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

2010

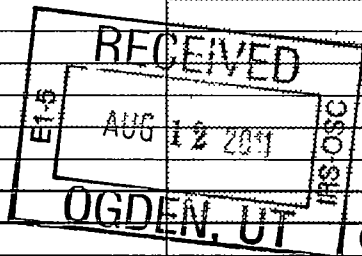
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

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 AFTER GOD'S HEART, INC.		A Employer identification number 62-1804034
Number and street (or P.O. box number if mail is not delivered to street address) 1801 HICKORY GLEN ROAD.	Room/suite	B Telephone number 865-300-3555
City or town, state, and ZIP code KNOXVILLE, TN 37932-1949		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,628,489. (Part I, column (d) must be on cash basis)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	59.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	99.	99.		STATEMENT 1
	4 Dividends and interest from securities	16,865.	16,865.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	37,763.			
	b Gross sales price for all assets on line 6a	132,306.			
	7 Capital gain net income (from Part IV, line 2)		37,763.		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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	54,786.	54,727.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	1,390.	0.	0.
	c Other professional fees				
17 Interest					
18 Taxes	STMT 4	59.	0.	0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	9,765.	9,323.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		11,214.	9,323.	0.	
25 Contributions, gifts, grants paid		73,000.		73,000.	
26 Total expenses and disbursements. Add lines 24 and 25		84,214.	9,323.	73,000.	
27 Subtract line 26 from line 12		<29,428.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			45,404.		
c Adjusted net income (if negative, enter -0-)			N/A		



P/S

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			7,473.	49,346.	49,346.
	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 6			1,040,644.	969,343.	1,579,143.
	c Investments - corporate bonds					
Liabilities	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)			1,048,117.	1,018,689.	1,628,489.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒					
	24 Unrestricted			1,048,117.	1,018,689.	
	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			1,048,117.	1,018,689.		
31 Total liabilities and net assets/fund balances			1,048,117.	1,018,689.		

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	1,048,117.
2 Enter amount from Part I, line 27a	2	<29,428.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,018,689.
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	1,018,689.

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 30 SH FREPORT MCMORAN COPPER & GOLD CL B	P	02/11/09	01/14/10
b SEE ATTACHED STATEMENT - #3367	P	VARIOUS	VARIOUS
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 2,584.		846.	1,738.
b 129,722.		93,697.	36,025.
c			
d			
e			

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

(i) FMV 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			1,738.
b			36,025.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2	37,763.
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	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	56,200.	1,107,048.	.050766
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

2 Total of line 1, column (d)	2	.263894
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	.052779
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,414,702.
5 Multiply line 4 by line 3	5	74,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	454.
7 Add lines 5 and 6	7	75,121.
8 Enter qualifying distributions from Part XII, line 4	8	73,000.

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)		1	908.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	908.
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	908.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,380.	
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	472.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ► JAN 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			
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?	☐ 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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?		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 2010?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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

If "Yes" to 6b, file Form 8870

X

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 7		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

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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	
	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.

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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	1,361,788.
b	Average of monthly cash balances	1b	74,458.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,436,246.
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	1,436,246.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,544.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,414,702.
6	Minimum investment return. Enter 5% of line 5	6	70,735.

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	70,735.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	908.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	908.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,827.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,827.
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	69,827.

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	73,000.
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	73,000.
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	73,000.

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.

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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				69,827.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	11,662.			
b From 2006	7,900.			
c From 2007				
d From 2008	4,596.			
e From 2009	1,107.			
f Total of lines 3a through e	25,265.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	73,000.			
a Applied to 2009, 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 2010 distributable amount				69,827.
e Remaining amount distributed out of corpus	3,173.			
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	28,438.			
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				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 2005 not applied on line 5 or line 7	11,662.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	16,776.			
10 Analysis of line 9				
a Excess from 2006	7,900.			
b Excess from 2007				
c Excess from 2008	4,596.			
d Excess from 2009	1,107.			
e Excess from 2010	3,173.			

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 2010, 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)

- 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(i)(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 8

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

SEE STATEMENT 9

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

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2 0 1 0 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	58	COVIDIEN PLC DUBLIN-US	05/02/00	01/14/10	\$ 2,859.36	\$ 3,531.08	(\$ 671.72)	
125000020	260	WEATHERFORD INTERNATIONAL LTD.-CHF	04/25/02	01/14/10	5,052.38	3,160.30		1,892.08
125000030	535	ALKERMES INC	04/25/02	01/14/10	5,815.37	11,375.44	(5,560.07)	
		CGMI AND/OR ITS AFFILIATES						
125000040	370	ALKERMES INC	04/25/02	10/12/10	5,761.54	7,887.12	(2,105.58)	
	130	CGMI AND/OR ITS AFFILIATES	05/10/02		2,024.32	2,411.50	(387.18)	
125000050	90	ANADARKO PETROLEUM CORP	02/08/06	01/14/10	5,986.25	4,569.80		1,416.45
	78		06/27/05		5,189.09	3,389.29		1,798.80
125000060	100	ANADARKO PETROLEUM CORP	06/27/05	06/10/10	3,866.77	4,345.24	(478.47)	
125000070	80	BIODIN IDEC INC	04/25/02	01/14/10	4,305.54	4,556.78	(251.25)	
		CGMI AND/OR ITS AFFILIATES						
125000080	410	CHARMING SHOPPES INC	08/14/02	01/14/10	2,476.40	2,470.09		6.31
		CGMI AND/OR ITS AFFILIATES						
125000090	2,000	CHARMING SHOPPES INC	08/14/02	10/12/10	7,883.86	12,049.20	(4,165.34)	
		CGMI AND/OR ITS AFFILIATES						
125000100	230	COMCAST CORP CL A - SPL	04/25/02	01/14/10	3,678.11	4,232.00	(553.89)	
		CGMI AND/OR ITS AFFILIATES						
125000110	70	CREE INC	07/10/02	01/14/10	4,073.94	810.40		3,263.54
		CGMI AND/OR ITS AFFILIATES						
125000120	97	CREE INC	07/10/02	03/05/10	6,704.52	1,122.98		5,581.54
		CGMI AND/OR ITS AFFILIATES						
125000130	86	CREE INC	07/10/02	04/12/10	5,857.80	995.83		5,862.17
		CGMI AND/OR ITS AFFILIATES						
125000140	151.25	DISCOVERY COMMUNICATIONS INC	04/25/02	10/12/10	6,543.94	1,989.95		4,543.99
	5.75	SER A	04/30/02		248.78	72.16		176.62
	16	CGMI AND/OR ITS AFFILIATES	08/02/02		692.25	139.70		552.55
	33		10/18/03		1,427.77	404.51		1,023.26
	11		03/23/04		475.92	138.94		336.98
	3		03/31/04		129.80	38.78		91.02
125000150	151.25	DISCOVERY COMMUNICATIONS INC	04/25/02	01/14/10	4,234.81	1,785.71		2,439.10
	5.75	SER C	04/30/02		160.99	64.79		96.20
	16	CGMI AND/OR ITS AFFILIATES	08/02/02		447.98	125.43		322.55



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Details of Long Term Gain (Loss) 2010 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	33	FOREST LABORATORIES INC	10/16/03	01/14/10	\$ 923.96	\$ 363.20		\$ 560.76
125000180	11	FREEPORT MCMORAN COPPER & GOLD	03/23/04	10/22/10	307.99	124.75		183.24
	3	CL B	03/31/04		83.99	34.82		49.17
125000190	50	FREEPORT MCMORAN COPPER & GOLD	04/25/02	01/14/10	1,562.98	1,986.25	(423.27)	
	95	CL B	02/11/09		8,965.96	2,680.54		6,285.42
125000200	55	GENZYME CORP	02/11/09	11/04/10	5,601.24	1,551.89		4,049.35
	85	CGMI AND/OR ITS AFFILIATES	04/25/02	01/14/10	3,427.57	2,704.12		723.45
125000210	55	L 3 COMMUNICATIONS HLDGS INC	04/25/02	01/14/10	4,897.68	3,294.50		1,603.18
125000220	124.25	LIBERTY GLOBAL INC SER C	04/25/02	01/14/10	2,872.99	2,121.00		751.99
	5.75	CGMI AND/OR ITS AFFILIATES	04/30/02		132.96	93.16		39.80
	16		08/02/02		369.96	180.34		189.62
	33		10/16/03		763.05	522.21		240.84
	11		03/23/04		254.35	179.37		74.98
	3		03/31/04		69.37	50.07		19.30
125000230	55.6686	LIBERTY MEDIA CORP LIBERTY	04/25/02	01/14/10	2,798.42	1,120.38		1,678.04
	2.2864	STARZ SER A	04/30/02		114.94	43.68		71.26
	6.3621	CGMI AND/OR ITS AFFILIATES	08/02/02		318.82	84.55		235.27
	13.1219		10/16/03		659.63	244.81		414.82
	4.374		03/23/04		218.88	84.09		135.79
	1.1929		03/31/04		59.97	23.47		36.50
	.9841		03/31/08		49.95	30.29		19.67
125000240	.4103	MADISON SQUARE GARDEN INC	04/25/02	02/10/10	8.05	4.50		3.55
	.0406	CASH IN LIEU OF .50000	04/30/02		.80	.37		.43
	.0491	RECORD 01/25/10 PAY 02/09/10	05/21/02		.96	.37		.59
		FROM: 12686C109000 (SPINOFF)						
125000250	99	SANDISK CORP	04/25/02	01/14/10	2,974.91	843.95		2,130.96
		CGMI AND/OR ITS AFFILIATES						
125000260	165	UNITEDHEALTH GROUP INC	04/25/02	01/14/10	5,384.36	3,663.31		1,721.05
Total					\$ 129,722.24	\$ 83,696.82	(\$ 14,596.77)	\$ 50,622.19

Net Long Term Capital Gain: 36,025



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Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
307	ALCOA INC Rating: Citigroup : 1H Morgan Stanley : 1	AA	01/23/02	\$ 10,768.98	\$ 35.078	\$ 15.39	\$ 4,724.73	(\$ 6,044.25) LT		
268				9,481.97	35.38	15.39	4,124.52	(5,357.45) LT		
575	S&P : 2			20,250.95	35.219		8,849.25	(11,401.70)	.779	69.00
1,125	AMERICAN EXPRESS CO. Rating: Citigroup : 1M Morgan Stanley : 1	AXP	05/02/00	48,907.39	43.473	42.92	48,285.00	(622.39) LT	1.677	810.00
	S&P : 1									
225	AMERIPRISE FINANCIAL INC Rating: Citigroup : 2M Morgan Stanley : 2	AMP	05/02/00	6,957.61	30.967	57.55	12,948.75	5,981.14 LT	1.251	162.00
	S&P : 2									
282	BIODEN IDEC INC Rating: Citigroup : 2H S&P : 3	BIIB	05/19/00	6,862.00	24.393	67.05	18,908.10	12,046.10 LT		
930	LOWES COMPANIES INC Rating: Citigroup : 2M S&P : 2	LOW	05/02/00	12,002.81	12.906	25.08	23,324.40	11,321.59 LT	1.754	409.20
440	PEPSICO INC Rating: Citigroup : 2L S&P : 1	PEP	01/09/02	21,043.31	47.825	65.33	25,745.20	7,701.89 LT	2.938	844.80
1,300	STRYKER CORP Rating: Citigroup : 2M Morgan Stanley : 1	SYK	05/02/00	23,298.44	17.921	53.70	69,810.00	46,511.56 LT	1.34	936.00
	S&P : 1									
375	UNITED PARCEL SERVICE CL B Rating: Morgan Stanley : 2 S&P : 1	UPS	01/07/02	21,368.51	56.982	72.58	27,217.50	5,848.99 LT	2.59	705.00



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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	WMB	01/16/02	\$ 51,812.00	\$ 25.908	\$ 24.72	\$ 49,440.00	(\$ 2,372.00) LT	2.022%	\$ 1,000.00
Morgan Stanley : 1										
S&P : 2										
Total common stocks and options				\$ 212,513.02			\$ 287,528.20	\$ 0.00 ST	1.71	
								\$ 75,015.18 LT		\$ 4,936.00

Preferred stocks

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 8.00% Rated BB-	CPRS	03/02/09	\$ 7,858.88	\$ 7.67	\$ 22.30	\$ 22,300.00	\$ 14,441.12 LT	6.728%	\$ 1,500.00
Next call on 01/20/11										
Total preferred stocks				\$ 7,858.88			\$ 22,300.00	\$ 0.00 ST	6.72	
								\$ 14,441.12 LT		\$ 1,500.00



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Mutual funds

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Net Value Increase/Decrease	Anticipated income (annualized)
2,500.32	LM CBA EQUITY INCOME BUILDER	SBPLX	07/01/03	\$ 34,254.39	\$ 13.70	\$ 12.62	\$ 31,554.04	(\$ 2,700.35)	LT	--
1,680.882	FUND CL C		07/01/03	23,028.09	13.70	12.62	21,212.73	(1,815.36)	LT	
143.258			07/01/03	1,862.64	13.70	12.62	1,807.92	(154.72)	LT	
3.732			07/01/03	51.13	13.70	12.62	47.10	(4.03)	LT	
4,328.182	Total Purchases			59,296.25	13.70	12.62	54,621.79	(4,674.46)		
1,970.978	Reinvestments to date			30,103.90	15.273	12.62	24,873.74	(5,230.16)	LT	
184.729	Reinvestments to date			2,166.82	11.729	12.62	2,331.28	164.46	ST	
6,483.899	Tax-based Cost vs. Current Value			91,666.97	14.122		81,826.81	(9,740.16)		2,204.52
	Total Purchases vs. Current Value			59,296.25			81,826.81			22,530.56
	Fund Value Increase/Decrease									22,530.56
	Total mutual funds (Tax based)			\$ 81,566.97			\$ 81,826.81	\$ 164.46	ST	2.69
								(\$ 9,904.62)	LT	\$ 2,204.52
	Total Fund Value/Increase/Decrease									\$ 22,530.56
	Total portfolio value			\$ 348,535.74			\$ 428,251.88	\$ 164.46	ST	2.02
								\$ 79,551.68	LT	\$ 8,682.47

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Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
91,8378	COVIDIEN PLC DUBLIN-USD	COV	05/02/00	\$ 5,591.14	\$ 60.88	\$ 45.66	\$ 4,193.31	(\$ 1,397.83) LT		
579.505			05/03/02	16,034.83	27.669	45.66	26,460.20	10,425.37 LT		
61.1977			05/07/02	1,504.58	24.585	45.66	2,794.29	1,289.71 LT		
47.4595			05/10/02	1,097.78	23.13	45.66	2,167.00	1,069.22 LT		
780				24,228.33	31.062		35,614.80	11,386.47	1.752	624.00
725	SEAGATE TECHNOLOGY PLC	STX	04/25/02	12,705.72	17.525	15.03	10,896.75	(1,808.97) LT		
270			06/12/06	6,026.24	22.319	15.03	4,058.10	(1,968.14) LT		
895				18,731.96	18.826		14,954.85	(3,777.11)		



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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)
785	WEATHERFORD INTERNATIONAL LTD.-CHF	WFT	04/25/02	\$ 9,541.68	\$ 12.155	\$ 22.80	\$ 17,898.00	\$ 8,356.32	LT	
200			03/14/03	1,873.80	9.369	22.80	4,560.00	2,686.20	LT	
2,160			11/05/03	18,385.92	8.512	22.80	49,248.00	30,862.08	LT	
40			11/14/03	335.12	8.378	22.80	912.00	576.88	LT	
240			11/25/03	1,930.98	8.045	22.80	5,472.00	3,541.02	LT	
3,425				32,067.50	9.363		78,080.00	46,022.50		
149,8378	TYCO ELECTRONICS LTD	TEL	05/02/00	8,374.21	56.048	35.40	5,304.26	(3,069.95)	LT	
579,505			05/03/02	14,669.42	25.473	35.40	20,514.48	5,845.06	LT	
61,1977			05/07/02	1,375.38	22.634	35.40	2,166.40	791.02	LT	
47,4595			05/10/02	1,003.07	21.295	35.40	1,680.07	677.00	LT	
838				25,422.08	30.337		29,665.21	4,243.13		536.32
149,8378	TYCO INTL LTD CHF	TYC	05/02/00	11,211.00	74.82	41.44	8,209.28	(5,001.72)	LT	
579,505			05/03/02	19,706.43	34.005	41.44	24,014.89	4,308.26	LT	
61,1977			05/07/02	1,849.10	30.215	41.44	2,536.03	686.93	LT	
47,4595			05/10/02	1,349.16	28.427	41.44	1,966.72	617.56	LT	
838				34,115.69	40.711		34,726.72	611.03		703.92
982	ANADARKO PETROLEUM CORP	APC	08/27/06	42,670.25	43.452	76.16	74,789.12	32,118.87	LT	
110			12/21/06	4,690.85	42.644	76.16	8,377.60	3,686.75	LT	
20			01/04/07	821.60	41.08	76.16	1,523.20	701.60	LT	
68			10/24/08	1,978.35	29.093	76.16	5,178.88	3,200.53	LT	
1,180				50,161.05	42.509		89,868.80	39,707.75		424.80
460	BIOGEN IDEC INC	BIIB	04/25/02	26,201.56	56.959	67.05	30,843.00	4,641.44	LT	
5			04/30/02	272.50	54.50	67.05	335.25	62.75	LT	
90			05/03/02	4,497.69	49.974	67.05	6,034.50	1,536.81	LT	
10			05/10/02	464.55	46.455	67.05	670.50	205.95	LT	
15			05/14/02	667.66	44.51	67.05	1,005.75	338.09	LT	
10			05/21/02	442.55	44.255	67.05	670.50	227.95	LT	
105			06/13/02	3,483.91	33.18	67.05	7,040.25	3,556.34	LT	
140			03/07/03	4,035.36	28.824	67.05	9,387.00	5,351.64	LT	
190			08/27/03	6,325.33	33.291	67.05	12,739.50	6,414.17	LT	
10			12/04/03	376.90	37.689	67.05	670.50	293.60	LT	
10			12/19/03	370.45	37.044	67.05	670.50	300.05	LT	
1,045				47,138.46	45.109		70,067.25	22,928.79		
790	BROADCOM CORP CL A	BRCM	07/14/06	22,181.70	28.078	43.55	34,404.50	12,222.80	LT	252.80



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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)
960	CABLEVISION SYSTEMS CORP	CVC	04/25/02	\$ 12,800.82	\$ 13.334	\$ 33.84	\$ 32,486.40	\$ 19,685.58	LT	
95	CABLEVISION NY GROUP CL A		04/30/02	1,040.26	10.95	33.84	3,214.80	2,174.54	LT	
115			05/21/02	1,048.05	9.113	33.84	3,891.60	2,943.55	LT	
480			08/16/02	-1,182.93	2.528	33.84	15,586.40	16,729.33	LT	
1,530				13,726.20	8.421		55,159.20	41,433.00		815.00
150	CITRIX SYSTEMS INC	CTXS	10/15/10	8,855.42	59.036	68.41	10,261.50	1,406.08	ST	
110			10/22/10	6,573.31	59.757	68.41	7,525.10	951.79	ST	
70			11/04/10	4,575.94	65.37	68.41	4,788.70	212.76	ST	
330				20,004.67	60.82		22,575.30	2,570.63		
1,442.1429	COMCAST CORP CL A - SPL	CMCSK	04/25/02	26,535.43	18.403	20.81	30,010.99	3,475.56	LT	
224.9562			08/02/02	2,867.74	12.75	20.81	4,681.34	1,813.60	LT	
59.9883			08/29/03	1,122.58	18.718	20.81	1,248.36	125.78	LT	
74.9854			11/26/03	1,502.19	20.036	20.81	1,580.45	58.26	LT	
14.997			02/04/04	329.76	21.992	20.81	312.08	(17.67)	LT	
314.9387			02/12/04	6,122.58	19.444	20.81	6,553.87	431.29	LT	
14.997			03/15/04	283.20	18.887	20.81	312.09	28.89	LT	
14.997			03/19/04	278.68	18.595	20.81	312.09	33.41	LT	
14.9975			03/31/04	279.53	18.642	20.81	312.10	32.57	LT	
10			03/14/08	186.13	18.613	20.81	208.10	21.97	LT	
820			06/23/08	15,817.31	19.289	20.81	17,064.20	1,246.89	LT	
3,007				55,325.13	18.399		62,575.68	7,250.55		1,136.65
582	CREE INC	CREE	07/10/02	6,737.87	11.577	65.89	38,347.98	31,610.11	LT	
100			12/11/03	1,756.50	17.565	65.89	6,589.00	4,832.50	LT	
40			06/01/06	957.20	23.93	65.89	2,635.60	1,678.40	LT	
722				9,451.57	13.081		47,572.58	38,121.01		
559.3372	DIRECTV CL A	DTV	04/25/02	7,194.29	12.871	39.93	22,334.33	15,140.04	LT	
22.9728			04/30/02	280.45	12.216	39.93	917.30	636.85	LT	
63.9242			08/02/02	542.89	8.498	39.93	2,552.49	2,009.60	LT	
131.8438			10/18/03	1,572.05	11.931	39.93	5,264.52	3,692.47	LT	
43.948			03/23/04	539.94	12.294	39.93	1,754.84	1,214.90	LT	
11.9858			03/31/04	150.73	12.584	39.93	478.59	327.86	LT	
9.9892			03/31/08	194.48	19.484	39.93	398.83	204.35	LT	
844				10,474.83	12.411		33,700.90	23,226.07		



AFTER GOD'S HEART, INC.
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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	DOLBY LABORATORIES INC CLASS A	DLB	10/16/08	\$ 455.49	\$ 28.468	\$ 66.70	\$ 1,067.20	\$ 611.71 - LT		
500			10/22/08	15,054.60	30.109	66.70	33,350.00	18,295.40 LT		
516				15,510.09	30.058		34,417.20	18,907.11		
10	FLUOR CORP NEW	FLR	11/19/08	332.39	33.239	66.26	662.60	330.21 LT		
30			11/20/08	914.08	30.469	66.26	1,987.80	1,073.72 LT		
100			12/19/08	4,497.07	44.97	66.26	6,626.00	2,128.93 LT		
140				5,743.54	41.025		9,276.40	3,532.86	754	70.00
770	FOREST LABORATORIES INC	FRX	04/25/02	30,588.25	39.725	31.98	24,624.60	(5,963.65) LT		
10			11/04/03	497.69	49.768	31.98	319.80	(177.89) LT		
780				31,085.94	39.854		24,944.40	(6,141.54)		
380	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	02/11/09	10,722.15	26.216	120.09	45,634.20	34,912.05 LT	1.665	760.00
40	GENZYME CORP	GENZ	04/25/02	1,664.08	41.601	71.20	2,848.00	1,183.92 LT		
115			05/10/02	4,119.30	35.82	71.20	8,188.00	4,068.70 LT		
150			05/30/02	4,804.44	32.029	71.20	10,680.00	5,875.56 LT		
550			06/24/02	10,716.75	19.485	71.20	39,160.00	28,443.25 LT		
855				21,304.57	24.918		60,876.00	39,571.43		
1	IMMUNOGEN INC	IMGN	10/15/10	7.74	7.742	9.26	9.26	1.52 ST		
29			11/04/10	229.80	7.924	9.26	268.54	38.74 ST		
33			11/08/10	261.42	7.921	9.26	305.58	44.16 ST		
50			11/09/10	394.93	7.898	9.26	463.00	68.07 ST		
40			11/16/10	310.62	7.765	9.26	370.40	59.78 ST		
153				1,204.51	7.873		1,416.78	212.27		
80	L 3 COMMUNICATIONS HLDGS INC	LLL	04/25/02	4,792.00	59.90	70.49	5,639.20	847.20 LT		
220			08/14/02	10,014.91	45.522	70.49	15,507.80	5,492.89 LT		
170			08/27/03	8,504.59	50.027	70.49	11,983.30	3,478.71 LT		
120			11/25/03	5,651.32	47.094	70.49	8,458.80	2,807.48 LT		
160			12/10/03	7,623.54	47.647	70.49	11,278.40	3,654.86 LT		
750				38,588.36	48.782		52,867.50	16,281.14	2.269	1,200.00
121.25	LIBERTY GLOBAL INC CLASS A	LBTYA	04/25/02	2,186.41	18.032	35.38	4,289.83	2,103.42 LT		
5.75			04/30/02	98.41	17.114	35.38	203.44	105.03 LT		
16			06/02/02	190.51	11.906	35.38	566.08	375.57 LT		
33			10/18/03	551.64	16.716	35.38	1,167.54	615.90 LT		
11			03/23/04	189.47	17.224	35.38	389.18	199.71 LT		



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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)
3	LIBERTY GLOBAL INC CLASS A	LBTYA	03/31/04	\$ 52.89	\$ 17.63	\$ 35.38	\$ 106.14	\$ 53.25 LT		
190				3,288.33	17.207		6,722.21	3,452.88		
666.25	LIBERTY MEDIA HLDG CORP	LINTA	04/25/02	11,971.40	17.968	15.77	10,506.76	(1,464.64) LT		
28.75	INTERACTIVE SER A		04/30/02	490.33	17.054	15.77	453.39	(36.94) LT		
80			08/02/02	949.15	11.864	15.77	1,281.60	312.45 LT		
165			10/16/03	2,748.43	16.657	15.77	2,602.05	(146.38) LT		
55			03/23/04	944.01	17.163	15.77	887.35	(76.66) LT		
15			03/31/04	263.51	17.587	15.77	236.55	(26.96) LT		
15			03/17/08	240.74	16.049	15.77	238.55	(4.19) LT		
40			03/19/08	658.88	16.472	15.77	630.80	(28.08) LT		
504			06/02/08	8,539.32	16.943	15.77	7,948.08	(591.24) LT		
240			06/03/08	4,078.10	16.992	15.77	3,784.80	(293.30) LT		
1,809				30,883.87	17.072		28,527.93	(2,355.94)		
96.25	LIBERTY MEDIA HLDG CORP CAP	LCAPA	04/25/02	1,019.70	10.594	62.56	6,021.40	5,001.70 LT		
5.75	SER A		04/30/02	57.82	10.055	62.56	359.72	301.90 LT		
16			08/02/02	111.93	6.995	62.56	1,000.96	889.03 LT		
33			10/16/03	324.10	9.821	62.56	2,084.48	1,740.38 LT		
11			03/23/04	111.32	10.12	62.56	688.16	576.84 LT		
3			03/31/04	31.07	10.356	62.56	187.68	156.61 LT		
109			06/04/08	1,631.70	14.969	62.56	6,819.04	5,187.34 LT		
40			06/11/08	599.96	14.989	62.56	2,502.40	1,902.44 LT		
740			06/24/08	11,100.00	15.00	62.56	48,284.40	35,184.40 LT		
40			06/27/08	582.65	14.566	62.56	2,502.40	1,918.75 LT		
1,094				15,570.25	14.232		68,440.64	52,870.39		
239.7055	MADISON SQUARE GARDEN INC	MSG	04/25/02	2,828.51	10.984	25.78	6,179.61	3,551.10 LT		
23.7209			04/30/02	213.60	9.02	25.78	611.52	397.92 LT		
28.7147			05/21/02	215.20	7.507	25.78	740.26	525.06 LT		
114.8589			06/16/02	-239.20	2.082	25.78	2,961.06	3,200.26 LT		
407				2,818.11	6.924		10,492.45	7,674.34		
386	NATIONAL OILWELL VARCO INC	NOV	04/25/02	12,768.47	33.124	67.25	25,958.50	13,190.03 LT		
120			10/24/08	2,886.76	24.056	67.25	8,070.00	5,183.24 LT		
30			10/27/08	763.47	25.449	67.25	2,017.50	1,254.03 LT		
536				16,418.70	30.832		38,046.00	19,627.30	.654	235.84
45	NUCOR CORP	NUE	02/17/09	1,836.08	40.801	43.82	1,971.90	135.82 LT		
20			02/20/09	778.98	38.949	43.82	876.40	97.42 LT		



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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)
210	NUCOR CORP	NUE	02/24/09	\$ 7,791.29	\$ 37.101	\$ 43.82	\$ 9,202.20	\$ 1,410.91 LT		
275				10,406.35	37.841		12,050.50	1,644.15	3.308	398.75
665	PALL CORP	PLL	05/19/08	25,734.24	38.698	49.58	32,970.70	7,236.46 LT	1.29	425.60
1,043	SANDISK CORP	SNDK	04/25/02	8,891.31	8.524	49.86	52,003.98	43,112.67 LT		
260			05/03/02	1,955.20	7.52	49.86	12,963.60	11,008.40 LT		
10			03/14/08	220.65	22.064	49.86	498.60	277.95 LT		
27			07/09/08	471.45	17.461	49.86	1,346.22	874.77 LT		
1,340				11,538.61	8.611		66,312.40	55,273.79		
1,855	UNITEDHEALTH GROUP INC	UNH	04/25/02	41,184.48	22.201	36.11	66,984.05	25,799.57 LT		
80			08/26/03	1,946.80	24.335	36.11	2,888.80	942.00 LT		
60			09/04/03	1,485.83	24.763	36.11	2,166.60	680.77 LT		
180			11/05/03	4,467.46	24.819	36.11	6,499.80	2,032.34 LT		
2,175				49,084.57	22.588		78,539.25	29,454.68	1.384	1,087.50
5	VERTEX PHARMACEUTICALS INC	VRTX	10/31/06	127.78	25.555	35.03	175.15	47.37 LT		
22			11/03/08	597.49	27.158	35.03	770.66	173.17 LT		
3			11/04/08	81.04	27.012	35.03	105.09	24.05 LT		
2			11/05/08	54.84	27.42	35.03	70.08	15.22 LT		
20			11/11/08	539.25	26.982	35.03	700.60	161.35 LT		
78			11/12/08	2,084.86	26.729	35.03	2,732.34	647.48 LT		
32			11/13/08	852.11	26.628	35.03	1,120.96	268.85 LT		
80			11/17/08	2,157.00	26.962	35.03	2,802.40	645.40 LT		
242				6,494.37	26.836		8,477.26	1,982.89		
Total common stocks and options				\$ 657,404.73			\$ 1,187,487.61	\$ 2,782.80 ST	73	\$ 8,671.18
Total portfolio value				\$ 670,156.20			\$ 1,200,237.08	\$ 2,782.80 ST	72	\$ 8,676.27
								\$ 527,289.88 LT		

FMV 1,187,487.61



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

SOURCE	AMOUNT
MORGAN STANLEY SMITH BARNEY MONEY FUND INTEREST	99.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	99.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY ACCOUNTS	16,865.	0.	16,865.
TOTAL TO FM 990-PF, PART I, LN 4	16,865.	0.	16,865.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,390.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,390.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	59.	0.		0.
TO FORM 990-PF, PG 1, LN 18	59.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	9,323.	9,323.		0.
TENNESSEE FILING FEE	20.	0.		0.
MISCELLANEOUS	422.	0.		0.
TO FORM 990-PF, PG 1, LN 23	9,765.	9,323.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORGAN STANLEY SMITH BARNEY #2641 (SEE ATTACHMENT)	311,939.	391,655.	
MORGAN STANLEY SMITH BARNEY #3367 (SEE ATTACHMENT)	657,404.	1,187,488.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	969,343.	1,579,143.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY R. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
ROBERT D. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
KEVIN M. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	SECRETARY 2.00	0.	0.	0.
JAN H. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	PRESIDENT 2.00	0.	0.	0.
SCOTT B. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
ANDREA E. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
ELIZABETH A. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
PAMELA Z. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	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 8

NAME OF MANAGER

KEVIN M. KUBAN
JAN H. KUBAN

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAN KUBAN, PRESIDENT
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

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization AFTER GOD'S HEART, INC.	Employer identification number 62-1804034
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 1801 HICKORY GLEN ROAD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions KNOXVILLE, TN 37932-1949	

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

0 4

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

JAN KUBAN

- The books are in the care of ► **1801 HICKORY GLEN ROAD - KNOXVILLE, TN 37932**

Telephone No. ► **(865) 670-7685**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2010** or
- ☐ tax year beginning , and ending

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	1,380.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	280.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	1,100.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8452-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

SCANNED
Date **6-6-11**
By **AM**

E file