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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 MAR 1, 2010, and ending FEB 28, 2011

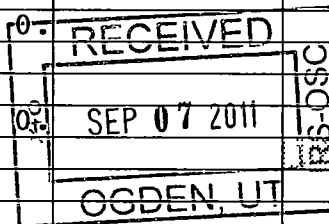
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Name of foundation THE RESTORATION FOUNDATION		A Employer identification number 62-6355168
Number and street (or P.O. box number if mail is not delivered to street address) 2112 HAMPTON AVENUE	Room/suite	B Telephone number 615 255-9337
City or town, state, and ZIP code NASHVILLE, TN 37215		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,258,872.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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		5,549.	5,549.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		176,796.			
b Gross sales price for all assets on line 6a 2,843,255.					
7 Capital gain net income (from Part IV, line 2)			176,796.		
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		<1,223.>	<1,244.>		STATEMENT 2
12 Total. Add lines 1 through 11		181,122.	181,101.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,750.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,122.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		27.	0.		0.
23 Other expenses STMT 5		333.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		3,232.	0.		0.
25 Contributions, gifts, grants paid		144,250.			144,250.
26 Total expenses and disbursements. Add lines 24 and 25		147,482.	0.		144,250.
27 Subtract line 26 from line 12		33,640.			
a Excess of revenue over expenses and disbursements			181,101.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED SEP 12 2010

Operating and Administrative Expenses



66

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing ..	<1,641.>	5,988.	5,988.
	2 Savings and temporary cash investments	921,978.	976,732.	976,732.
	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			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	1,384,986.	1,106,243.	1,026,152.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe STATEMENT 7)	0.	250,000.	250,000.
	16 Total assets (to be completed by all filers)	2,305,323.	2,338,963.	2,258,872.
	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	2,305,323.	2,338,963.	
	30 Total net assets or fund balances	2,305,323.	2,338,963.	
	31 Total liabilities and net assets/fund balances	2,305,323.	2,338,963.	

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	2,305,323.
2 Enter amount from Part I, line 27a	2	33,640.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,338,963.
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	2,338,963.

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 PENSON (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b PENSON (SEE ATTACHED SCHEDULE)	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 2,793,737.		2,666,459.	127,278.
b 49,518.			49,518.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			127,278.
b			49,518.
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	176,796.
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	129,894.	2,255,164.	.057598
2008	135,209.	2,302,899.	.058713
2007	141,265.	2,520,850.	.056039
2006	155,070.	2,576,490.	.060187
2005	146,558.	2,630,543.	.055714

2 Total of line 1, column (d)	2	.288251
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	.057650
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,058,734.
5 Multiply line 4 by line 3	5	118,686.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,811.
7 Add lines 5 and 6	7	120,497.
8 Enter qualifying distributions from Part XII, line 4	8	144,250.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,811.
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	1,811.
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	1,811.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	760.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,260.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.	
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	447.	
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 <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.		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) <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	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 ► KRAFT CPA'S Located at ► 555 GREAT CIRCLE ROAD, SUITE 200, NASHVILLE, TN Telephone no ► 615 242-7351 ZIP+4 ► 37228			
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 type="checkbox"/> Yes <input checked="" 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	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
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?		4a
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?

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN ELAM	TRUSTEE			
626 FATHERLAND STREET				
NASHVILLE, TN 37206	1.25	0.	0.	0.
LULU ELAM	TRUSTEE			
626 FATHERLAND STREET				
NASHVILLE, TN 37206	1.25	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	
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	564,956.
b	Average of monthly cash balances	1b	499,349.
c	Fair market value of all other assets	1c	1,025,780.
d	Total (add lines 1a, b, and c)	1d	2,090,085.
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	2,090,085.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,351.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,058,734.
6	Minimum investment return. Enter 5% of line 5	6	102,937.

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	102,937.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,811.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,811.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,126.
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	101,126.

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	144,250.
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	144,250.
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	1,811.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,439.

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				101,126.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			28,679.	
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 ▶ \$ 144,250.				
a Applied to 2009, but not more than line 2a			28,679.	
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				101,126.
e Remaining amount distributed out of corpus	14,445.			
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	14,445.			
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	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	14,445.			
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	14,445.			

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)

Part XV Supplementary Information (continued)

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 <i>Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	144,250.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PENSON	5,545.	0.	5,545.
US OIL FUND, LP	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	5,549.	0.	5,549.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	<1,244.>	<1,244.>	
FEDERAL INCOME TAX REFUND	21.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,223.>	<1,244.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KRAFT CPAS	1,750.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,750.	0.		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
ESTIMATED FEDERAL TAX PAYMENT	441.	0.		0.
FEDERAL TAXES	681.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,122.	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 EXPENSE	100.	0.		0.
BANK FEE	233.	0.		0.
TO FORM 990-PF, PG 1, LN 23	333.	0.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PENSON	COST	82,093.	0.
PENSON MUTUAL FUND	COST	1,024,150.	1,026,152.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,106,243.	1,026,152.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CASH IN HOPE INVESTMENTS ACCOUNT	0.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	0.	250,000.	250,000.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 8
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NAME OF MANAGER

JOHN ELAM
LULU ELAM

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BLUE MONARCH P.O. BOX 1207 MONTEAGLE, TN 37356	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	10,000.
COVENANT FOUNDATION 6034 MURRAY LANE BRENTWOOD, TN 37027	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	6,250.
HOPE AND LIFE MINISTRIES 701 SHELBY AVE. NASHVILLE, TN 37206	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	7,000.
HORIZONS INTERNATIONAL P.O. BOX 18478 BOULDER, CO 803081478	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	10,000.
INTERFACE P.O. BOX 450816 ATLANTA, GA 311450816	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	2,000.
LATCOM 1218 CROTON AVENUE NEW CASTLE, PA 16101	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	30,000.
NEW LIFE LAOTION/APCF 1107 SHERWOOD LANE MURFREESBORO, TN 37129	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
OPEN DOORS 2953 SOUTH PULLMAN STREET SANTA ANA, CA 92705	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	3,000.

THE RESTORATION FOUNDATION

62-6355168

REJOICE MINISTRIES 700 RUSSELL STREET NASHVILLE, TN 37206	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	2,000.
SAMARITAN'S PURSE P.O. BOX 3000 BOONE, NC 288073000	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	9,000.
SERVANT GROUP INTERNATIONAL 506 TANKSLEY AVENUE NASHVILLE, TN 37211	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	4,000.
VISION MINISTRIES 1121 TEMPLE RIDGE CT. NASHVILLE, TN 37221	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
VOICE OF THE MARTYRS P.O. BOX 504 CANEY, KS 67333	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	8,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	9,000.
TOUCHSTONE YOUTH MINISTRIES P.O. BOX 159231 NASHVILLE, TN 37215	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
THEOTHERAPY PROJECT P.O. BOX 60364 NASHVILLE, TN 37206-1328	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
INTERVARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER ROAD MADISON, WI 53707-7895	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	3,000.
REDEMPTION HILL CHURCH 4933 CAVAN GREEN COURT HENRICO, VA 23228	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	3,000.

THE RESTORATION FOUNDATION

62-6355168

CHRISTIAN LEADERSHIP CONCEPTS P.O. BOX 3645 BRENTWOOD, TN 37024-3645	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	3,000.
MERCY MINISTRIES P.O. BOX 111060 NASHVILLE, TN 37222-1060	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
260 P.O. BOX 260 LINDALE, TX 75771	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
TN RIGHT TO LIFE, EDUCATION FUND P.O. BOX 110765 NASHVILLE, TN 37222	N/A TO FURTHER ONE OR MORE EXEMPT PURPOSE OF THE FOUNDAT	PUBLIC	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			144,250.

Total Proceeds = \$2,843,255.31
 Total Cost = 2,666,459.12
 Gain = 176,796.19

GAIN/LOSS

Thu Jun 30 2011 9:20:43 AM CST

Gain/Loss Provided by GainsKeeper

View Realized Mar 1, 2010 - Dec 31, 2010

Totals: Adj cost 1,286,965.63 Adj proceeds 1,260,128.92 Adj gain (\$) -26,836.71 Adj gain (%) -2.09

Security	Trans type	Qty	Open date	Adj cost per share	Adj cost	Close date	Adj proceeds per share	Adj proceeds	Adj gain (\$)	Adj gain (%)	Term
3M COMPANY	Sell.	1,000	12/09/09	79.45	79,447.00	05/06/10	79.77	79,772.65	325.65	0.41	Short-term
AAPL Aug 21 2010 240.0 Call	Buy to Close.	200	07/20/10	17.86	3,572.03	07/20/10	12.99	2,597.92	-974.11	-27.27	Short-term
AMZN Aug 21 2010 110.0 Put	Sell to Close.	2,200	07/16/10	3.51	7,722.31	07/20/10	2.94	6,467.58	-1,254.73	-16.25	Short-term
BAIDU INC ADS	Sell.	1,000	06/10/10	70.92	70,916.90	06/17/10	72.31	72,306.76	1,389.86	1.96	Short-term
COVIDIEN PLC	Sell.	1,000	01/06/10	48.61	48,607.00	04/26/10	48.41	48,412.18	-194.82	-0.40	Short-term
CRUS Aug 21 2010 17.5 Call	Sell to Close.	2,000	06/28/10	1.65	3,300.28	06/29/10	1.04	2,079.68	-1,220.60	-36.98	Short-term
CSTR Aug 21 2010 45.0 Put	Sell to Close.	4,000	07/16/10	2.06	8,240.56	07/20/10	2.74	10,959.25	2,718.69	32.99	Short-term
DCP MIDSTREAM PARTNERS LP	Sell.	1,000	01/14/10	29.72	29,717.00	05/05/10	30.11	30,107.43	390.43	1.31	Short-term
DECKERS OUTDOOR CORP	Sell.	500	06/10/10	151.84	75,922.00	06/15/10	158.78	79,390.25	3,468.25	4.57	Short-term
DIA Aug 21 2010 103.0 Put	Sell to Close.	3,000	07/15/10	2.80	8,400.42	07/20/10	3.64	10,919.39	2,518.97	29.99	Short-term
DIA Mar 20 2010 102.0 Put		1,000	---	3.65	3,650.14	---	0.85	854.84	-2,795.30	-76.58	Short-term
	Sell to Close	500	01/29/10	3.65	1,825.07	03/01/10	0.85	424.92	-1,400.15	-76.72	Short-term
	Sell to Close	500	01/29/10	3.65	1,825.07	03/01/10	0.86	429.92	-1,395.15	-76.44	Short-term
DIW Mar 20 2010 61.0 Put	Sell to Close.	1,500	01/29/10	2.65	3,975.21	03/01/10	0.37	554.78	-3,420.43	-86.04	Short-term
FWLT Aug 21 2010 21.0 Put	Sell to Close.	6,600	07/16/10	1.16	7,656.92	07/20/10	0.79	5,212.99	-2,443.93	-31.92	Short-term
FWLT Aug 21 2010 19.0 Put		4,000	---	1.26	5,040.56	---	0.95	3,817.37	-1,223.19	-24.27	Short-term
	Sell to Close	1,100	07/01/10	1.26	1,386.15	07/02/10	0.94	1,033.83	-352.32	-25.42	Short-term
	Sell to Close.	2,900	07/01/10	1.26	3,654.41	07/02/10	0.96	2,783.54	-870.87	-23.83	Short-term
ISHARES MSCI MEXICO (FREE)	Sell.	1,400	04/29/10	53.66	75,128.88	05/06/10	48.18	67,457.87	-7,671.01	-10.21	Short-term
JOS A BANK CLOTHIERS INC		2,500	---	51.08	127,699.40	---	48.61	121,522.52	-6,176.88	-4.84	Short-term
	Sell.	1,000	04/29/10	64.48	64,478.50	05/06/10	58.60	58,603.25	-5,875.25	-9.11	Short-term
	Wash Sale Adj	[1,000]	05/11/10	---	-5,875.25	05/06/10	---	---	5,875.25	---	Short-term
	Sell.	1,500	05/11/10	46.06	69,096.15	12/02/10	41.95	62,919.27	-6,176.88	-8.94	Short-term
JOSB Jul 17 2010 55.0 Call	Buy to Close.	1,000	06/22/10	2.21	2,210.14	06/30/10	4.19	4,189.78	1,979.64	89.57	Short-term
LAM RESH CORP		2,800	---	40.96	114,685.48	---	37.78	105,796.34	-8,889.14	-7.75	Short-term
Totals:					1,286,965.63			1,260,128.92	-26,836.71	-2.09	

Security ▼	Trans type	Qty	Open date	Adj cost per share	Adj cost	Close date	Adj proceeds per share	Adj proceeds	Adj gain (\$)	Adj gain (%)	Term
	Sell.	1,400	04/29/10	42.53	59,546.48	05/06/10	36.50	51,106.13	-8,440.35	-14.17	Short-term
	Wash Sale Adj	[1,400]	05/11/10	--	-8,440.35	05/06/10	--	--	8,440.35	--	Short-term
	Sell.	1,400	05/11/10	45.41	63,579.35	05/13/10	39.06	54,690.21	-8,889.14	-13.98	Short-term
LRCX Jul 17 2010 45.0 Call	Sell to Close.	2,000	06/15/10	0.95	1,900.28	06/22/10	0.34	679.70	-1,220.58	-64.23	Short-term
LXK Aug 21 2010 30.0 Put	Sell to Close.	4,000	07/01/10	1.86	7,440.56	07/02/10	1.34	5,359.34	-2,081.22	-27.97	Short-term
NETFLIX INC		3,000	---	105.72	317,167.66	---	111.65	334,958.80	17,791.14	5.61	Short-term
	Sell.	400	04/29/10	102.83	41,130.96	05/13/10	109.90	43,960.50	2,829.54	6.88	Short-term
	Sell.	600	05/11/10	100.66	60,397.00	05/13/10	109.90	65,940.74	5,543.74	9.18	Short-term
	Sell.	1,000	05/27/10	112.88	112,878.06	06/15/10	122.30	122,295.92	9,417.86	8.34	Short-term
	Cover Short	1,000	05/14/10	107.82	107,819.70	05/27/10	102.76	102,761.64	-5,058.06	-4.69	Short-term
	Short WS Adj	[1,000]	05/27/10	--	-5,058.06	05/27/10	--	--	5,058.06	--	Short-term
QKX Mar 20 2010 50.0 Call	Buy to Close.	2,500	01/28/10	0.10	259.97	03/01/10	1.89	4,713.60	4,453.63	1,713.13	Short-term
QKU Mar 20 2010 55.0 Call	Sell to Close.	2,500	01/28/10	0.75	1,864.37	03/01/10	0.03	84.26	-1,780.11	-95.48	Short-term
QQQ Mar 20 2010 43.0 Put	Sell to Close.	2,500	01/29/10	1.55	3,875.35	03/01/10	0.19	474.64	-3,400.71	-87.75	Short-term
QZS May 22 2010 55.0 Call		2,000	---	7.31	14,620.28	---	6.59	13,179.49	-1,440.79	-9.85	Short-term
	Buy to Close.	1,000	04/30/10	6.61	6,610.14	04/30/10	6.59	6,589.75	-20.39	-0.31	Short-term
	Buy to Close.	1,000	04/30/10	8.01	8,010.14	05/05/10	6.59	6,589.74	-1,420.40	-17.73	Short-term
RIMM Aug 21 2010 50.0 Put	Sell to Close.	6,000	07/16/10	1.49	8,940.84	07/20/10	0.85	5,099.07	-3,841.77	-42.97	Short-term
RIMM Aug 21 2010 42.5 Put	Sell to Close.	3,000	07/01/10	1.53	4,590.42	07/02/10	1.18	3,539.51	-1,050.91	-22.89	Short-term
SECTOR SPDR TR SHS BEN INT-		2,250	---	31.98	71,946.77	---	31.98	71,946.77	0.00	--	
	Sell.	2,250	04/29/10	35.56	80,016.78	05/07/10	31.98	71,946.77	-8,070.01	-10.09	Short-term
	Wash Sale Adj	[2,250]	05/11/10	--	-8,070.01	05/07/10	--	--	8,070.01	--	Short-term
SECTOR SPDR TR SHS BEN INT-		2,400	---	29.90	71,751.81	---	29.90	71,751.81	0.00	--	
	Sell.	2,400	04/29/10	33.26	79,830.93	05/07/10	29.90	71,751.81	-8,079.12	-10.12	Short-term
	Wash Sale Adj	[2,400]	05/11/10	--	-8,079.12	05/07/10	--	--	8,079.12	--	Short-term
SKECHERS U S A INC CL A	Sell.	1,000	05/11/10	38.06	38,057.00	05/13/10	38.33	38,332.35	275.35	0.72	Short-term
SNDK Aug 21 2010 39.0 Call	Buy to Close.	2,000	07/20/10	4.46	8,920.28	07/20/10	3.39	6,779.60	-2,140.68	-24.00	Short-term
SPY Jul 17 2010 107.0 Put	Sell to Close.	5,000	06/24/10	2.67	13,350.70	06/25/10	2.29	11,449.10	-1,901.60	-14.24	Short-term
STARBUCKS CORP	Sell.	1,000	05/11/10	27.15	27,147.00	05/13/10	27.55	27,552.63	405.63	1.49	Short-term
SWG Mar 20 2010 108.0 Put	Sell to Close.	1,000	01/29/10	4.06	4,060.14	03/01/10	0.80	799.84	-3,260.30	-80.30	Short-term
X Aug 21 2010 39.0 Put	Sell to Close.	4,400	07/16/10	1.91	8,404.62	07/20/10	1.15	5,059.29	-3,345.33	-39.80	Short-term
Totals:					1,286,965.63			1,260,128.92	-26,836.71	-2.09	

Security ▼	Trans type	Qty	Open date	Adj cost per share	Adj cost	Close date	Adj proceeds per share	Adj proceeds	Adj gain (\$)	Adj gain (%)	Term
X Aug 21 2010 36.0 Put	Sell to Close.	2,500	07/01/10	2.71	6,775.35	07/02/10	2.38	5,949.54	-825.81	-12.19	Short-term
Totals:					1,286,965.63			1,260,128.92	-26,836.71	-2.09	

****Important Disclaimer:** Intraday data is at least 20-minutes delayed. GainsKeeper® service and tax lot and performance reporting is offered and conducted by Wolters Kluwer Financial Services, Inc. ("WKFS") and is made available by TD AMERITRADE for general reference and education purposes only. Although based on current information generally available, general assumptions may be made by WKFS and implemented in the GainsKeeper® service which may not take into account potentially important considerations to specific taxpayers. Therefore, the views and information presented by the GainsKeeper® service may not be appropriate for you. TD AMERITRADE and WKFS are not responsible for the reliability or suitability of the information. TD AMERITRADE and WKFS does not provide tax advice. You should consult with your own legal and tax advisors and you (not WKFS or TD AMERITRADE) are solely responsible for any tax, tax penalties, or interest related to your tax returns. You may wish to consult independent sources with respect to tax lot and performance reporting.

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GAINKEEPER

Thu Jun 30 2011 9:25 23 AM CST

Gain/Loss Provided by GainsKeeper

View Realized Jan 1, 2011 - Feb 28, 2011

Totals: Adj cost 1,379,493.49 Adj proceeds 1,583,126.39 Adj gain (\$) 203,632.90 Adj gain (%) 14.76

Security ▼	Trans type	Qty	Open date	Adj cost per share	Adj cost	Close date	Adj proceeds per share	Adj proceeds	Adj gain (\$)	Adj gain (%)	Term
APPLE COMPUTER INC	Sell.	200	06/14/10	258.33	51,667.00	02/03/11	341.01	68,202.65	16,535.65	32.00	Short-term
BAIDU INC ADS	Sell.	200	02/04/11	117.63	23,526.68	02/15/11	127.48	25,496.83	1,970.15	8.37	Short-term
CATERPILLAR INC	Sell.	1,000	01/18/11	96.27	96,266.90	02/15/11	102.88	102,881.52	6,614.62	6.87	Short-term
DRIL-QUIP INC	Sell.	2,000	---	80.04	160,071.40	---	79.58	159,165.03	-906.37	-0.57	Short-term
	Sell.	1,000	01/18/11	78.73	78,726.90	02/03/11	78.04	78,042.60	-684.30	-0.87	Short-term
	Wash Sale Adj	[1,000]	02/17/11	--	-684.30	02/03/11	--	--	684.30	--	Short-term
	Sell.	1,000	02/17/11	82.03	82,028.80	02/22/11	81.12	81,122.43	-906.37	-1.10	Short-term
ISHARES MSCI MEXICO (FREE)	Sell.	1,000	02/16/11	61.20	61,200.94	02/22/11	61.38	61,377.84	176.90	0.29	Short-term
ISHARES MSCI BRAZIL INDEX F	Sell.	1,000	02/16/11	73.69	73,686.50	02/22/11	74.04	74,041.67	355.17	0.48	Short-term
ISHARES MSCI EMRG MKTS INDE	Sell.	1,000	12/02/10	46.95	46,946.80	01/04/11	47.85	47,852.39	905.59	1.93	Short-term
ISHARES RUSSELL 2000 INDEX	Sell.	300	---	0.00	0.00	02/03/11	79.69	23,905.53	23,905.53	--	Long-term
LULULEMON ATHLETICA INC	Sell.	1,200	---	61.59	73,905.26	---	74.15	88,976.29	15,071.03	20.39	Short-term
	Sell.	500	06/15/10	44.51	22,256.60	02/03/11	72.26	36,128.80	13,872.20	62.33	Short-term
	Sell.	500	02/03/11	72.93	36,466.00	02/03/11	72.26	36,128.80	-337.20	-0.92	Short-term
	Wash Sale Adj	[200]	02/04/11	--	-134.88	02/03/11	--	--	134.88	--	Short-term
	Wash Sale Adj	[300]	02/25/11	--	-202.32	02/03/11	--	--	202.32	--	Short-term
	Sell.	200	02/04/11	77.60	15,519.86	02/14/11	83.59	16,718.69	1,198.83	7.72	Short-term
NETFLIX INC	Sell.	1,200	---	142.92	171,507.93	---	221.27	265,519.69	94,011.76	54.81	Short-term
	Sell.	1,000	06/17/10	127.50	127,497.00	01/28/11	217.42	217,418.82	89,921.82	70.53	Short-term
	Sell.	200	02/04/11	220.05	44,010.93	02/15/11	240.50	48,100.87	4,089.94	9.29	Short-term
NIKE INC CL B	Sell.	1,000	06/14/10	72.84	72,836.90	01/28/11	81.49	81,493.42	8,656.52	11.88	Short-term
OIL SVCS HLDERS TR	Sell.	500	02/10/11	155.24	77,621.95	02/22/11	163.61	81,802.92	4,180.97	5.39	Short-term
SANDISK CORP	Sell.	2,000	05/27/10	46.67	93,347.00	01/28/11	46.78	93,559.12	212.12	0.23	Short-term
SECTOR SPDR TR SHS BEN INT-	Sell.	2,250	05/11/10	37.74	84,914.43	01/28/11	37.10	83,466.84	-1,447.59	-1.70	Short-term
SECTOR SPDR TR SHS BEN INT-	Sell.	2,400	05/11/10	35.22	84,525.97	02/03/11	36.64	87,927.27	3,401.30	4.02	Short-term
Totals:					1,379,493.49			1,583,126.39	203,632.90	14.76	

Security ▼	Trans type	Qty	Open date	Adj cost per share	Adj cost	Close date	Adj proceeds per share	Adj proceeds	Adj gain (\$)	Adj gain (%)	Term
SPDR GOLD TRUST	Sell.	500	12/02/10	135.72	67,861.87	01/04/11	134.50	67,251.91	-609.96	-0.90	Short-term
SPDR S&P HOMEBUILDERS ETF	Sell.	1,000	05/11/10	18.64	18,636.90	02/03/11	17.37	17,572.75	-1,064.15	-5.71	Short-term
SPDR S&P MIDCAP 400 ETF TR	Sell.	150		0.00	0.00	02/03/11	170.75	25,612.53	25,612.53	--	Long-term
VARIAN SEMICONDUCTOR EQUIP		400	---	44.59	17,836.66	---	44.59	17,836.66	0.00	--	
	Sell	400	02/04/11	45.07	18,026.80	02/08/11	44.59	17,836.66	-190.14	-1.05	Short-term
	Wash Sale Adj	[400]	02/25/11	--	-190.14	02/08/11	--	--	190.14	--	Short-term
VERIFONE SYSTEMS INC		1,000	---	41.21	41,212.50	---	41.21	41,212.50	0.00	--	
	Sell	1,000	02/01/11	41.26	41,264.76	02/03/11	41.21	41,212.50	-52.26	-0.13	Short-term
	Wash Sale Adj	[1,000]	02/25/11	--	-52.26	02/03/11	--	--	52.26	--	Short-term
WHIRLPOOL CORP	Sell.	200	05/11/10	107.31	21,463.00	02/01/11	85.34	17,068.81	-4,394.19	-20.47	Short-term
WHOLE FOODS MKT INC	Sell.	1,000	05/27/10	40.46	40,456.90	02/03/11	50.90	50,902.22	10,445.32	25.82	Short-term
Totals:					1,379,493.49			1,583,126.39	203,632.90	14.76	

****Important Disclaimer.** Intraday data is at least 20-minutes delayed. GainsKeeper® service and tax lot and performance reporting is offered and conducted by Wolters Kluwer Financial Services, Inc. ("WKFS") and is made available by TD AMERITRADE for general reference and education purposes only. Although based on current information generally available, general assumptions may be made by WKFS and implemented in the GainsKeeper® service which may not take into account potentially important considerations to specific taxpayers. Therefore, the views and information presented by the GainsKeeper® service may not be appropriate for you. TD AMERITRADE and WKFS are not responsible for the reliability or suitability of the information. TD AMERITRADE and WKFS does not provide tax advice. You should consult with your own legal and tax advisors and you (not WKFS or TD AMERITRADE) are solely responsible for any tax, tax penalties, or interest related to your tax returns. You may wish to consult independent sources with respect to tax lot and performance reporting.

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