	14,341.37

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Realized Gain/Loss

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Amended Date: 3/04/11

Account Number: 4867-2443
THE ALVIN & SALLY BEAMAN
FOUNDATION

Long Term	Continued							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
	680 00000	46 3078	11/04/08	11/22/10	41,679.29	31,489.31	10,189.98	
Subtotal	1,880.00000				113,041.15	87,058.67	25,982.48	
DIANA SHIPPING INC	1,900.00000	13 0965	10/28/09	11/24/10	24,423.14	24,883.35	-460.21	
	100.00000	13 0965	10/28/09	11/24/10	1,284.98	1,309.65	-24.67	
Subtotal	2,000.00000				25,708.12	26,193.00	-484.88	
EBAY INC	2,000.00000	13.0168	01/16/09	09/09/10	48,465.18	26,033.60	22,431.58	
	4,450.00000	13 0168	01/16/09	09/28/10	110,018.16	57,924.76	52,093.40	
	1,500.00000	13.0168	01/16/09	11/18/10	45,860.22	19,525.20	26,335.02	
Subtotal	7,950.00000				204,343.56	103,483.56	100,860.00	
FOREST LABS INC	4,720.00000	22.3401	11/13/08	12/07/10	151,800.65	105,445.28	46,355.37	
METLIFE INC	1,000 00000	28.0400	09/29/03	08/20/10	37,322.36	28,044.59	9,277.77	
	1,000.00000	28.0400	09/29/03	12/29/10	44,843.04	28,044.59	16,798.45	
Subtotal	2,000.00000				82,165.40	56,089.18	26,076.22	
MICROSOFT CORP	640.00000	22 7900	05/22/06	10/11/10	15,730.93	14,585.60	1,145.33	
	5,270.00000	22.7000	06/01/06	10/11/10	129,534.41	119,629.00	9,905.41	
Subtotal	5,910.00000				145,265.34	134,214.60	11,050.74	
NUCOR CORP	1,000.00000	35 0910	10/23/08	12/29/10	44,352.85	35,091.00	9,261.85	
ORACLE CORPORATION	885.00000	17.0326	03/12/07	08/20/10	20,216.59	15,073.85	5,142.74	
	115.00000	16.8190	03/13/07	08/20/10	2,627.02	1,934.19	692.83	
Subtotal	1,000.00000				22,843.61	17,008.04	5,835.57	
PRECISION CASTPARTS CORP	1,745.00000	80.8573	06/17/09	06/18/10	197,804.44	141,095.98	56,708.46	
PROCTER & GAMBLE CO	1,000.00000	47.7067	03/16/09	08/20/10	59,932.88	47,706.70	12,226.18	
	1,000 00000	47.7067	03/16/09	11/05/10	64,672.70	47,706.70	16,966.00	
	800 00000	47 7067	03/16/09	12/29/10	51,567.13	38,165.36	13,401.77	
	100 00000	47.7067	03/16/09	12/29/10	6,444.89	4,770.67	1,674.22	
	100.00000	48 5300	03/25/09	12/29/10	6,444.89	4,853.00	1,591.89	



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Criterion

CAPITAL MANAGEMENT LLC

Realized Gain/Loss

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Account Number: 4867-2443
THE ALVIN & SALLY BEAMAN
FOUNDATION

Long Term	Continued							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
	1,100 00000	48.5300	03/25/09	12/31/10	70,685.24	53,383.00	17,302.24	
	800.00000	48.5200	03/25/09	12/31/10	51,407.46	38,816.00	12,591.46	
Subtotal	4,900 00000				311,155.19	235,401.43	75,753.76	
TEMPLETON EMERGING MARKETS INCOME FD INC	1,200 00000	11.0280	05/22/09	09/09/10	19,765.70	13,233.60	6,532.10	
	370 00000	11.0280	05/22/09	09/24/10	6,299.47	4,080.36	2,219.11	
	1,080.00000	11.0280	05/22/09	09/27/10	18,374.04	11,910.24	6,463.80	
	2,000.00000	11.0280	05/22/09	11/18/10	33,808.42	22,056.00	11,752.42	
	800 00000	11.0280	05/22/09	11/24/10	13,495.77	8,822.40	4,673.37	
	200.00000	11.0280	05/22/09	11/24/10	3,375.94	2,205.60	1,170.34	
Subtotal	5,650.00000				95,119.34	62,308.20	32,811.14	
XTO ENERGY INC	4,340 00000	35.3497	02/17/09	03/31/10	204,436.15	153,417.70	51,018.45	
Total - Long Term					\$2,130,934.52	\$1,610,121.57	\$520,812.95	

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Criterion

CAPITAL MANAGEMENT LLC

Account Number: 7544-7708
THE ALVIN & SALLY BEAMAN
FOUNDATION

TIN 62-1743008
Criterion-7708
Sch D-2

Realized Gain/Loss

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As of Date: 2/11/11

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

* Short sales are reportable on Form 1099-B before the position is closed.

* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

Realized Gain/Loss Summary	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	1,384.13	-1.92	1,382.21
Long term	33,764.28	-2,964.87	30,799.41
Total - Realized Gain/Loss	\$35,148.41	-\$2,966.79	\$32,181.62

Realized Gain/Loss Detail for Year

Short Term	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION							
CALAMOS INVT TR NEW							
MARKET NEUTRAL INCOME							
FD CL I	8,803.49800	11.3591	10/21/09	07/27/10	100,359.87	100,000.00	359.87
	31.28800	11.3591	12/18/09	07/27/10	356.68	355.41	1.27
	9.85600	11.5970	03/19/10	07/27/10	112.36	114.28	-1.92

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Realized Gain/Loss

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As of Date: 2/11/11

Account Number: 7544-7708
THE ALVIN & SALLY BEAMAN
FOUNDATION

Short Term		Continued						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
	25.95600	11.3300	06/18/10	07/27/10	295.91	294.08	1.83	
Subtotal	8,870.59800				101,124.82	100,763.77	361.05	
CAPITAL WORLD BD FD								
CL F-1	255.23100	18.0300	03/23/09	01/25/10	5,160.77	4,601.81	558.96	
	248.66400	18.7200	06/17/09	01/25/10	5,027.99	4,654.99	373.00	
	235.90900	20.1100	09/30/09	01/25/10	4,770.08	4,744.13	25.95	
	287.43000	20.0000	12/24/09	01/25/10	5,811.85	5,748.60	63.25	
Subtotal	1,027.23400				20,770.69	19,749.53	1,021.16	
Total - Short Term					\$121,895.51	\$120,513.30	\$1,382.21	
Long Term								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
CAPITAL WORLD BD FD								
CL F-1	1,963.67200	20.3700	11/16/07	01/25/10	39,705.44	40,000.00	-294.56	
	7,858.54600	20.3600	11/30/07	01/25/10	158,899.80	160,000.00	-1,100.20	
	266.82600	19.4400	12/28/07	01/25/10	5,395.22	5,187.11	208.11	
	30.31500	19.4400	12/26/07	01/25/10	612.96	589.33	23.63	
	4,960.31700	20.1600	01/31/08	01/25/10	100,297.61	100,000.00	297.61	
	4,904.36500	20.3900	02/29/08	01/25/10	99,166.26	100,000.00	-833.74	
	178.19600	20.2200	03/14/08	01/25/10	3,603.12	3,603.12	0.00	
	4,909.18000	20.3700	03/25/08	01/25/10	99,263.83	100,000.00	-736.37	
	230.63700	19.7300	06/20/08	01/25/10	4,663.48	4,550.46	113.02	
	244.26300	18.4900	10/06/08	01/25/10	4,938.99	4,516.42	422.57	
	364.77200	18.7200	12/26/08	01/25/10	7,375.69	6,828.53	547.16	
Subtotal	25,911.08900				523,922.20	525,274.97	-1,352.77	

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Criterion

CAPITAL MANAGEMENT LLC

Account Number: 7544-7708
THE ALVIN & SALLY BEAMAN
FOUNDATION

Realized Gain/Loss

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As of Date: 2/11/11

Long Term	Continued							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
COMCAST CORP 7.00% NT DUE 9/15/2055 CALL STARTING 9/15/11	700.00000	23.0000	07/06/09	09/17/10	18,493.68	16,100.00	2,393.68	
	1,700.00000	23.1500	07/07/09	09/17/10	44,913.24	39,355.00	5,558.24	
	700.00000	23.1500	07/07/09	09/17/10	18,493.75	16,205.00	2,288.75	
	200.00000	23.1400	07/07/09	09/17/10	5,283.93	4,628.00	655.93	
Subtotal	3,300.00000				87,184.60	76,288.00	10,896.60	
ISHARES BARCLAYS ETF 1-3 YR TREASURY BOND FUND	1,000.00000	80.0484	11/07/06	11/18/10	84,201.77	80,048.40	4,153.37	
ISHARES BARCLAYS TIPS BOND FUND	600.00000	100.2486	11/07/06	11/18/10	65,415.57	60,149.16	5,266.41	
	400.00000	100.2486	11/07/06	11/18/10	43,607.26	40,099.44	3,507.82	
Subtotal	1,000.00000				109,022.83	100,248.60	8,774.23	
MFS INTERMEDIATE INCOME TRUST SHARES OF BENEFICIAL INTEREST	5,000.00000	6.4903 6.6500	09/02/09	11/24/10	33,999.93	32,451.71 33,250.00	1,548.22	
PIMCO INVT GRADE CORP CLASS I	4,284.49000	10.9000	08/27/09	11/24/10	50,000.00	46,700.95	3,299.05	
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	4,703.66900	9.8900	07/06/09	11/24/10	50,000.00	46,519.29	3,480.71	
Total - Long Term					\$938,331.33	\$907,531.92 \$908,330.21	\$30,799.41	

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<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Contributions</u>
Adventure Science Center	Nashville, TN	Public Charity	To further charitable purpose	None	5 000 00
Agape	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
American Red Cross	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
American Red Cross	Nashville, TN	Public Charity	To further charitable purpose	None	30 000 00
Baptist Hospital -NICU Fdn	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Baptist Hospital -NICU Fdn	Nashville, TN	Public Charity	To further charitable purpose	None	100,000 00
Belmont University	Nashville TN	Public Charity	To further charitable purpose	None	75 000 00
Boy Scouts of Middle TN	Nashville, TN	Public Charity	To further charitable purpose	None	37,500 00
Center for Living & Learning	Nashville, TN	Public Charity	To further charitable purpose	None	1,000 00
Cheekwood	Nashville, TN	Public Charity	To further charitable purpose	None	10 000 00
Council for National Policy	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
Council for National Policy	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Ensworth School-annual fund	Nashville, TN	Public Charity	To further charitable purpose	None	15,000 00
Ensworth School-capital campaign	Nashville, TN	Public Charity	To further charitable purpose	None	100,000 00
Executive Women International	Nashville, TN	Public Charity	To further charitable purpose	None	1,000 00
Family & Childrens Services	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
Fellowship of Chnstian Athletes-Nashville	Nashville TN	Public Charity	To further charitable purpose	None	10 000 00
Fellowship of Christian Athletes-President's Team	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
Fisk University-Jubilee Singers	Nashville, TN	Public Charity	To further charitable purpose	None	50,000 00
Frist Center for the Visual Arts	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Frist Center for the Visual Arts	Nashville TN	Public Charity	To further charitable purpose	None	5,000 00
Haiti Relief Fund/NCF	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
Hope Through Healing Hands	Nashville, TN	Public Charity	To further charitable purpose	None	20,000 00
InterFaith Dental Clinic	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Kipp Academy	Nashville, TN	Public Charity	To further charitable purpose	None	2,000 00
Kipp Academy	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Mercy Health Services	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Montgomery Bell Academy-annual fund	Nashville, TN	Public Charity	To further charitable purpose	None	20,000 00
Montgomery Bell Academy-capital	Nashville, TN	Public Charity	To further charitable purpose	None	60,000 00
Nashville Celtics	Nashville, TN	Public Charity	To further charitable purpose	None	2,000 00
Nashville Public Library Foundation	Nashville, TN	Public Charity	To further charitable purpose	None	2,500 00
Nashville Symphony	Nashville, TN	Public Charity	To further charitable purpose	None	110,000 00
Nashville Symphony-annual fund	Nashville, TN	Public Charity	To further charitable purpose	None	2,500 00
Nashville Zoo	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Not Alone	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Open Table, Inc	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
Operation Andrew	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Otter Creek Christian School	Nashville TN	Public Charity	To further charitable purpose	None	50,000 00
Rocketown of Middle TN	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
Salvation Army	Nashville, TN	Public Charity	To further charitable purpose	None	20,000 00
Second Harvest Food Bank	Nashville, TN	Public Charity	To further charitable purpose	None	10,000 00
St John's Medical Center	Jackson Hole, WY	Public Charity	To further charitable purpose	None	5 000 00
The Next Door	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
TN Center for Policy Research	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
TN Right to Life	Nashville TN	Public Charity	To further charitable purpose	None	5 000 00
UT Veterinary Medicine School	Nashville TN	Public Charity	To further charitable purpose	None	2,000 00

875,500 00