Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: AFTER GOD'S HEART, INC.

A Employer identification number: 62-1804034

Number and street (or P O box number if mail is not delivered to street address): 1801 HICKORY GLEN ROAD.

Room/suite

B Telephone number: 865-300-3555

City or town, state or province, country, and ZIP or foreign postal code: KNOXVILLE, TN 37932-1949

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)* ▶$ 2,285,121.

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))

	Line	Description	(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				
	4	Dividends and interest from securities	23,775.	23,775.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	127,527.			
	b	Gross sales price for all assets on line 6a 188,369.				
	7	Capital gain net income (from Part IV, line 2)		127,527.		
	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	151,302.	151,302.		
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 2	2,250.	0.		0.
	c	Other professional fees				
	17	Interest	1,088.	1,088.		0.
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 3	16,651.	16,651.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,989.	17,739.		0.
	25	Contributions, gifts, grants paid	123,000.			123,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	142,989.	17,739.		123,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	8,313.			
	b	**Net investment income** (if negative, enter -0-)		133,563.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	17,506.	30,364.	30,364.
	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 4	963,474.	957,173.	2,254,757.
	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 - see the instructions. Also, see page 1, item I)	980,980.	987,537.	2,285,121.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	980,980.	987,537.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	980,980.	987,537.	
	31 **Total liabilities and net assets/fund balances**	980,980.	987,537.	

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	980,980.
2	Enter amount from Part I, line 27a	2	8,313.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	989,293.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO COST BASIS	5	1,756.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	987,537.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICALLY TRADED SECURITIES			
b	PUBLICALLY TRADED SECURITIES			
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	31,126.		8,719.	22,407.
b	157,243.		52,123.	105,120.
c				
d				
e				

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				22,407.
b				105,120.
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	127,527.
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 the 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))
2012	99,345.	1,650,678.	.060184
2011	85,081.	1,630,034.	.052196
2010	73,000.	1,414,702.	.051601
2009	56,200.	1,107,048.	.050766
2008	80,306.	1,531,952.	.052421

2 **Total** of line 1, column (d)	2	.267168
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	.053434
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,996,880.
5 Multiply line 4 by line 3	5	106,701.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,336.
7 Add lines 5 and 6	7	108,037.
8 Enter qualifying distributions from Part XII, line 4	8	123,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
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	1,336.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,336.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,336.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,314.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,200.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,514.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,178.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 3,178. **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 the 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	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 ▶ JAN KUBAN Telephone no. ▶ (865) 670-7685

Located at ▶ 1801 HICKORY GLEN ROAD, KNOXVILLE, TN ZIP+4 ▶ 37932

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

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

		Line	Yes	No
16	At any time during calendar year 2013, 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.

			Line	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)?	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*	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 2013?		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 5		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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	2,001,396.
b	Average of monthly cash balances		1b	25,893.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,027,289.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,027,289.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	30,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,996,880.
6	**Minimum investment return.** Enter 5% of line 5		6	99,844.

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	99,844.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,336.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	98,508.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	98,508.
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	98,508.

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	123,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	123,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,336.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	121,664.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				98,508.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 4,596.				
b From 2009 1,107.				
c From 2010 3,173.				
d From 2011 5,417.				
e From 2012 18,121.				
f **Total** of lines 3a through e	32,414.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 123,000.				
a Applied to 2012, 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 2013 distributable amount				98,508.
e Remaining amount distributed out of corpus	24,492.			
5 Excess distributions carryover applied to 2013 (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	56,906.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	4,596.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	52,310.			
10 Analysis of line 9:				
a Excess from 2009 1,107.				
b Excess from 2010 3,173.				
c Excess from 2011 5,417.				
d Excess from 2012 18,121.				
e Excess from 2013 24,492.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

SEE STATEMENT 6

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 or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 7

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				
AMOR MINISTRIES 1664 PRECISION PARK LANE SAN DIEGO, CA 92173	NONE	PUBLIC CHARITY	HOUSE BUILDING MISSION TRIPS	40,000.
CARRIE'S HEART 14354 MEMORIAL DRIVE HOUSTON, TX 77079	NONE	PUBLIC CHARITY	PHYSICAL THERAPY PROGRAM	30,000.
SHOW HOPE P.O. BOX 647 FRANKLIN, TN 37065	NONE	PUBLIC CHARITY	SUPPORT MINISTRY TOUR LED BY STEVEN CURTIS CHAPMAN	20,000.
MAKE A WISH OF EAST TENNESSEE 510 SOUTH WILLOW STREET CHATTANOOGA, TN 37404	NONE	PUBLIC CHARITY	GRANTING WISHES OF KIDS WITH LIFE-THREATENING MEDICAL CONDITIONS.	20,000.
SECOND STEP FAMLIY CRISIS CENTER 258 HIGHLAND EXT RIPLEY, TN 38063	NONE	PUBLIC CHARITY	ASSIST HOMELEESS WITH HOMES	13,000.
Total			▶ 3a	123,000.
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					
4 Dividends and interest from securities			14	23,775.	
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			14	127,527.	
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.		151,302.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 151,302.

(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

Jon Kulan | 7-15-14 | PRESIDENT

Signature of officer or trustee | Date | Title

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
KELLY TUCKER	Kelly Tucker CPA	6-25-14		P01015909

Firm's name ▶ PUGH & COMPANY, P.C. Firm's EIN ▶ 62-1142155

Firm's address ▶ 315 N. CEDAR BLUFF RD.; SUITE 200 KNOXVILLE, TN 37923 Phone no. (865)769-0660

Form **990-PF** (2013)

323622
10-10-13

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number

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

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

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

- The books are in the care of ▶ JAN KUBAN 1801 HICKORY GLEN ROAD - KNOXVILLE, TN 37932
  Telephone No ▶ (865) 670-7685 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______________, and ending ______________

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 4,514.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,314.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 3,200.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

AFTER GOD'S HEART
EIN: 62-1804034
ATTACHMENT TO 2013 FORM 990-PF, PAGE 2 LINE 10B

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley) and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALCOA INC (AA)	1/23/02	307.000	$35.078	$10,768.98	$3,263.41	$(7,505.57) LT		
	1/24/02	268.000	35.380	9,481.97	2,848.84	(6,633.13) LT		
	Total	575.000		20,250.95	6,112.25	(14,138.70) LT	69.00	1.12
Share Price $10 630, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 02/2014								
AMERICAN EXPRESS CO (AXP)	5/2/00	450.000	43.473	19,562.96	40,828.50	21,265.54 LT	414.00	1 01
Share Price $90 730, Rating Morgan Stanley 2, S&P· 1, Next Dividend Payable 02/2014								
BIOGEN IDEC INC (BIIB)	5/18/00	200.000	24.333	4,866.67	55,914.40	51,047.73 LT	—	—
Share Price $279 572, Rating S&P 2								
LOWES COMPANIES INC (LOW)	5/2/00	500.000	12.906	6,453.13	24,775.00	18,321.87 LT	360.00	1.45
Share Price $49 550, Rating S&P 3, Next Dividend Payable 02/2014								
PEPSICO INC NC (PEP)	1/9/02	440.000	47.826	21,043.31	36,493.60	15,450.29 LT	998.80	2.73
Share Price· $82 940, Rating Morgan Stanley 1, S&P· 1; Next Dividend Payable 01/02/14								
STRYKER CORP (SYK)	5/2/00	450.000	17.922	8,064.85	33,813.00	25,748.15 LT	549.00	1.62
Share Price· $75 140, Rating: Morgan Stanley. 1, S&P 1, Next Dividend Payable 01/31/14								
UNITED PARCEL SERVICE INC CL-B (UPS)	1/7/02	375.000	56.983	21,368.51	39,405.00	18,036.49 LT	930.00	2.36
Share Price $105 080; Rating Morgan Stanley. 2, S&P 1, Next Dividend Payable 03/2014								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
STOCKS	66.7%	$101,610.38	$237,341.75	$135,731.37 LT	$3,320.80	1.40%
					$0.00	

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CLEARBRIDGE ENERGY MLP OPP FD (EMO)	6/9/11	1,000.000	$18.335	$18,335.01	$23,180.00	$4,844.99 LT R		
	Purchases	1,000.000		18,335.01	23,180.00	4,844.99 LT		
Long Term Reinvestments		89.951		1,664.99	2,085.06	420.07 LT		

AFTER GOD'S HEART
EIN: 62-1804034
ATTACHMENT TO 2013 FORM 990-PF, PAGE 2 LINE 10B

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Short Term Reinvestments		67.210		1,521.95	1,557.93	35.98 ST		
	Total	1,157.161		21,521.95	**26,822.99**	5,265.06 LT 35.98 ST	1,596.88	5.95

Share Price $23 180, Next Dividend Payable 02/2014

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**7.5%**	**$21,521.95**	**$26,822.99**	**$5,265.06 LT** **35.98 ST**	**$1,596.88** **$0.00**	**5.95%**

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CLEARBRIDGE EQUITY INCOME C (SBPLX)	7/1/03	1,028.192	$13.700	$14,086.24	$18,528.02	$4,441.78 LT		
	Purchases	1,028.192		14,086.24	**18,528.02**	4,441.78 LT		
Long Term Reinvestments		2,380.504		35,259.23	42,896.68	7,637.45 LT		
Short Term Reinvestments		30.691		505.09	553.05	47.96 ST		
	Total	3,439.387		49,850.56	**61,977.75**	12,079.23 LT 47.96 ST	509.00	0.82
Total Purchases vs Market Value				14,086.24	61,977.75			
Net Value Increase/(Decrease)					47,891.51			

Share Price $18 020, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	**17.4%**	**$49,850.56**	**$61,977.75**	**$12,079.23 LT** **$47.96 ST**	**$509.00** **$0.00**	**0.82%**

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures

AFTER GOD'S HEART
EIN: 62-1804034
ATTACHMENT TO 2013 FORM 990-PF, PAGE 2 LINE 10B

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$172,982.89	$355,643.62	$153,075.66 LT	$5,427.37	1.53%
				$83.94 ST	$0.00	
TOTAL VALUE (includes accrued interest)			$355,643.62			

R - The cost basis for this tax lot was adjusted due to a reclassification of income.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMC NETWORKS INC CL A (AMCX)	4/25/02	239.705	$14.639	$3,509.10	$13,759.07	$10,249.97 LT		
	4/30/02	23.720	12.022	285.17	1,361.53	1,076.36 LT		
	5/21/02	28.714	10.006	287.30	1,648.18	1,360.88 LT		
	8/16/02	114.861	0.000	0.00	6,593.02	6,593.02 LT 1		
	Total	407.000		4,081.57	23,361.80	19,280.23 LT	—	—
Share Price. $57.400								
ANADARKO PETE (APC)	6/27/06	982.000	43.452	42,670.25	78,147.56	35,477.31 LT		
	12/21/06	110.000	42.644	4,690.85	8,753.80	4,062.95 LT		
	1/4/07	20.000	41.080	821.60	1,591.60	770 00 LT		
	10/24/08	68 000	29.093	1,978.35	5,411.44	3,433.09 LT		
	Total	1,180.000		50,161.05	93,904.40	43,743.35 LT	424.80	0.45
Share Price: $79.580, Next Dividend Payable 03/2013								
AUTODESK INC DELAWARE (ADSK)	8/28/12	1,305.000	31.468	41,066.00	47,919.60	6,853.60 ST	—	—
Share Price: $36.720								
BIOGEN IDEC INC (BIIB)	4/25/02	135.000	56.960	7,689.59	22,455.90	14,766.31 LT		
	4/30/02	5.000	54.500	272.50	831.70	559.20 LT		
	5/3/02	90.000	49.974	4,497.69	14,970 60	10,472.91 LT		
	5/10/02	10.000	46.455	464.55	1,663.40	1,198.85 LT		
	5/14/02	15.000	44.511	667.66	2,495 10	1,827.44 LT		
	5/21/02	10.000	44.255	442.55	1,663.40	1,220.85 LT		
	6/13/02	105.000	33.180	3,483.91	17,465.70	13,981.79 LT		
	3/7/03	140.000	28.824	4,035.36	23,287.60	19,252.24 LT		
	8/27/03	190.000	33.291	6,325.33	31,604.60	25,279.27 LT		
	12/4/03	10.000	37.690	376.90	1,663.40	1,286.50 LT		
	12/18/03	10.000	37.045	370.45	1,663.40	1,292.95 LT		
	Total	720.000		28,626.49	119,764.80	91,138.31 LT	—	—
Share Price. $166.340								
BROADCOM CORP CL A (BRCM)	7/14/06	790.000	27.558	21,770.90	26,931.10	5,160.20 LT C		
	3/9/11	150 000	40 319	6,047.87	5,113.50	(934.37) LT C		
	Total	940.000		27,818.77	32,044.60	4,225.83 LT	413.60	1.29
Share Price· $34 090, Next Dividend Payable 03/04/13								
CABLEVISION SYSTEMS CORP (CVC)	4/25/02	960.000	9.673	9,285.71	13,430.40	4,144.69 LT		
	4/30/02	95.000	7.943	754.60	1,329.05	574.45 LT		
	5/21/02	115.000	6.611	760.26	1,608.85	848.59 LT		
	8/16/02	460 000	0 000	0.00	6,435 40	6,435.40 LT 1		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,630.000		10,800.57	22,803.70	12,003.13 LT	978.00	4.28
Share Price: $13.990								
CITRIX SYSTEMS INC (CTXS)	10/15/10	150.000	59.036	8,855.42	10,635.00	1,779.58 LT		
	10/22/10	110.000	59.757	6,573.31	7,799.00	1,225.69 LT		
	11/4/10	70.000	65.371	4,575.94	4,963.00	387.06 LT		
	Total	330.000		20,004.67	23,397.00	3,392.33 LT	—	—
Share Price: $70.900								
COMCAST CORP CL A SPECIAL NEW (CMCSK)	4/25/02	1,442.142	18.400	26,535.43	55,161.93	28,626.50 LT		
	8/2/02	224.956	12.748	2,867.74	8,604.56	5,736.82 LT		
	8/29/03	59.988	18.713	1,122.58	2,294.54	1,171.96 LT		
	11/26/03	74.985	20 033	1,502.19	2,868.17	1,365.98 LT		
	2/4/04	14.997	21.988	329.76	573.63	243.87 LT		
	2/12/04	314.938	19.441	6,122.58	12,046 37	5,923.79 LT		
	3/15/04	14.997	18.884	283.20	573.63	290.43 LT		
	3/19/04	14.997	18.582	278.68	573.63	294.95 LT		
	3/31/04	14.997	18.639	279.53	573.63	294.10 LT		
	3/14/08	10 000	18 613	186.13	382.50	196.37 LT		
	6/23/08	820.003	19.289	15,817.31	31,365.11	15,547.80 LT		
	Total	3,007.000		55,325.13	115,017.75	59,692.57 LT	2,345.46	2.03
Share Price. $38.250; Next Dividend Payable 04/2013								
COVIDIEN PLC NEW (COV)	5/2/00	91 837	60.881	5,591.14	5,838.08	246.94 LT		
	5/3/02	498.162	27.670	13,784.07	31,668.16	17,884.09 LT		
	5/3/02	81 342	27.670	2,250.76	5,170.91	2,920.15 LT		
	5/7/02	61.197	24.586	1,504.58	3,890.29	2,385.71 LT		
	5/10/02	47.462	23.130	1,097.78	3,017.16	1,919.38 LT		
	Total	780.000		24,228 33	49,584.60	25,356 27 LT	811.20	1.63
Share Price· $63.570, Next Dividend Payable 03/2013								
CREE RESEARCH INC (CREE)	7/10/02	582.000	11.577	6,737.87	26,323.86	19,585.99 LT		
	12/11/03	100.000	17 565	1,756.50	4,523.00	2,766.50 LT		
	6/1/06	40.000	23.930	957.20	1,809.20	852.00 LT		
	3/23/11	30.000	45.243	1,357.29	1,356.90	(0.39) LT		
	Total	752.000		10,808.86	34,012.96	23,204.10 LT	—	—
Share Price. $45.230								
DIRECTV COM (DTV)	4/25/02	559.000	12.870	7,194.29	26,927.03	19,732.74 LT		
	4/30/02	22.000	12.748	280.45	1,059.74	779.29 LT		
	8/2/02	63.000	8.617	542.89	3,034.71	2,491.82 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	10/16/03	131.000	12.000	1,572 05	6,310.27	4,738.22 LT		
	3/23/04	43.000	12.557	539.94	2,071.31	1,531.37 LT		
	3/31/04	11.000	13.703	150.73	529.87	379.14 LT		
	3/31/08	15.000	12.965	194.48	722.55	528 07 LT		
	Total	844.000		10,474.83	40,655.48	30,180.65 LT	—	—
Share Price: $48.170								
DOLBY CLA A COM STK (DLB)	10/16/08	16.000	28.468	455.49	510.08	54.59 LT		
	10/22/08	500.000	30.109	15,054.60	15,940.00	885.40 LT		
	4/6/11	4.000	49.008	196.03	127.52	(68.51) LT		
	12/7/11	12.000	32.285	387.42	382.56	(4.86) LT		
	Total	532.000		16,093.54	16,960.16	866.62 LT	—	—
Share Price: $31.880								
FLUOR CORP NEW (FLR)	11/19/08	10.000	33.239	332.39	619.00	286.61 LT		
	11/20/08	30.000	30.469	914.08	1,857.00	942.92 LT		
	12/19/08	100.000	44.971	4,497.07	6,190.00	1,692.93 LT		
	3/14/11	248.000	68.114	16,892.30	15,351.20	(1,541.10) LT		
	3/15/11	150.000	68.033	10,205.00	9,285.00	(920.00) LT		
	Total	538.000		32,840.84	33,302.20	461.36 LT	344.32	1 03
Share Price. $61 900, Next Dividend Payable 04/02/13								
FOREST LABORATORIES INC (FRX)	4/25/02	770.000	39.725	30,588.25	28,336.00	(2,252.25) LT		
	11/4/03	10.000	49 769	497.69	368.00	(129.69) LT		
	4/4/11	448.000	32.861	14,721.64	16,486.40	1,764.76 LT		
	4/5/11	451.000	32 968	14,868.66	16,596.80	1,728.14 LT		
	4/6/11	230.000	32.995	7,588.92	8,464.00	875.08 LT		
	4/7/11	5.000	32.992	164.96	184.00	19.04 LT		
	Total	1,914.000		68,430.12	70,435.20	2,005.08 LT	—	—
Share Price: $36.800								
FREEPORT MCMORAN CP&GLD (FCX)	2/11/09	760.000	14.108	10,722.15	24,259.20	13,537.05 LT	950.00	3.91
Share Price: $31.920; Next Dividend Payable 05/2013								
IMMUNOGEN INC (IMGN)	10/15/10	1.000	7.740	7.74	15.17	7.43 LT		
	11/4/10	29.000	7.924	229.80	439.93	210.13 LT		
	11/8/10	33.000	7.922	261.42	500.61	239.19 LT		
	11/9/10	50.000	7 899	394.93	758.50	363.57 LT		
	11/16/10	40.000	7 766	310.62	606.80	296.18 LT		
	Total	153.000		1,204.51	2,321.01	1,116.50 LT	—	—
Share Price $15 170								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
L-3 COMMUNICATIONS HOLDING INC (LLL)	4/25/02	80.000	57.516	4,601.28	6,101.60	1,500.32 LT		
	8/14/02	220.000	43.711	9,616.32	16,779.40	7,163.08 LT		
	8/27/03	170 000	48.036	8,166.11	12,965 90	4,799.79 LT		
	11/25/03	120.000	45.220	5,426.40	9,152.40	3,726.00 LT		
	12/10/03	160.000	45.751	7,320.12	12,203.20	4,883.08 LT		
	Total	750.000		35,130.23	57,202.50	22,072.27 LT	1,650.00	2.88
Share Price: $76.270; Next Dividend Payable 03/15/13								
LIBERTY INTERACTIVE CO INTER A (LINTA)	4/25/02	666.250	15.697	10,458.31	13,917.96	3,459.65 LT		
	4/30/02	28.750	14 899	428.36	600.59	172.23 LT		
	8/2/02	80.000	10.365	829.19	1,671.20	842.01 LT		
	10/16/03	165.000	14.552	2,401.05	3,446.85	1,045.80 LT		
	3/23/04	55.000	14.994	824.69	1,148.95	324.26 LT		
	3/31/04	15.000	15.347	230.21	313.35	83.14 LT		
	3/17/08	15.000	14.021	210.32	313.35	103.03 LT		
	3/19/08	40.000	14.390	575.61	835.60	259.99 LT		
	6/2/08	504.000	14.802	7,460.02	10,528 56	3,068.54 LT		
	6/3/08	240.000	14.844	3,562.66	5,013.60	1,450.94 LT		
	Total	1,809.000		26,980.42	37,790.01	10,809.59 LT	—	—
Share Price: $20.890								
LIBERTY MEDIA CORP SER A (LMCA)	6/24/08	704.000	13.453	9,470.95	76,032.00	66,561.05 LT		
	6/27/08	40.000	13.064	522.56	4,320.00	3,797.44 LT		
	Total	744.000		9,993.51	80,352.00	70,358.49 LT	—	—
Share Price: $108.000								
NATIONAL OILWELL VARCO INC (NOV)	4/25/02	386.000	33.079	12,768.47	26,298.18	13,529.71 LT		
	10/24/08	120 000	24.056	2,886.76	8,175.60	5,288.84 LT		
	10/27/08	30.000	25.449	763.47	2,043.90	1,280.43 LT		
	Total	536.000		16,418.70	36,517.68	20,098.98 LT	278.72	0.76
Share Price: $68.130, Next Dividend Payable 03/2013								
NUCOR CORPORATION (NUE)	2/17/09	45.000	40 802	1,836 08	2,027.25	191.17 LT		
	2/20/09	20.000	38 949	778.98	901.00	122.02 LT		
	2/24/09	210.000	37.101	7,791.29	9,460.50	1,669.21 LT		
	2/4/11	20.000	47.836	956.71	901.00	(55 71) LT		
	Total	295.000		11,363.06	13,289.75	1,926.69 LT	433 65	3.26
Share Price. $45.050; Next Dividend Payable 05/2013								
PALL CORPORATION (PLL)	5/19/08	665.000	38.698	25,734 24	45,339.70	19,605.46 LT	665.00	1.46
Share Price. $68.180, Next Dividend Payable 05/2013								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PENTAIR LTD (PNR)	5/2/00	36.000	55.371	1,993.34	1,917.72	(75.62) LT		
	5/3/02	19.000	25.885	491.82	1,012.13	520.31 LT		
	5/3/02	119.000	25.085	2,985.09	6,339.13	3,354.04 LT		
	5/7/02	15.000	21.919	328.78	799.05	470.27 LT		
	5/10/02	11.000	21.807	239.88	585.97	346.09 LT		
	Total	200.000		6,038.91	10,654.00	4,615.09 LT	184.00	1 72
Share Price: $53.270, Next Dividend Payable 05/2013								
SANDISK CORP (SNDK)	4/25/02	1,043.000	8.525	8,891.31	52,577.63	43,686.32 LT		
	5/3/02	260.000	7.520	1,955.20	13,106.60	11,151.40 LT		
	3/14/08	10.000	22.065	220.65	504.10	283.45 LT		
	7/9/08	27.000	17.461	471.45	1,361.07	889.62 LT		
	Total	1,340.000		11,538.61	67,549.40	56,010.79 LT	—	—
Share Price: $50.410								
SEAGATE TECHNOLOGY PLC (STX)	4/25/02	725.000	17.525	12,705.72	23,316.00	10,610.28 LT		
	6/12/06	270 000	22.319	6,026.24	8,683.20	2,656.96 LT		
	10/12/12	865.000	27.715	23,973.39	27,818.40	3,845.01 ST		
	Total	1,860.000		42,705.35	59,817.60	13,267.24 LT 3,845.01 ST	2,827.20	4.72
Share Price: $32.160; Next Dividend Payable 03/2013								
STARZ LIBRTY CAPITAL SER A (STRZA)	6/24/08	704.000	1.547	1,089 05	13,066.24	11,977.19 LT		
	6/27/08	40.000	1.502	60.09	742.40	682.31 LT		
	Total	744.000		1,149.14	13,808.64	12,659.50 LT	—	—
Share Price: $18.560								
TE CONNECTIVITY LTD NEW (TEL)	5/2/00	149.837	56.049	8,398.19	6,012.96	(2,385.23) LT		
	5/3/02	81.342	25.474	2,072.12	3,264.25	1,192.13 LT		
	5/3/02	498.162	25 474	12,690.02	19,991.24	7,301.22 LT		
	5/7/02	61.197	22.635	1,385.17	2,455.84	1,070.67 LT		
	5/10/02	47.462	21.294	1,010.66	1,904.65	893.99 LT		
	Total	838.000		25,556.16	33,628.94	8,072.78 LT	703.92	2.09
Share Price: $40 130; Next Dividend Payable 03/15/13								
THE ADT CORPORATION COM (ADT)	5/2/00	75.000	48.596	3,644.70	3,591.75	(52.95) LT		
	5/3/02	248.000	22.207	5,507.29	11,876.72	6,369.43 LT		
	5/3/02	1.000	21.930	21.93	47.89	25.96 LT		
	5/3/02	40.000	21.934	877.34	1,915.60	1,038.26 LT		
	5/7/02	31.000	19.392	601.14	1,484.59	883.45 LT		
	5/10/02	24 000	18.275	438.61	1,149.36	710.75 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	419.000		11,091.01	20,065.91	8,974.90 LT	209.50	1.04
Share Price $47.890; Next Dividend Payable 05/2013								
TYCO INTERNATIONAL LTD NEW (TYC)	5/2/00	149.837	37.193	5,572.96	4,796.28	(776.68) LT		
	5/3/02	81.342	16.904	1,375.04	2,603.75	1,228.71 LT		
	5/3/02	498.162	16.904	8,420.98	15,946.16	7,525.18 LT		
	5/7/02	61.197	15.020	919.18	1,958 91	1,039.73 LT		
	5/10/02	47.462	14.131	670.67	1,519.25	848.58 LT		
	Total	838.000		16,958.83	26,824.38	9,865.52 LT	502.80	1.87
Share Price. $32.010; Next Dividend Payable 05/2013								
UNITEDHEALTH GP INC (UNH)	4/25/02	1,750.000	22.202	38,853.29	93,537.50	54,684.21 LT		
	8/26/03	80.000	24.335	1,946.80	4,276.00	2,329.20 LT		
	9/4/03	60.000	24.764	1,485.83	3,207.00	1,721.17 LT		
	11/5/03	180.000	24.819	4,467.46	9,621.00	5,153.54 LT		
	Total	2,070.000		46,753.38	110,641.50	63,888.12 LT	1,759.50	1.59
Share Price. $53.450; Next Dividend Payable 03/2013								
VERTEX PHARMACEUTICALS (VRTX)	10/31/08	5.000	25.556	127.78	234.10	106.32 LT		
	11/3/08	22.000	27.159	597.49	1,030.04	432.55 LT		
	11/4/08	3.000	27.013	81.04	140.46	59 42 LT		
	11/5/08	2 000	27.420	54.84	93.64	38.80 LT		
	11/11/08	20.000	26.963	539.25	936.40	397.15 LT		
	11/12/08	78.000	26 729	2,084.86	3,651 96	1,567.10 LT		
	11/13/08	32.000	26.628	852.11	1,498.24	646.13 LT		
	11/17/08	80.000	26.963	2,157.00	3,745.60	1,588.60 LT		
	Total	242.000		6,494.37	11,330.44	4,836.07 LT	—	—
Share Price: $46.820								
WEATHERFORD INTERNATIONAL LTD (WFT)	4/25/02	785.000	12.155	9,541.68	9,325.80	(215.88) LT		
	3/14/03	200.000	9.369	1,873 80	2,376.00	502.20 LT		
	11/5/03	2,160.000	8 512	18,385.92	25,660.80	7,274.88 LT		
	11/14/03	40.000	8.378	335 12	475.20	140.08 LT		
	11/25/03	240.000	8.046	1,930.98	2,851.20	920.22 LT		
	Total	3,425.000		32,067.50	40,689.00	8,621.50 LT	—	—
Share Price: $11.880								

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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	97.2%	$738,660.85	$1,415,245.91	$665,886.37 LT $10,698.61 ST	$15,481.67 $0.00	1.09%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$738,660.85	$1,456,460.90	$665,886.37 LT $10,698.61 ST	$15,485.79 $0.00	1.06%

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY ACCOUNTS	23,775.	0.	23,775.	23,775.	
TO PART I, LINE 4	23,775.	0.	23,775.	23,775.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	16,651.	16,651.		0.
TO FORM 990-PF, PG 1, LN 23	16,651.	16,651.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SMITH BARNEY #5535 (SEE ATTACHMENT)	784,190.	1,928,615.
MORGAN STANLEY SMITH BARNEY #0387 (SEE ATTACHMENT)	172,983.	326,142.
TOTAL TO FORM 990-PF, PART II, LINE 10B	957,173.	2,254,757.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY R. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
ROBERT D. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
KEVIN M. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	SECRETARY 2.00	0.	0.	0.
JAN H. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37932	PRESIDENT 2.00	0.	0.	0.
SCOTT B. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
ANDREA E. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
ELIZABETH A. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
PAMELA Z. KUBAN 1801 HICKORY GLEN RD KNOXVILLE, TN 37923	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF | PART XV - LINE 1A | STATEMENT 6

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

KEVIN M. KUBAN
JAN H. KUBAN

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAN KUBAN, PRESIDENT
1801 HICKORY GLEN ROAD
KNOXVILLE, TN 37932

TELEPHONE NUMBER

865-300-3555

FORM AND CONTENT OF APPLICATIONS

THERE IS NO FORMAL APPLICATION FORM. APPLICANTS ARE INVITED TO SUBMIT GRANT REQUESTS TO THE ORGANIZATION.

ANY SUBMISSION DEADLINES

THERE IS NO OFFICIAL DEADLINE. HOWEVER, ALL GRANTS ARE AGREED UPON AND PAID BY YEAR END.

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A