See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 **, and ending** JUN 30, 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 JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION

A Employer identification number
62-1306906

Number and street (or P O box number if mail is not delivered to street address)
3102 WEST END AVENUE

Room/suite
650

B Telephone number
615-385-3541

City or town, state, and ZIP code
NASHVILLE, TN 37203

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,910,968.

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

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
	4	Dividends and interest from securities	19,722.	19,722.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	243,056.			
	b	Gross sales price for all assets on line 6a 1,701,761.				
	7	Capital gain net income (from Part IV, line 2)		243,056.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	262,783.	262,783.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	2,620.	1,310.		1,310.
	c	Other professional fees				
	17	Interest	8,184.	4,092.		4,092.
	18	Taxes STMT 4	<1,779.>	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	1,775.	888.		887.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,800.	6,290.		6,289.
	25	Contributions, gifts, grants paid	263,224.			263,224.
	26	**Total expenses and disbursements.** Add lines 24 and 25	274,024.	6,290.		269,513.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<11,241.>			
	b	**Net investment income** (if negative, enter -0-)		256,493.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 2 2011
IRS-OSC
OGDEN, UT

SCANNED DEC 08 2011

023501
12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

23

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	19,208.	2,560.	2,560.
	2	Savings and temporary cash investments			
	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	2,242,963.	2,329,610.	4,908,408.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	2,262,171.	2,332,170.	4,910,968.
Liabilities	17	Accounts payable and accrued expenses	86,366.	167,606.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 7)	800,000.	800,000.	
	23	Total liabilities (add lines 17 through 22)	886,366.	967,606.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	233,946.	233,946.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,141,859.	1,130,618.	
	30	**Total net assets or fund balances**	1,375,805.	1,364,564.	
	31	**Total liabilities and net assets/fund balances**	2,262,171.	2,332,170.	

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	1,375,805.
2	Enter amount from Part I, line 27a	2	<11,241.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,364,564.
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	1,364,564.

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	MORGAN STANLEY (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	MORGAN STANLEY (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB (SEE ATTACHED)	P	VARIOUS	VARIOUS
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	4,190.			4,190.
b	145,042.		10,044.	134,998.
c	1,552,529.		1,448,661.	103,868.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,190.
b				134,998.
c				103,868.
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 } 2 243,056.

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	160,546.	3,311,291.	.048484
2008	136,320.	2,616,564.	.052099
2007	326,604.	4,216,949.	.077450
2006	499,030.	5,155,778.	.096790
2005	185,533.	4,930,757.	.037628

2	Total of line 1, column (d)	2	.312451
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	.062490
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,289,030.
5	Multiply line 4 by line 3	5	205,531.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,565.
7	Add lines 5 and 6	7	208,096.
8	Enter qualifying distributions from Part XII, line 4	8	269,513.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,565.
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	2,565.
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	2,565.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	71.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,636.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOEL C. GORDON Telephone no. ▶615-385-3541

Located at ▶3102 WEST END AVENUE, SUITE 650, NASHVILLE, TN ZIP+4 ▶37203

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	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 ▶			

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

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No

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

			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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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

Form **990-PF** (2010)

023551
12-07-10

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.

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	3,339,117.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,339,117.
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	3,339,117.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	50,087.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,289,030.
6	**Minimum investment return.** Enter 5% of line 5		6	164,452.

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	164,452.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,565.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,565.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	161,887.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	161,887.
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	161,887.

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	269,513.
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	269,513.
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	2,565.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	266,948.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					161,887.
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					
b From 2006	247,099.				
c From 2007	120,606.				
d From 2008	7,773.				
e From 2009					
f **Total** of lines 3a through e		375,478.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	269,513.				
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					161,887.
e Remaining amount distributed out of corpus		107,626.			
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		483,104.			
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		483,104.			
10 Analysis of line 9:					
a Excess from 2006	247,099.				
b Excess from 2007	120,606.				
c Excess from 2008	7,773.				
d Excess from 2009					
e Excess from 2010	107,626.				

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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE			263,224.
Total			▶ 3a	263,224.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5.	
4 Dividends and interest from securities			14	19,722.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	243,056.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		262,783.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 262,783.

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

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

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

023621
12-07-10

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Joel C Gordon 11-21-11

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDMOND DUNLAVY	E.B. Dunlavy	11/10/11		

Firm's name ▶ KRAFTCPAS PLLC

Firm's EIN ▶

Firm's address ▶ 555 GREAT CIRCLE ROAD
NASHVILLE, TN 37228

Phone no. 615-242-7351

Form 990-PF (2010)

023622
04-26-11

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

SOURCE	AMOUNT
CHARLES SCHWAB	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	660.	0.	660.
MORGAN STANLEY	19,062.	0.	19,062.
TOTAL TO FM 990-PF, PART I, LN 4	19,722.	0.	19,722.

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	2,620.	1,310.		1,310.
TO FORM 990-PF, PG 1, LN 16B	2,620.	1,310.		1,310.

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	20.	0.		0.
REFUND OF FEDERAL INCOME TAXES	<1,799.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<1,779.>	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
OFFICE SUPPLIES	1,775.	888.		887.
TO FORM 990-PF, PG 1, LN 23	1,775.	888.		887.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (MORGAN STANLEY)	2,002,385.	4,581,183.
INVESTMENTS (CHARLES SCHWAB)	327,225.	327,225.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,329,610.	4,908,408.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
LOAN TO BERNICE (5%, 12/11/2009	800,000.	800,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	800,000.	800,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOEL C. GORDON 6408 EAST VALLEY COURT NASHVILLE, TN 37205	PRESIDENT 0.00	0.	0.	0.
BERNICE W. GORDON 6408 EAST VALLEY COURT NASHVILLE, TN 37205	SECRETARY 0.00	0.	0.	0.
SHERRIE GORDON EISENMAN 5213 BRAEBURN STREET HOUSTON, TX 77401	TRUSTEE 0.00	0.	0.	0.
ALAN J. EISENMAN 5213 BRAEBURN STREET HOUSTON, TX 77401	TRUSTEE 0.00	0.	0.	0.
ROBERT A. GORDON 5008 HILL PLACE DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
JULIE S. GORDON 5008 HILL PLACE DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
FRANK E. GORDON 121 ABBEYWOOD DRIVE NASHVILLE, TN 37215	TRUSTEE 0.00	0.	0.	0.
GWEN L. GORDON 121 ABBEYWOOD DRIVE NASHVILLE, TN 37215	TRUSTEE 0.00	0.	0.	0.
GAIL GORDON JACOBS 404 WILSONIA AVENUE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
JEFFREY M. JACOBS 404 WILSONIA AVENUE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Morgan Stanley Account

Foundation Capital Gains and Losses 2011

Name	Shares	Purchased	Sold	Basis	Price	Gain	L/S	Long	Short
UNH C	20	8/10/2010	8/23/2010	$ -	$ 123 00	$ 123 00	S		$ 123.00
UNH C	20	8/23/2010	9/20/2010	$ -	$ 123 00	$ 123 00	S		$ 123.00
Wells Fargo	12	12/9/1988	10/19/2010	$ 84 00	$ 261 00	$ 177 00	S	$ 177 00	
UNH C	20	10/25/2010	11/22/2010	$ -	$ 233 00	$ 233 00	S		$ 223.00
UNH C	70	7/15/2010	12/20/2010	$ -	$ 1,007 00	$ 1,007 00	S		$ 1,007 00
UNH C	60	11/19/2010	1/24/2011	$ -	$ 1,029.00	$ 1,029 00	S		$ 1,029 00
UNH C	20	1/27/2011	2/22/2011	$ -	$ 251 00	$ 251.00	S		$ 251 00
UNH C	40	2/18/2011	3/21/2011	$ -	$ 842 00	$ 842.00	S		$ 842.00
UNH	3,000	7/24/1989	5/20/2011	$ 9,960 00	$ 144,781 00	$134,821 00	S	$ 134,821 00	
UNH C	20	4/21/2011	5/23/2011	$ -	$ 592.00	$ 592 00	S		$ 592 00
	Total MS				**$ 149,242.00**			**$ 134,998.00**	**$ 4,190.00**
	Total Schwab--see Schwab schedule				**$1,552,529.14**			**$ -**	**$ 103,867.72**
	Total per financials							**$ 134,998.00**	**$ 108,057.72**

SCHWAB

Accounts > History

Print in landscape for best results.

History

To change your cost basis method for an eligible transaction, please go to Order Status To change your default cost basis method, go to the Cost Basis Method Tab

Transactions Statements & Reports **Realized Gain / Loss**

Trades made today will not appear until tomorrow

View Unrealized Gain/Loss

Rules & Assumptions

Select Date Range From To
Custom Date Range 07/01/2010 06/30/2011 Search

Reporting Period: 01 Jul, 2010 to 30 Jun, 2011

Foundation 8872-3405	**Proceeds**	**Cost Basis**	**Total Gain/Loss ($| %)**	**Long Term Gain/Loss ($| %)**	**Short Term Gain/Loss ($| %)**
Total	**$1,552,529.14**	**$1,448,661.42**	**+$103,867.72**	**+$0.00** SP	**+$103,867.72**

Symbol	Name (Full |Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total Gain/Loss ($| %)	Long Term Gain/Loss ($| %)	Short Term Gain/Loss ($| %)
HLS 02/19/2011 25 00 C	CALL HEALTHS	02/19/2011	15 SP	$219 63	$0 00	+$219 63	--	+$219 63
HLS 01/22/2011 25 00 C	CALL HEALTHS	01/22/2011	15 SP	$144 63	$0 00	+$144 63	--	+$144 63
HLS 08/21/2010 20 00 C	CALL HEALTHS	08/21/2010	27 SP	$240.79	$0 00	+$240 79	--	+$240 79
HLS 07/17/2010 20 00 C	CALL HEALTHS	07/17/2010	20 SP	$667 08	$0 00	+$667 08	--	+$667 08

LINE 06/18/2011 39 00 C	CALL LINN EN	06/18/2011	13 SP	$190 29	$0.00	+$190 29	--	+$190 29
LINE 05/21/2011 40 00 C	CALL LINN EN	05/21/2011	10 SP	$49 91	$0 00	+$49 91	--	+$49 91
LINE 10/16/2010 33 00 C	CALL LINN EN	10/16/2010	56 SP	$820 39	$0 00	+$820 39	--	+$820 39
LINE 10/16/2010 32 00 C	CALL LINN EN	09/28/2010	22 SP	$304.54	$997 70	-$693 16	--	-$693 16
LINE 09/18/2010 31 00 C	CALL LINN EN	09/09/2010	20 SP	$176 04	$223 95	-$47 91	--	-$47 91
MMR 07/16/2011 17 00 C	CALL MCMORAN	06/30/2011	1 SP	$30 64	$200 35	-$169 71	--	-$169 71
MMR 07/16/2011 17 00 C	CALL MCMORAN	06/30/2011	48 SP	$1,665 59	$9 617 38	-$7,951 79	--	-$7,951 79
MMR 07/16/2011 17 00 C	CALL MCMORAN	06/30/2011	1 SP	$30 64	$200 35	-$169 71	--	-$169 71
MMR 06/18/2011 17 00 C	CALL MCMORAN	06/18/2011	100 SP	$6,688 67	$0 00	+$6,688 67	--	+$6,688 67
MMR 06/18/2011 19 00 C	CALL MCMORAN	06/03/2011	59 SP	$1,241 65	$906 37	+$335 28	--	+$335 28
MMR 06/18/2011 19 00 C	CALL MCMORAN	06/03/2011	41 SP	$762 14	$629 83	+$132 31	--	+$132 31
MMR 03/19/2011 18 00 C	CALL MCMORAN	03/08/2011	50 SP	$1,832 07	$767 91	+$1 064 16	--	+$1,064 16
MMR 02/19/2011	CALL MCMORAN	02/19/2011	50 SP	$1,482 08	$0 00	+$1,482 08	--	+$1,482 08

18 00 C								
MMR 01/22/2011 17 50 C	CALL MCMORAN	01/22/2011	40 sP	$2,345 65	$0 00	+$2 345 65	--	+$2,345 65
MMR 01/22/2011 19 00 C	CALL MCMORAN..	01/22/2011	40 sP	$1,625 71	$0 00	+$1,625 71	--	+$1.625 71
MMR 12/18/2010 18 00 C	CALL MCMORAN	12/18/2010	30 sP	$849 24	$0 00	+$849 24	--	+$849 24
MMR 12/18/2010 19 00 C	CALL MCMORAN .	12/18/2010	30 sP	$539 26	$0 00	+$539 26	--	+$539 26
MMR 12/18/2010 21 00 C	CALL MCMORAN	12/18/2010	20 sP	$212 85	$0 00	+$212 85	--	+$212 85
MMR 11/20/2010 19 00 C	CALL MCMORAN	11/20/2010	30 sP	$289 28	$0 00	+$289 28	--	+$289 28
MMR 11/20/2010 18 00 C	CALL MCMORAN .	11/20/2010	40 sP	$815 69	$0 00	+$815 69	--	+$815 69
PXP 06/18/2011 38 00 C	CALL PLAINS	06/03/2011	15 sP	$714 57	$290 43	+$424 14	--	+$424 14
PXP 06/18/2011 37 00 C	CALL PLAINS	06/03/2011	10 sP	$556 36	$453 63	+$102 73	--	+$102 73
PXP 05/21/2011 35 00 C	CALL PLAINS	05/21/2011	25 sP	$341 04	$0 00	+$341 04	--	+$341 04
PXP 05/21/2011 39 00 C	CALL PLAINS	05/16/2011	80 sP	$1,746 33	$240 64	+$1 505 69	--	+$1,505 69
PXP 05/21/2011 36 00 C	CALL PLAINS	05/09/2011	50 sP	$4,271 99	$4,017 91	+$254 08	--	+$254 08

PXP 05/21/2011 35 00 C	CALL PLAINS	05/09/2011	30 SP	$2,279 21	$3,910 75	-$1,631 54	--	-$1,631 54
PXP 05/21/2011 39 00 C	CALL PLAINS	05/05/2011	10 SP	$376 40	$133 59	+$242 81	--	+$242 81
PXP 05/21/2011 39 00 C	CALL PLAINS	05/05/2011	20 SP	$1,042 84	$307 16	+$735 68	--	+$735 68
PXP 04/16/2011 35 00 C	CALL PLAINS	04/16/2011	20 SP	$2,392 79	$0 00	+$2,392 79	--	+$2,392 79
PXP 04/16/2011 36 00 C	CALL PLAINS	04/16/2011	30 SP	$2,959 21	$0 00	+$2,959 21	--	+$2 959 21
PXP 04/16/2011 38 00 C	CALL PLAINS	03/24/2011	20 SP	$1,392 81	$707 16	+$685 65	--	+$685 65
PXP 04/16/2011 39 00 C	CALL PLAINS	03/24/2011	30 SP	$1,499 23	$850 75	+$648 48	--	+$648 48
PXP 03/19/2011 39 00 C	CALL PLAINS	03/19/2011	30 SP	$1,499 22	$0 00	+$1 499 22	--	+$1,499 22
PXP 03/19/2011 40 00 C	CALL PLAINS	03/19/2011	20 SP	$752 82	$0 00	+$752 82	--	+$752 82
PXP 12/18/2010 32 00 C	CALL PLAINS	12/18/2010	20 SP	$352 85	$0 00	+$352 85	--	+$352 85
PXP 12/18/2010 31 00 C	CALL PLAINS	12/18/2010	20 SP	$512 84	$0 00	+$512 84	--	+$512 84
PXP 11/20/2010 31 00 C	CALL PLAINS	11/20/2010	40 SP	$445 70	$0 00	+$445 70	--	+$445 70
HLS	HEALTHSOUTH	03/18/2011	1,500	$34,637 02	$28,078 90	+$6,558 12	--	+$6,558 12

HLS	HEALTHSOUTH	11/19/2010	1,800	$33,286 06	$33 035 90	+$250 16	–	+$250 16
HLS	HEALTHSOUTH .	09/17/2010	11,000	$194,560 49	$198,855 40	-$4,294 91	–	-$4,294 91
LINE	LINN ENERGY	06/30/2011	100	$3,913 54	$3,819 39	+$94 15	–	+$94 15
LINE	LINN ENERGY	06/30/2011	100	$3,913 45	$3,819 39	+$94 06	–	+$94 06
LINE	LINN ENERGY	06/01/2011	200	$7,770 90	$7,638 78	+$132 12	–	+$132 12
LINE	LINN ENERGY	11/01/2010	5,600	$186,609 88	$168,598 97	+$18,010 91	–	+$18,010 91
LINE	LINN ENERGY	11/01/2010	2,000	$68,284 89	$60 847 40	+$7,437 49	–	+$7,437 49
LINE	LINN ENERGY	10/15/2010	700	$23,003 71	$20,516 27	+$2 487 44	–	+$2,487 44
LINE	LINN ENERGY	10/15/2010	293	$9,628 70	$8,587 52	+$1,041 18	–	+$1,041 18
LINE	LINN ENERGY	10/04/2010	7	$215 89	$205 16	+$10 73	–	+$10 73
LINE	LINN ENERGY	08/03/2010	5,000	$150,442 05	$127,064 82	+$23,377 23	–	+$23,377 23
LINE	LINN ENERGY	08/03/2010	2,200	$59,364 59	$55,399 08	+$3,965 51	–	+$3,965 51
MMR	MCMORAN EXPL	06/20/2011	800	$12,424.29	$14,513 03	-$2,088 74	–	-$2,088 74
MMR	MCMORAN EXPL	06/20/2011	800	$12,420.28	$14,512 38	-$2,092 10	–	-$2,092 10
MMR	MCMORAN EXPL .	04/15/2011	5,000	$89,523 43	$75,724 74	+$13,798 69	–	+$13,798 69
MMR	MCMORAN EXPL .	02/18/2011	12,000	$208,236 05	$192,445 25	+$15,790 80	–	+$15,790 80
PXP	PLAINS EXPL	06/17/2011	2,500	$90,477 26	$92,507 37	-$2,030 11	–	-$2,030 11
PXP	PLAINS EXPL	05/20/2011	5,500	$187,959 74	$203,542 46	-$15,582 72	–	-$15,582 72
PXP	PLAINS EXPL .	01/21/2011	4,000	$129,496 25	$114,493 35	+$15,002 90	–	+$15,002 90

⚠ Total includes missing cost basis values for one or more lots You can update missing cost basis values by using the Edit functionality—clicking on the Missing hyperlinks until reaching the Edit page

Data for this holding has been edited

Wash Sale activity has adjusted this cost For additional information, click here

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions, please see the Help Section

N/A Not Available

Values for fixed income securities have been adjusted for amortization/accretion, with the exception of variable rate and mortgage-backed securities or for accounts with this preference turned off

Total Cash represents income and expenses as they occur, it may be inconsistent with values shown elsewhere on Schwab com and on your monthly account statement

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

The information on this page is for estimating portfolio performance only, it is not intended as tax or legal advice, and should not be used for tax purposes Schwab is not responsible for the accuracy or completeness of the information you supply Please check your records carefully before supplying any information

Please note that gains and losses realized in retirement accounts are not recognized for tax purposes Rather, income may be recognized when you receive a cash distribution from these accounts Please contact your tax advisor for further information

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions, please see the Help Section

(0611-3926)

Brokerage Products: Not FDIC Insured • No Bank Guarantee • May Lose Value

Account XXXX-X405
Today's Date 09/09/11 01 21 PM EDT

Charles Schwab & Co , Inc and Charles Schwab Bank are separate but affiliated companies and wholly-owned subsidiaries of The Charles Schwab Corporation Brokerage products and services are offered by Charles Schwab & Co , Inc (Schwab Brokerage), Member SIPC Deposit and lending products and services are offered by Charles Schwab Bank Member FDIC and Equal Housing Lender

Bank sweep accounts are generally held at Charles Schwab Bank Funds deposited at Schwab Bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000 when aggregated with all other deposits held by you in the same capacity at Schwab Bank Funds on deposit at Schwab Bank are not deposits or obligations of Charles Schwab & Co , Inc and may not be covered by the Securities Investor Protection Corporation (SIPC) NOTE Funds deposited at an FDIC insured institution are insured, in aggregate, up to $250,000 per depositor, per insured institution based upon account type by the Federal Deposit Insurance Corporation (FDIC)

©2011 Charles Schwab & Co , Inc All rights reserved Unauthorized access is prohibited Usage will be monitored

THE JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION

July 1, 2010 through June 30, 2011

Date	Check Number	Description	Amount
6/9/2011	From Charles Schwab Account	Ronald McDonald House	$ 150.00
5/25/2011	From Charles Schwab Account	Harlem RIB	250.00
5/11/2011	From Charles Schwab Account	Harlem RIB	150.00
3/16/2011	From Charles Schwab Account	Jewish Family Services	410.00
3/1/2011	From Charles Schwab Account	Run for the Rose	180.00
2/17/2011	From Charles Schwab Account	Tulane University	3,000.00
1/11/2011	From Charles Schwab Account	Run for the Rose	500.00
12/15/2010	From Charles Schwab Account	Anti Defamation League	1,000.00
12/14/2010	From Charles Schwab Account	Beth Israel	3,000.00
12/13/2010	From Charles Schwab Account	Museum of Fine Arts	150.00
12/13/2010	From Charles Schwab Account	Holocaust Museum	150.00
12/2/2010	From Charles Schwab Account	JFS Federation	400.00
12/1/2010	From Charles Schwab Account	Emery Weiner	3,000.00
11/26/2010	From Charles Schwab Account	Jewish Federation	8,600.00
10/20/2010	From Charles Schwab Account	Jewish Federation	500.00
9/23/2010	From Charles Schwab Account	St. Johns	250.00
7/16/2010	670	Frist Center for the Visual Arts	2,500.00
8/2/2010	676	National Council of Jewish Women	50.00
9/1/2010	768	Frist Center for the Visual Arts	400.00
10/1/2010	711	Frist Center for the Visual Arts	1,200.00
11/1/2010	728	Gordon Jewish Community Center	500.00
11/1/2010	729	Nashville Public Library Foundation	2,500.00
11/3/2010	731	Gordon Jewish Community Center	2,500.00
2/25/2011	764	United Way of Metropolitan Nashville	17,500.00
3/21/2011	771	The Temple Congregation Ohabai Sholom	3,925.00
3/21/2011	772	The Jewish Federation of Nashville	9,250.00
3/21/2011	773	Ensworth School	250.00
3/23/2011	777	Gordon Jewish Community Center	2,500.00
5/18/2011	791	University School of Nashville	500.00
5/18/2011	792	Ensworth School	2,000 00
6/10/2011	803	Frist Center for the Visual Arts	5,000.00
8/31/2010	693	Jewish Federation	2,200.00
9/13/2010	695	Jewish Federation	2,200.00
9/13/2010	694	Jewish Federation	2,107.00
9/13/2010	696	The Temple Congregation Ohabai Sholom	2,050.00
10/6/2010	712	Gordon Jewish Community Center	1,500.00
4/18/2011	780	The Temple Congregation Ohabai Sholom	3,500.00
6/1/2011	799	University School of Nashville	4,500.00
7/2/2010	665	Congregation Sherith Israel	100.00
7/7/2010	666	Jewish Community Center	100 00
7/7/2010	667	Council on Aging	200.00
7/7/2010	668	Planned Parenthood	100.00
7/14/2010	669	Gordon Jewish Community Center	1,000.00
7/19/2010	671	Gordon Jewish Community Center	50.00
7/26/2010	672	Gordon Jewish Community Center	700.00
7/26/2010	673	Gordon Jewish Community Center	25.00
7/28/2010	674	The Observer	50.00
7/28/2010	675	National Council of Jewish Women	50.00
8/4/2010	677	Gordon Jewish Community Center	25 00
8/4/2010	678	Fest de Ville Gala	800.00
8/6/2010	679	Congregation Sherith Israel	2,000.00
8/6/2010	680	Leadership Nashville Alumni Association	15.00
8/9/2010	681	Oasis Center	25.00
8/16/2010	682	Sexual Assault Center	2,000.00
8/25/2010	683	Gordon Jewish Community Center	25.00
8/30/2010	684	Gordon Jewish Community Center	25.00

8/30/2010	687	Frist Center for the Visual Arts	50.00
9/1/2010	685	USN/artclectic 2010	500.00
9/1/2010	686	Frist Center for the Visual Arts	5,000.00
9/3/2010	689	University School of Nashville	25.00
9/10/2010	690	Gordon Jewish Community Center	25.00
9/10/2010	691	Nashville Public Radio	100.00
9/10/2010	692	Al Menah Shriners	48.00
9/15/2010	697	Frist Center for the Visual Arts	1,200.00
9/15/2010	698	Gordon Jewish Community Center	2,500.00
9/17/2010	699	Gordon Jewish Community Center	25.00
9/20/2010	700	Women's Economic Council Foundation	200 00
9/20/2010	701	Frist Center for the Visual Arts	200.00
9/20/2010	702	Frist Center for the Visual Arts	200.00
9/27/2010	704	Nashville Heart Society	1,000.00
9/27/2010	705	Symphony Ball	2,000.00
9/27/2010	706	The Community Foundation of Middle TN	750.00
9/27/2010	707	Gordon Jewish Community Center	25.00
9/29/2010	708	Gordon Jewish Community Center	500.00
10/1/2010	710	Cumberland Heights Foundation	250.00
10/8/2010	713	Nashville Public Library Foundation	1,500.00
10/8/2010	714	Nashville Jewish Film Festival	350.00
10/8/2010	715	Gordon Jewish Community Center	200.00
10/13/2010	716	Homework Hotline	200.00
10/13/2010	717	University of Kentucky	200.00
10/15/2010	718	Symphony Ball	250.00
10/20/2010	719	WJC Foundation	200.00
10/20/2010	720	Symphony Ball	250.00
10/25/2010	723	Tennessee State Museum Foundation	50.00
10/25/2010	724	Legal Aid Society	200.00
10/25/2010	725	Grand Street Settlement	249.00
10/25/2010	726	University School of Nashville	25.00
10/31/2010	734	The Temple Congregation Ohabai Sholom	16,125.00
1/31/2010	735	American Lung Association	50.00
11/3/2010	730	Arthritis Foundation	390 00
11/9/2010	736	Al Menah Shriners	20.00
11/9/2010	737	American Cancer Society	50.00
11/9/2010	738	Cheekwood	1,250.00
11/12/2010	732	St. Jude Children's Research Hospital	100.00
11/12/2010	733	Jewish Family Services	750 00
11/24/2010	740	Nashville Public Television	1,000.00
11/24/2010	741	Nashville's Zoo	1,000.00
11/24/2010	742	Oasis Center	500.00
11/24/2010	743	CASA, Inc.	200.00
11/24/2010	744	Gordon Jewish Community Center	25.00
11/24/2010	745	Alive Hospice	25.00
12/1/2010	746	Monroe Carell, Jr. Children's Hospital	50.00
12/6/2010	747	Shalom Bayit Domestic Abuse Program	100.00
12/10/2010	748	Congregation Sherith Israel	50.00
12/17/2010	749	World Jewish Congress	-
12/20/2010	749	Nashville OIC	500.00
12/20/2010	750	Friends of Warner Park	100.00
12/20/2010	751	Congregation Sherith Israel	100.00
12/29/2010	754	The Temple Congregation Ohabai Sholom	25.00
12/29/2010	755	The Temple Yahrzeit Fund	200.00
1/11/2011	756	YMCA Foundation	25.00
1/26/2011	757	The Temple Congregation Ohabai Sholom	25.00
1/26/2011	758	University School of Nashville	25.00
1/26/2011	759	Leadership Nashville	500.00
1/26/2011	760	The Temple Congregation Ohabai Sholom	125.00
2/7/2011	762	Frist Center for the Visual Arts	25.00
2/16/2011	763	Nashville OIC	500.00

2/25/2011	765	West End Synagogue	25.00
2/28/2011	766	Multiple Sclerosis	500.00
3/1/2011	767	Police Protective Fund	25 00
3/4/2011	776	Temple Arts Festival	500.00
3/4/2011	769	Temple Arts Festival	500.00
3/18/2011	770	Jewish Family Services	250.00
3/23/2011	774	Chabad of SW Broward County Florida	50.00
3/31/2011	778	Meharry Medical College	2,500.00
4/12/2011	779	Gordon Park	10,000.00
4/15/2011	775	National Council of Jewish Women	100.00
4/22/2011	781	Gatton College of Business and Economics	2,500.00
4/22/2011	782	Ensworth School	2,000.00
5/4/2011	783	Easter Seals	350.00
5/4/2011	784	Community Nashville	250.00
5/4/2011	785	The Conservancy	125.00
5/4/2011	786	American Diabetes Association	400.00
5/11/2011	787	The Temple - Confirmation Fund	75.00
5/13/2011	788	Youth Villages	500.00
5/13/2011	789	AJC	150.00
5/31/2011	795	Vanderbilt University	50,000.00
5/31/2011	796	Cotton States Region of BBYO	180.00
5/31/2011	797	Frist Center for the Visual Arts	10,000.00
6/8/2011	800	Tennessee State Museum Foundation	100.00
6/8/2011	801	The Temple Yahrzeit Fund	50.00
9/8/2011	802	Congregation Sherith Israel	100.00
6/22/2011	805	The Temple Congregation Ohabai Sholom	125.00
9/20/2010	703	Frist Center for the Visual Arts	1,200.00
10/1/2010	709	Gordon Jewish Community Center	1,500.00
10/20/2010	721	Monroe Carell, Jr. Children's Hospital	1,000.00
10/20/2010	722	STARS	350.00
10/25/2010	727	The Parthenon Conservancy	600.00
11/22/2010	739	Antique & Garden Show	1,000.00
12/20/2010	752	United Way of Metropolitan Nashville	10,000.00
12/20/2010	753	The Jewish Federation of Nashville	13,000 00
5/16/2011	790	Universtiy School of Nashville	5,000.00
5/31/2011	793	KIPP Academy Nashville	500.00
5/31/2011	794	Monroe Carell, Jr. Children's Hospital	2,000.00
5/31/2011	798	Frist Center for the Visual Arts	5,000.00
4/15/2011	774	St. John's School	1,000 00
			$ 263,224.00