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 | **2011**

For calendar year 2011 or tax year beginning , and ending

Name of foundation
ALVIN AND SALLY BEAMAN FOUNDATION
C/O LARRY T. THRAILKILL, TRUSTEE

A Employer identification number: 62-1743008

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 2408

B Telephone number: (615)376-3555

City or town, state, and ZIP code
BRENTWOOD, TN 37024-2408

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 16,911,351.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,000.	10,000.		STATEMENT 1
	4 Dividends and interest from securities	599,844.	599,844.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	811,970.			
	b Gross sales price for all assets on line 6a 5,436,256.				
	7 Capital gain net income (from Part IV, line 2)		811,970.		
	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	4,829.	4,829.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,426,643.	1,426,643.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,177.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,970.	4,970.		0.
	c Other professional fees STMT 5	78,633.	78,633.		0.
	17 Interest				
	18 Taxes STMT 6	23,092.	23,092.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	557.	546.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	115,429.	107,241.		0.
	25 Contributions, gifts, grants paid	1,006,500.			1,006,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,121,929.	107,241.		1,006,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	304,714.			
	b **Net investment income** (if negative, enter -0-)		1,319,402.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 2 2 2012

RECEIVED MAY 1 8 2012 OGDEN, UT E1-239 IRS-OSC

914 15

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	70,407.	15,762.	15,762.
	2 Savings and temporary cash investments	468,819.	156,798.	156,798.
	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 ▶ 200,000.			
	Less: allowance for doubtful accounts ▶ 0.	0.	200,000.	200,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	15,941,866.	16,419,025.	16,529,095.
	c Investments - corporate bonds STMT 9	15,475.	9,696.	9,696.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	16,496,567.	16,801,281.	16,911,351.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	16,496,567.	16,801,281.	
	30 Total net assets or fund balances	16,496,567.	16,801,281.	
	31 Total liabilities and net assets/fund balances	16,496,567.	16,801,281.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,496,567.
2	Enter amount from Part I, line 27a	2	304,714.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,801,281.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,801,281.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,436,256.		4,624,286.	811,970.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				811,970.

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** 811,970.

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))
2010	875,500.	17,619,160.	.049690
2009	728,100.	16,087,861.	.045258
2008	1,020,899.	18,390,368.	.055513
2007	1,014,014.	21,261,829.	.047692
2006	970,546.	19,588,554.	.049547

2	**Total** of line 1, column (d)	2	.247700
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	.049540
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,106,491.
5	Multiply line 4 by line 3	5	896,996.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,194.
7	Add lines 5 and 6	7	910,190.
8	Enter qualifying distributions from Part XII, line 4	8	1,006,500.

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

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 ▶ [X] and enter 1% of Part I, line 27b			1	13,194.
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	13,194.
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	13,194.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,135.		
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	14,135.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	3.
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	938.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 938. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
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 2011 or the taxable year beginning in 2011 (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

Form **990-PF** (2011)

123531
12-02-11

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ LARRY T. TRAILKILL Telephone no. ▶ 615-376-3555

Located at ▶ P.O. BOX 2408, BRENTWOOD, TN ZIP+4 ▶ 37024-2408

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

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

		Yes	No
16 At any time during calendar year 2011, 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 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			
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 instructions)?	1b		X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 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 2011.)* 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 2011?	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
LEE A. BEAMAN 1525 BROADWAY NASHVILLE, TN 37203	PRESIDENT/TRUSTEE 0.00	0.	0.	0.
KELLEY S. BEAMAN 1525 BROADWAY NASHVILLE, TN 37203	VICE-PRESIDENT/TRUSTEE 0.00	0.	0.	0.
LARRY T. THRAILKILL P.O. BOX 2408 BRENTWOOD, TN 37024-2408	SECRETARY/TRUSTEE 1.00	8,177.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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	17,785,004.
b	Average of monthly cash balances	1b	397,220.
c	Fair market value of all other assets	1c	200,000.
d	**Total** (add lines 1a, b, and c)	1d	18,382,224.
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	18,382,224.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	275,733.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,106,491.
6	**Minimum investment return.** Enter 5% of line 5	6	905,325.

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	905,325.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,194.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,194.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	892,131.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	892,131.
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	892,131.

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	1,006,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,006,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	13,194.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	993,306.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				892,131.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,055.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,006,500.				
a Applied to 2010, but not more than line 2a			4,055.	
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 2011 distributable amount				892,131.
e Remaining amount distributed out of corpus	110,314.			
5 Excess distributions carryover applied to 2011 (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	110,314.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	110,314.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 110,314.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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*				
SCHEDULE XV ATTACHED	NONE	PUBLIC CHARITY	TO FURTHER CHARITABLE PURPOSE	1,006,500.
Total			▶ 3a	1,006,500.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	10,000.	
4 Dividends and interest from securities			14	599,844.	
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			15	4,829.	
8 Gain or (loss) from sales of assets other than inventory			18	811,970.	
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.		1,426,643.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,426,643.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] 5/11/12 (Date) — Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JONATHAN W. COOKE	[signature]	5/10/12		P00079981
Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C.			Firm's EIN ▶ 62-1199757	
Firm's address ▶ P.O. BOX 1869 BRENTWOOD, TN 37024-1869			Phone no. (615)377-4600	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSE	4,970.	4,970.		0.
TO FORM 990-PF, PG 1, LN 16B	4,970.	4,970.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	78,633.	78,633.		0.
TO FORM 990-PF, PG 1, LN 16C	78,633.	78,633.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	8,103.	8,103.		0.
EXCISE TAX	14,989.	14,989.		0.
TO FORM 990-PF, PG 1, LN 18	23,092.	23,092.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROYALTY EXPENSE	546.	546.		0.
TO FORM 990-PF, PG 1, LN 23	557.	546.		0.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CRITERION-2443 - SCH D-1	P	VARIOUS	12/31/11
b	CRITERION-2443 - SCH D-1	P	VARIOUS	12/31/11
c	CRITERION-2443 - SCH D-1	P	VARIOUS	12/31/11
d	1960.784 SH NEW PERSPECTIVE FD	P	11/02/06	10/06/11
e	CRITERION-7708 - SCH D-2	P	VARIOUS	12/31/11
f	CRITERION-7708 - SCH D-2	P	VARIOUS	12/31/11
g	MFS INTERMEDIATE INC-RET OF CAPITAL	P	09/03/09	12/31/11
h	MFS INTERMEDIATE INC-RET OF CAPITAL	P	09/03/09	12/31/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	627,074.		595,521.	31,553.
b	439,873.		233,247.	206,626.
c	2,400,069.		1,909,045.	491,024.
d	49,993.		63,922.	-13,929.
e	479,000.		485,973.	-6,973.
f	1,358,291.		1,318,771.	39,520.
g			10,640.	-10,640.
h			7,167.	-7,167.
i	81,956.			81,956.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				31,553.
b				206,626.
c				491,024.
d				-13,929.
e				-6,973.
f				39,520.
g				-10,640.
h				-7,167.
i				81,956.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	811,970.
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

123591
05-01-11

Alvin & Sally Beaman Foundation
Charitable Contributions
2011

TIN: 62-1743008

Schedule XV

Recipient Name	Recipient Address	Recipient Status	Purpose of Grant	Recipient Relationship	Contributions
Adventure Amputee Camp, Inc	Nashville, TN	Public Charity	To further charitable purpose	None	2,000.00
Adventure Science Center	Nashville, TN	Public Charity	To further charitable purpose	None	5,000.00
Amazima Ministries	Nashville, TN	Public Charity	To further charitable purpose	None	1,000.00
American Red Cross	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
Baptist Hospital-NICU	Nashville, TN	Public Charity	To further charitable purpose	None	100,000.00
Belmont University	Nashville, TN	Public Charity	To further charitable purpose	None	75,000.00
Campus Crusade for Christ	Nashville, TN	Public Charity	To further charitable purpose	None	1,000.00
Christian Women's Job Corp	Nashville, TN	Public Charity	To further charitable purpose	None	3,000.00
Council for National Policy	Nashville, TN	Public Charity	To further charitable purpose	None	15,000.00
Donor's Trust (Economic Freedom Fund)	Nashville, TN	Public Charity	To further charitable purpose	None	30,000.00
Ensworth School	Nashville, TN	Public Charity	To further charitable purpose	None	100,000.00
Family Action Council	Nashville, TN	Public Charity	To further charitable purpose	None	5,000.00
FCA	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
Fellowship of Christian Athletes	Nashville, TN	Public Charity	To further charitable purpose	None	5,000.00
Fisk University	Nashville, TN	Public Charity	To further charitable purpose	None	50,000.00
Global Hope	Nashville, TN	Public Charity	To further charitable purpose	None	5,000.00
Habitat for Humanity	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
Interfaith Dental Clinic	Nashville, TN	Public Charity	To further charitable purpose	None	5,000 00
Jason Foundation	Nashville, TN	Public Charity	To further charitable purpose	None	2,000.00
Martha O'Bryan Center	Nashville, TN	Public Charity	To further charitable purpose	None	2,000.00
Mercy Health Services	Nashville, TN	Public Charity	To further charitable purpose	None	5,000.00
Middle TN Council of Boy Scouts	Nashville, TN	Public Charity	To further charitable purpose	None	37,500.00
Ministry Services Group	Nashville, TN	Public Charity	To further charitable purpose	None	50,000.00
Montgomery Bell Academy	Nashville, TN	Public Charity	To further charitable purpose	None	20,000.00
Montgomery Bell Academy	Nashville, TN	Public Charity	To further charitable purpose	None	60,000.00
Nashville Celtics	Nashville, TN	Public Charity	To further charitable purpose	None	2,000.00
Nashville Rescue Mission	Nashville, TN	Public Charity	To further charitable purpose	None	3,000.00
Nashville Symphony	Nashville, TN	Public Charity	To further charitable purpose	None	110,000.00
Nashville Zoo	Nashville, TN	Public Charity	To further charitable purpose	None	45,000.00
Oasis Center	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
Oasis Center (replaces prior yr ck)	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
Open Table, Inc	Nashville, TN	Public Charity	To further charitable purpose	None	5,000.00
Opportunity International, Inc	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
Otter Creek Church of Christ	Nashville, TN	Public Charity	To further charitable purpose	None	65,000.00
Otter Creek Church of Christ (replaces PY ck)	Nashville, TN	Public Charity	To further charitable purpose	None	35,000.00
Otter Creek School	Nashville, TN	Public Charity	To further charitable purpose	None	50,000 00
The Next Door	Nashville, TN	Public Charity	To further charitable purpose	None	10,000.00
TN Right to Life	Nashville, TN	Public Charity	To further charitable purpose	None	3,000.00
University of Alabama-Academic Counseling Fund	Tuscaloosa, AL	Public Charity	To further charitable purpose	None	35,000.00
YMCA of Middle TN	Nashville, TN	Public Charity	To further charitable purpose	None	2,000.00
Youth Encouragement Service	Nashville, TN	Public Charity	To further charitable purpose	None	3,000.00
					1,006,500.00

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

SOURCE	AMOUNT
N/R-OTTER CREEK CHURCH OF CHRIST	10,000.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CRITERION 2039-0921-DIVIDENDS	33,066.	0.	33,066.
CRITERION 2039-0921-INTEREST	6.	0.	6.
CRITERION 4867-2443-DIVIDENDS	200,329.	27,058.	173,271.
CRITERION 4867-2443-INTEREST	121.	0.	121.
CRITERION 4867-2443-NONDIVIDEND DIST.	939.	0.	939.
CRITERION 7544-7708-ACCRUED INTEREST PURCHASED	-7,840.	0.	-7,840.
CRITERION 7544-7708-DIVIDENDS	392,133.	54,898.	337,235.
CRITERION 7544-7708-INTEREST	43,676.	0.	43,676.
CRITERION 7544-7708-NONDIVIDEND DIST.	19,370.	0.	19,370.
TOTAL TO FM 990-PF, PART I, LN 4	681,800.	81,956.	599,844.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CRITERION 7544-7708-ROYALTY	4,829.	4,829.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,829.	4,829.	

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK, BONDS AND U.S. SECURITIES	16,419,025.	16,529,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,419,025.	16,529,095.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	9,696.	9,696.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,696.	9,696.

Schedule D-1

TIN: 62-1743008

Criterion

CAPITAL MANAGEMENT LLC

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203

2011 SUMMARY AMENDMENT

Amended Date: 3/23/12

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 4867-2443

Year-End Account Summary

This Information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

The Internal Revenue Service has made changes to Form 1099-B ("Proceeds From Broker and Barter Exchange Transactions") reporting requirements. To ensure consistency between our treatment of reportable and non-reportable accounts, significant modifications to our statements have been made starting with Tax Year 2011. We are providing cost basis information as supplemental information when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

SHORT TERM GAINS OR LOSSES (Box 8)

Proceeds from Broker and Barter Exchange Transactions for 2011 — SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
CISCO SYSTEMS INC									
CUSIP 17275R102		4,342.0000	15.81000	02/10/11	08/17/11	68,645.70	83,496.66	-14,850.96	SALE
		5,450.0000	15.08000	02/10/11	08/25/11	82,184.42	104,803.50	-22,619.08	SALE
X DIANA CONTAINERSHIPS INC									
CUSIP Y2069P101		0.5230	N/A	01/20/11	01/18/11	6.86	7.32	-0.46	CASH IN LIEU
		730.0000	8.80070	01/20/11	06/07/11	6,424.39	10,220.00	-3,795.61	SALE
HEALTHSPRING INC									
CUSIP 42224N101		2,200.0000	54.12000	08/04/11	10/27/11	119,061.71	78,146.43	40,915.28	SALE
		1,800.0000	54.15100	08/04/11	10/27/11	97,469.93	63,937.98	33,531.95	SALE
		700.0000	54.15000	08/04/11	10/27/11	37,904.27	24,864.77	13,039.50	SALE
		300.0000	54.12500	08/04/11	10/27/11	16,237.19	10,656.33	5,580.86	SALE
		390.0000	54.11010	08/04/11	11/03/11	21,102.53	13,853.22	7,249.31	SALE
SYMANTEC CORP									
CUSIP 871503108		5,000.0000	16.19010	03/25/11	12/02/11	80,948.95	91,106.01	-10,157.06	SALE
		6,280.0000	15.46010	03/25/11	12/16/11	97,087.57	114,429.13	-17,341.56	SALE
CHEVRON CORPORATION									
CUSIP 166764100	X	500.0000	91.61380	07/21/10	01/04/11	45,806.13	36,692.85	9,113.28	SALE
JDS UNIPHASE CORP									
CUSIP 46612J507	X	1,000.0000	25.94280	11/10/10	02/10/11	25,942.30	11,609.80	14,332.50	SALE
	X	4,500.0000	27.34150	11/10/10	02/11/11	123,034.39	52,244.10	70,790.29	SALE

2011 SUMMARY AMENDMENT

Amended Date: 3/23/12

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 4867-2443

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
	X	11,430.0000	21.44310	11/10/10	05/09/11	245,089.92	132,700.01	112,389.91	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						627,073.52	595,521.35	31,552.17	
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						439,872.74	233,246.76	206,625.98	

LONG TERM GAINS OR LOSSES (Box 8)
Proceeds from Broker and Barter Exchange Transactions for 2011 SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
AMGEN INC CUSIP 031162100	X	400.0000	57.13390	VARIOUS	01/04/11	22,853.17	26,488.25	-3,635.08	SALE
	X	1,892.0000	51.61130	VARIOUS	08/17/11	97,646.71	122,308.79	-24,662.08	SALE
APACHE CORP COMMON CUSIP 037411105	X	200.0000	120.40000	01/15/09	01/04/11	24,079.59	14,694.00	9,385.59	SALE
	X	100.0000	120.40760	01/15/09	01/04/11	12,040.56	7,347.00	4,693.56	SALE
	X	200.0000	125.05900	07/25/03	03/24/11	25,011.34	6,268.00	18,743.34	SALE
	X	500.0000	121.14920	VARIOUS	06/08/11	60,573.44	16,504.94	44,068.50	SALE
ARCH CAP GROUP LTD CUSIP G0450A105	X	9,300.0000	32.33580	VARIOUS	07/20/11	300,717.17	186,106.10	114,611.07	SALE
BEST BUY CO INC CUSIP 086516101	X	4,392.0000	29.98440	VARIOUS	03/24/11	131,688.95	190,074.20	-58,385.25	SALE
CHEVRON CORPORATION CUSIP 166764100	X	500.0000	96.75000	07/21/10	08/25/11	48,374.07	36,692.85	11,681.22	SALE
CORNING INC CUSIP 219350105	X	3,757.0000	15.14000	01/06/09	08/17/11	56,879.89	42,341.39	14,538.50	SALE
DELL INC CUSIP 24702R101	X	5,000.0000	14.00480	05/08/09	09/09/11	70,022.66	53,828.00	16,194.66	SALE

2011 SUMMARY AMENDMENT

Amended Date: 3/23/12

Criterion
CAPITAL MANAGEMENT LLC

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 4867-2443

Year-End Account Summary

This Information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
	X	4,000.0000	15.49000	04/03/09	10/06/11	61,958.81	39,184.00	22,774.81	SALE
	X	2,000.0000	15.77490	02/17/09	12/02/11	31,549.19	17,867.61	13,681.58	SALE
DIANA SHIPPING INC CUSIP Y2066G104	X	16,555.0000	11.00690	VARIOUS	06/06/11	182,215.73	227,074.25	-44,858.52	SALE
	X	5,895.0000	10.86110	VARIOUS	06/07/11	64,024.95	88,193.95	-24,169.00	SALE
EBAY INC CUSIP 278642103	X	1,000.0000	28.74300	01/16/09	01/04/11	28,742.51	13,016.80	15,725.71	SALE
	X	2,914.0000	32.09640	01/16/09	02/04/11	93,527.11	37,930.96	55,596.15	SALE
	X	3,470.0000	34.46640	01/16/09	02/10/11	119,596.11	45,168.30	74,427.81	SALE
FOREST LABS INC CUSIP 345838106	X	5,950.0000	35.27970	VARIOUS	08/04/11	209,910.19	134,388.64	75,521.55	SALE
L-3 COMMUNICATIONS HLDGS INC CUSIP 502424104	X	1,070.0000	86.66000	11/11/09	06/22/11	92,724.47	83,132.05	9,592.42	SALE
METLIFE INC CUSIP 59156R108	X	350.0000	45.71360	10/24/03	01/04/11	15,999.49	10,591.35	5,408.14	SALE
NUCOR CORP CUSIP 670346105	X	6,390.0000	46.46810	10/23/08	01/26/11	296,925.46	224,231.49	72,693.97	SALE
PFIZER INCORPORATED CUSIP 717081103	X	5,984.0000	18.49000	06/01/09	08/17/11	110,642.04	88,755.89	21,886.15	SALE
TEMPLETON EMERGING MARKETS INCOME FD INC CUSIP 880192109	X	1,700.0000	17.89000	05/22/09	06/09/11	30,412.42	18,747.60	11,664.82	SALE
	X	820.0000	17.89070	VARIOUS	06/09/11	14,670.09	9,155.77	5,514.32	SALE
	X	380.0000	17.92010	05/26/09	06/09/11	6,809.51	4,282.83	2,526.68	SALE
	X	100.0000	17.91010	05/26/09	06/09/11	1,790.98	1,127.06	663.92	SALE

2011 SUMMARY AMENDMENT

Amended Date: 3/23/12

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 4867-2443

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 8)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
	X	17.0000	17.93000	05/26/09	06/09/11	304.80	191.61	113.19	SALE
	X	100.0000	17.61000	05/26/09	06/10/11	1,760.97	1,127.06	633.91	SALE
	X	100.0000	17.68000	05/26/09	06/13/11	1,767.97	1,127.06	640.91	SALE
	X	600.0000	17.42000	05/26/09	06/14/11	10,451.80	6,762.36	3,689.44	SALE
	X	400.0000	17.42100	05/26/09	06/14/11	6,968.27	4,508.24	2,460.03	SALE
	X	1,300.0000	17.64000	05/26/09	06/20/11	22,931.56	14,651.78	8,279.78	SALE
	X	2,000.0000	17.68000	05/26/09	06/21/11	35,359.32	22,541.19	12,818.13	SALE
	X	153.0000	17.81450	05/26/09	06/24/11	2,725.57	1,724.40	1,001.17	SALE
TRANSOCEAN LTD ORDINARY SHARES CUSIP H8817H100	X	1,000.0000	63.94380	12/07/09	06/08/11	63,942.57	83,573.70	-19,631.13	SALE
WORLD FUEL SERVICE CORP CUSIP 981475106	X	900.0000	42.47000	10/11/10	12/02/11	38,222.27	24,602.32	13,619.95	SALE
	X	100.0000	42.47100	10/11/10	12/02/11	4,247.02	2,733.59	1,513.43	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						2,400,068.73	1,909,045.38	491,023.35	

* Box 2: Sales price less commissions and option premiums

Schedule D-2

TIN: 62-1743008

2011 SUMMARY AMENDMENT

Amended Date: 2/17/12

Criterion
CAPITAL MANAGEMENT LLC

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203-3121

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 7544-7708

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

The Internal Revenue Service has made changes to Form 1099-B ("Proceeds From Broker and Barter Exchange Transactions") reporting requirements. To ensure consistency between our treatment of reportable and non-reportable accounts, significant modifications to our statements have been made starting with Tax Year 2011. We are providing cost basis information as supplemental information when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

SHORT TERM GAINS OR LOSSES (Box 8)

Proceeds from Broker and Barter Exchange Transactions for 2011 SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
BELLSOUTH CORP NOTES CPN 6.000% DUE 10/15/11 DTD 10/25/01 FC 04/15/02 CUSIP 079860AB8	X	150,000.0000	N/A	04/19/11	10/17/11	150,000.00	153,902.65	-3,902.65	REDEMPTION
CATERPILLAR FIN SERV CRP MEDIUM TERM NOTES CPN 5 125% DUE 10/12/11 DTD 10/12/06 FC 04/12/07 CUSIP 14912L3G4	X	50,000.0000	N/A	04/20/11	10/12/11	50,000.00	51,070.50	-1,070.50	REDEMPTION
FORD MOTOR CO NOTES CPN 9.500% DUE 09/15/11 DTD 09/15/91 FC 03/15/92 CUSIP 345370AZ3	X	150,000.0000	N/A	04/12/11	09/15/11	150,000.00	154,950.00	-4,950.00	REDEMPTION
LOOMIS SAYLES STRATEGIC INCOME FUND CL-Y CUSIP 543487250	X	4,584.1520	15.27000	04/30/10	04/08/11	70,000.00	66,378.52	3,621.48	SALE

11413051 000965 051194414413 YNNNN NNNNN NNNNNN 000004

2011 SUMMARY AMENDMENT

Amended Date: 2/17/12

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203-3121

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 7544-7708

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 8)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
MARSHALL & ILSLEY NOTES CPN 6.375% DUE 09/01/11 DTD 08/24/01 FC 03/01/02 CUSIP 55259PAB2	X	59,000.0000	N/A	06/09/11	09/01/11	59,000.00	59,670.83	-670.83	REDEMPTION
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						479,000.00	485,972.50	-6,972.50	

LONG TERM GAINS OR LOSSES (Box 8)

Proceeds from Broker and Barter Exchange Transactions for 2011 SUPPLEMENTAL INFORMATION

Description (Box 8)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
ISHARES BARCLAYS ET 1-3 YR TREASURY BOND FUND CUSIP 464287457	X	2,500.0000	83.81230	VARIOUS	04/12/11	209,526.73	200,824.44	8,702.29	SALE
ISHARES BARCLAYS TIPS BOND FUND CUSIP 464287176	X	2,000.0000	108.98010	11/07/06	04/08/11	217,956.02	200,497.20	17,458.82	SALE
	X	1,000.0000	109.25010	11/07/06	04/12/11	109,248.00	100,248.60	8,999.40	SALE
ISHARES IBOXX INV ET GRADE CORP BOND FUND CUSIP 464287242	X	1,400.0000	108.91010	11/08/06	01/04/11	152,471.56	149,819.88	2,651.68	SALE
	X	800.0000	108.50010	11/08/06	04/12/11	86,798.41	85,611.35	1,187.06	SALE
MFS INTERMEDIATE INCOME TRUST SHARES OF BENEFICIAL INTEREST CUSIP 55273C107	X	4,600.0000	6.11000	09/02/09	04/08/11	28,105.46	29,440.54	-1,335.08	SALE
	X	400.0000	6.11250	09/02/09	04/08/11	2,444.95	2,560.07	-115.12	SALE

2011 SUMMARY AMENDMENT

Amended Date: 2/17/12

Criterion
CAPITAL MANAGEMENT LLC

THE ALVIN & SALLY BEAMAN
FOUNDATION
1525 BROADWAY
NASHVILLE TN 37203-3121

Your Financial Advisor :
CRITERION CAPITAL MANAGEMENT
4515 HARDING PIKE
SUITE 300
NASHVILLE TN 37205
(615) 292-6889

Account Number: 7544-7708

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
	X	10,000.0000	6.06000	09/03/09	04/12/11	60,598.84	63,901.35	-3,302.51	SALE
	X	5,200.0000	6.26000	09/03/09	10/27/11	32,551.38	32,301.14	250.24	SALE
	X	3,450.0000	6.30000	09/03/09	10/27/11	21,734.58	21,463.76	270.82	SALE
	X	10,000.0000	6.26000	VARIOUS	10/28/11	62,598.80	62,169.94	428.86	SALE
	X	9,100.0000	6.26000	09/14/09	10/28/11	56,964.91	56,523.42	441.49	SALE
	X	800.0000	6.26100	09/14/09	10/28/11	5,008.70	4,969.15	39.55	SALE
	X	100.0000	6.26010	09/14/09	10/28/11	626.00	621.19	4.81	SALE
	X	1,350.0000	6.25000	09/14/09	11/03/11	8,437.34	8,384.83	52.51	SALE
PIMCO INVT GRADE CORP CLASS I CUSIP 722005816	X	14,272.1220	10.51000	08/27/09	01/04/11	150,000.00	155,566.13	-5,566.13	SALE
	X	4,708.0980	10.62000	08/27/09	04/12/11	50,000.00	51,318.27	-1,318.27	SALE
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700	X	5,215.0050	10.93000	03/26/09	04/12/11	57,000.00	52,671.56	4,328.44	SALE
PUBLIC STORAGE 6.125% REIT CUM PERP CALLABLE 3/31/09 CUSIP 74460D497	X	1,000.0000	25.50010	VARIOUS	10/07/11	25,499.61	22,125.80	3,373.81	SALE
	X	800.0000	25.90000	01/07/10	10/25/11	20,719.60	17,752.00	2,967.60	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						1,358,290.89	1,318,770.62	39,520.27	

* Box 2: Sales price less commissions and option premiums

IT413051 000965 051194414413 YNNNN NNNNN NNNNNN 000005