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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation DONALD AND RUBY BRANSON FOUNDATION		A Employer identification number 20-4779170
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 262	Room/suite	B Telephone number 760-876-4100
City or town, state, and ZIP code LONE PINE, CA 93545		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,863,902. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,900.	7,900.		STATEMENT 1
	4 Dividends and interest from securities	41,752.	41,752.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,150.			
	b Gross sales price for all assets on line 6a	259,192.			
	7 Capital gain net income (from Part IV, line 2)		22,150.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-1,553.	-1,553.		STATEMENT 3	
12 Total. Add lines 1 through 11	70,249.	70,249.			
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	5,000.	0.		5,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,316.	561.		55.
	19 Depreciation and depletion	203.	102.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,061.	0.		1,061.
	22 Printing and publications				
23 Other expenses	12,771.	9,760.		3,011.	
24 Total operating and administrative expenses. Add lines 13 through 23	20,351.	10,423.		9,127.	
25 Contributions, gifts, grants paid	47,745.			47,745.	
26 Total expenses and disbursements. Add lines 24 and 25	68,096.	10,423.		56,872.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,153.				
b Net investment income (if negative, enter -0-)		59,826.			
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		10,192.	9,084.	9,084.					
	2	Savings and temporary cash investments		101,648.	134,343.	134,343.					
	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 8		61,773.	29,326.	54,029.				
	c	Investments - corporate bonds	STMT 9		125,402.	50,000.	50,791.				
	11	Investments - land, buildings, and equipment basis									
	Less accumulated depreciation										
12	Investments - mortgage loans										
13	Investments - other	STMT 10		1,402,851.	1,481,202.	1,614,577.					
14	Land, buildings, and equipment basis		1,281.								
	Less accumulated depreciation	STMT 11	203.	0.	1,078.	1,078.					
15	Other assets (describe)	STATEMENT 12)		-2,984.	-3,998.	0.					
16	Total assets (to be completed by all filers)			1,698,882.	1,701,035.	1,863,902.					
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 <input type="checkbox"/>										
	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 <input checked="" type="checkbox"/>										
	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			1,698,882.	1,701,035.						
30	Total net assets or fund balances			1,698,882.	1,701,035.						
31	Total liabilities and net assets/fund balances			1,698,882.	1,701,035.						

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,698,882.
2	Enter amount from Part I, line 27a	2	2,153.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,701,035.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,701,035.

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 SCHWAB SHORT TERM - EXHIBIT B	P		
b SCHWAB LONG TERM - EXHIBIT B	P		
c HSBC FINANCE CORP AMORTIZATION	P		
d KINDER MORGAN BASIS ADJUST	P		
e CAPITAL GAINS DIVIDENDS			

(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 48,354.		47,811.	543.
b 203,512.		188,829.	14,683.
c		402.	-402.
d 1,142.			1,142.
e 6,184.			6,184.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			543.
b			14,683.
c			-402.
d			1,142.
e			6,184.

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	22,150.
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))
2011	109,190.	1,765,552.	.061845
2010	78,690.	1,703,820.	.046184
2009	120,414.	1,392,437.	.086477
2008	38,234.	1,757,622.	.021753
2007	20,626.	1,960,080.	.010523

2 Total of line 1, column (d)	2	.226782
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	.045356
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,786,144.
5 Multiply line 4 by line 3	5	81,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	598.
7 Add lines 5 and 6	7	81,610.
8 Enter qualifying distributions from Part XII, line 4 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	8	56,872.

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and a 'Refunded' section at the bottom.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political influence, tax on political expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BRANSONFOUNDATION.ORG
14 The books are in care of DONALD AND RUBY BRANSON FOUNDATION Telephone no 760-876-4100 Located at P.O. BOX 262, LONE PINE, CA ZIP+4 93545
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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)? 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 2012?
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(i)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 2011
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)
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?
b If "Yes," did it have excess business holdings in 2012 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 2012)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 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? Yes No

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 13		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	
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	
3 All other program-related investments See instructions	
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	1,689,627.
b	Average of monthly cash balances	1b	123,717.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,813,344.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,813,344.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,200.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,786,144.
6	Minimum investment return. Enter 5% of line 5	6	89,307.

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	89,307.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,197.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,197.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	88,110.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	88,110.
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	88,110.

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	56,872.
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	56,872.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,872.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				88,110.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			60,963.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 56,872.				
a Applied to 2011, but not more than line 2a			56,872.	
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 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			4,091.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				88,110.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling

[Empty box for ruling date]

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and alternative tests (Assets, Endowment, Support).

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 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 of the person to whom applications should be addressed

SEE STATEMENT 14

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				
EASTERN SIERRA INSTITUTE OF COLLABORATIVE EDUCATION PO BOX 454 BISHOP, CA 93514		PUBLIC CHARITY	WATERSHED PROJECT - PROVIDE EDUCATION FOR 4TH GRADE & MIDDLE SCHOOL STUDENTS IN OWEN VALLEY.	18,745.
THERAPY PARTNERS 1015 A CLEANER WAY HUNTSVILLE, AL 35805		PUBLIC CHARITY	BUY BOOKS FOR KIDS READING PROGRAM, READING TO DOGS.	8,000.
ARIZONA BRAINFOOD PO BOX 242 MESA, AZ 85211		PUBLIC CHARITY	PROVIDES BACKPACKS FOR FOOD TO FEED HUNGRY SCHOOL CHILDREN ON WEEKENDS.	1,000.
LONE PINE UNIFIED SCHOOL PO BOX 159 LONE PINE, CA 93545		PUBLIC CHARITY	POOL AND WATER SLIDE.	20,000.
Total				47,745.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 7,900.), 4 Dividends and interest from securities (14, 41,752.), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, -1,553.), 8 Gain or (loss) from sales of assets other than inventory (18, 22,150.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0., 70,249., 0.), 13 Total (13, 70,249.).

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. (with a downward arrow), 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). The table contains multiple empty rows for explanation.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' in column (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] Date: 5-1-13 Title: CEO

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: JOY LYNN FINCH, CPA Preparer's signature: [Signature] Date: [Blank] Check [] if self-employed PTIN: P00038242 Firm's name: RICHARD H. O'HARA & CO., C.P.A.'S Firm's EIN: 95-2107355 Firm's address: 503 WEST PALM DRIVE PLACENTIA, CA 92870-2421 Phone no: (714) 572-9787

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	031312SL		5.00	16	1,281.			1,281.			-203.
	* TOTAL 990-PF PG 1					1,281.		0.	1,281.	0.	0.	203.
	DEPR											

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

SOURCE	AMOUNT
SCHWAB	7,900.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,900.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB	47,936.	6,184.	41,752.
TOTAL TO FM 990-PF, PART I, LN 4	47,936.	6,184.	41,752.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERY PTRS, LP	-1,553.	-1,553.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,553.	-1,553.	

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	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	561.	561.		0.
REGISTRATION FEE	20.	0.		20.
FTB FILING FEE	10.	0.		10.
REG. OF CHARITABLE TRUST	25.	0.		25.
FED EXCISE TAX	700.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,316.	561.		55.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	9,760.	9,760.		0.
ASSOCIATION DUES	695.	0.		695.
POSTAGE	178.	0.		178.
TELEPHONE & INTERNET	303.	0.		303.
BANK FEE	35.	0.		35.
INSURANCE	1,800.	0.		1,800.
TO FORM 990-PF, PG 1, LN 23	12,771.	9,760.		3,011.

FOOTNOTES	STATEMENT	7
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KINDER MORGAN ENERGY
 PARTNERS, L.P. (ID# 76-0380342)
 PARTNERSHIP INCOME (LOSS) IS
 INCLUDED ON FORM 990-PF PART I,
 LINE 11.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - EXHIBIT A	29,326.	54,029.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,326.	54,029.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - EXHIBIT A	50,000.	50,791.
TOTAL TO FORM 990-PF, PART II, LINE 10C	50,000.	50,791.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - EXHIBIT A	COST	674,902.	688,231.
OTHER INVESTMENTS - EXHIBIT A	COST	806,300.	926,346.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,481,202.	1,614,577.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,281.	203.	1,078.
TOTAL TO FM 990-PF, PART II, LN 14	1,281.	203.	1,078.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BASIS ADJUST - OTHER INVEST (KINDER MORGAN)	-2,984.	-3,998.	0.
TO FORM 990-PF, PART II, LINE 15	-2,984.	-3,998.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE BRANSON P.O. BOX 262 LONE PINE, CA 93545	CHAIRMAN/CEO 1.00	0.	0.	0.
JAMES JOHNSON P.O. BOX 262 LONE PINE, CA 93545	CFO 1.00	0.	0.	0.
DOROTHY BRANSON P.O. BOX 262 LONE PINE, CA 93545	SECRETARY 2.00	0.	0.	0.
BEN BRANSON P.O. BOX 262 LONE PINE, CA 93545	PRESIDENT 1.00	0.	0.	0.
ELIZABETH BRANSON P.O. BOX 262 LONE PINE, CA 93545	VICE-PRESIDENT 1.00	0.	0.	0.
MATTHEW BRANSON P.O. BOX 262 LONE PINE, CA 93545	TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF . . . GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD AND RUBY BRANSON FOUNDATION
P.O. BOX 262
LONE PINE, CA 93545

FORM AND CONTENT OF APPLICATIONS

THERE ARE NO OFFICIAL FORMS BUT WRITTEN REQUEST WITH AS MUCH DOCUMENTATION IS HELPFUL TO ASSIST IN DETERMINING THE MERITS OF THE PROJECT.

ANY SUBMISSION DEADLINES

THE FOUNDATION ACCEPTS PROPOSALS FOR GRANTS YEAR ROUND, BUT WILL ANNOUNCE GRANT AWARDS IN JUNE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATION PROVIDES AWARDS TO PROMOTE ENVIROMENTAL, EDUCATIONAL AND SOCIAL PROGRESS.

Investment Detail - Fixed Income

Corporate Bonds	Units Purchased	Par	Market Price	Market Value	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income	Yield to Maturity
HARTFORD LIFE 5.5%13	50,000.0000		101.5820	50,791.00	50,000.00	3%	791.00	2,750.00	
INCOMENOTES DUE 08/15/13	50,000.0000		100.0000	50,000.00	50,000.00	08/03/07	791.00	5.49%	

CUSIP: 4165X0GW4
MOODY'S: Baa1 S&P: A-

Accrued Interest: 1,038.89

[REDACTED]

Total Accrued Interest for Corporate Bonds: 1,038.89

Accrued interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment. Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Account Assets Acquired	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income	Holding Period
AMERICAN EXPRESS COMPANY \$ SYMBOL: AXP	231.4426 3.2067 6.2359	57.4800 55.8081 45.4080	13,303.32 178.96 283.16	<1%	<1%	4,154.34 5.36 75.28	1.39%		185.15 Short-Term Long-Term	
Cost Basis	22.0000 200.0000	39.1300 39.1300	860.86 7,826.00 9,148.98	01/25/10 01/25/10		403.70 3,670.00	1071 1071		Long-Term Long-Term	
BP PLC ADR SPONSORED ADR 1 ADR REP 6 ORD SYMBOL: BP	328.0000 328.0000	41.6400 N/A	13,657.92 please provide	<1%	<1%	N/A N/A	5.18% 2001		708.48 Long-Term	
BUNGE LIMITED SYMBOL: BG	125.0000 125.0000	72.6900 65.4800	9,086.25 8,185.00	<1%	<1%	901.25 901.25	1.48% 560		135.00 Long-Term	
DANA HOLDING CORPORATION SYMBOL: DAN	750.0000 750.0000	15.6100 15.9900	11,707.50 11,992.50	<1%	<1%	(285.00) (285.00)	1.28% 560		150.00 Long-Term	
VERIZON COMMUNICATIONS SYMBOL: VZ	145.0000 145.0000	43.2700 N/A	6,274.15 please provide	<1%	<1%	N/A N/A	4.76% 2001		298.70 Long-Term	

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

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Schwab One® Account of
DONALD & RUBY BRANSON FOUNDATI

Statement Period
December 1-31, 2012

EXHIBIT 3 OF 9

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
BAIRD AGGREGATE \$ BOND INV SYMBOL: BAGSX	2,091.3880	11.2100	23,444.46	1%	10.82	22,624.75	819.71
EATON VANCE STRATEGIC \$ INCOME FD CL A SYMBOL: ETSIX	3,465.8740	8.1800	28,350.85	2%	8.09	28,053.34	297.51
FEDERATED TOTAL RETURN \$ BOND FD SS SYMBOL: FTRFX	2,564.2370	11.4300	29,309.23	2%	11.03	28,289.04	1,020.19
METROPOLITAN WEST TOTAL \$ RETURN BOND M SYMBOL: MWTRX	6,332.8830	10.9000	69,028.42	4%	9.92	62,800.85	6,227.57
PIMCO TOTAL RETURN FUND \$ CL D SYMBOL: PTTDX	5,915.6570	11.2400	66,491.98	4%	10.82	63,978.69	2,513.29
VANGUARD SIT INVESTMENT \$ GRADE FUND INV CL SYMBOL: VFSTX	3,419.1710	10.8300	37,029.62	2%	10.73	36,693.22	336.40
VANGUARD TOTAL BD MARKET \$ INDEX FD INV SHRS SYMBOL: VBMFX	6,584.2400	11.0900	73,019.22	4%	10.92	71,869.24	1,149.98

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Schwab One® Account of
DONALD & RUBY BRANSON FOUNDATI

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EXHIBIT A
P 4 OF 9

Investment Detail - Mutual Funds (continued)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
COLUMBIA ACORN INTL FD ☐ CLZ	524.3150	40.8400	21,413.02	1%	40.18	21,088.06	344.96
SYMBOL: ACINX							
HARBOR INTERNATIONAL ☐ FUND INV CL	538.3070	61.5500	33,132.80	2%	56.27	30,292.53	2,840.27
SYMBOL: HIINX							
JANUS OVERSEAS FD CL T ☐	916.8520	34.1900	31,347.17	2%	43.31	39,710.90	(8,363.73)
SYMBOL: JAOSX							
JANUS RESEARCH FD CL T ☐	697.0170	32.5600	22,694.87	1%	29.44	20,516.88	2,177.99
SYMBOL: JAMRX							
MATTHEWS ASIA DIVIDEND ☐ FUND	2,041.4240	14.5800	29,763.96	2%	13.84	28,253.80	1,510.16
SYMBOL: MAPIX							
NEUBERGER BERMAN ☐ SOCIALY RESPONSIVE FD INV	1,192.0120	27.1200	32,327.37	2%	26.80	31,944.51	382.86
SYMBOL: NBSRX							
PERKINS MID CAP VALUE T ☐	1,467.4600	21.3400	31,315.60	2%	23.42	34,370.61	(3,055.01)
SYMBOL: JMCVX							
ROYCE PA MUTUAL FUND ☐ INVESTMENT CL	1,670.6540	11.5000	19,212.52	1%	10.24	17,104.96	2,107.56
SYMBOL: PENNX							
SCOUT INTL FD ☐ SYMBOL: UMBWX	1,730.6570	33.3500	57,717.41	3%	33.35	57,720.54	(3.13)

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Schwab One® Account of
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EXHIBIT
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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD EQUITY INCOME ♀ FD INVESTOR SHRS SYMBOL: VEIPX	1,672.7540	24.1500	40,397.01	2%	24.19	40,467.32	(70.31)
VANGUARD MID CAP GROWTH ♀ INVESTOR SHARE SYMBOL: VMGRX	2,073.4380	20.3700	42,235.93	2%	18.88	39,142.82	3,093.11

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
FIRST TR EXCH TRADED FD FINANCIALS ALPHADEX FD SYMBOL: FXO	Units Purchased 1,500.0000 1,500.0000	15.6700 15.2960	23,505.00 22,944.00	1% 03/14/12	561.00 561.00	292	Short-Term
GEN ELEC CAP 5.875%33 ** CALLED @ \$25.00/SH ** EFF 01/18/13 SYMBOL: GED	2,000.0000 2,000.0000	26.0000 25.0000	52,000.00 50,000.00	3% 02/14/03	2,000.00 2,000.00	3608	Long-Term

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES CORE TOTAL ETF †	752.8271	111.0800	83,624.03	5%	6,814.96		
US BOND MARKET	20.4468	111.3020	2,275.77		(4.54)		Short-Term
SYMBOL: AGG	85.2590	104.5196	8,911.24		559.33		Long-Term
	134.1213	101.0470	13,552.56	09/12/08	1,345.63	1571	Long-Term
	513.0000	101.5000	52,069.50	06/23/09	4,914.54	1287	Long-Term
<i>Cost Basis</i>			76,809.07				
ISHARES S&P GLOBAL MATLS	529.5019	62.4500	33,067.39	2%	(1,471.35)		
SECTOR INDEX FUND	4.5019	66.8295	300.86		(19.72)		Long-Term
SYMBOL: MXI	150.0000	70.6350	10,595.25	12/09/10	(1,227.75)	753	Long-Term
	375.0000	63.0470	23,642.63	03/14/12	(223.88)	292	Short-Term
<i>Cost Basis</i>			34,538.74				
ISHARES S&P U S PFD FUND †	708.2380	39.6200	28,060.39	2%	479.48		
S&P U S PFD STK INDEX FD	40.6034	38.9723	1,582.41		26.30		Short-Term
SYMBOL: PFF	42.6346	38.0937	1,624.11		65.07		Long-Term
	100.0000	38.9990	3,899.90	12/09/10	62.10	753	Long-Term
	100.0000	38.9991	3,899.91	12/09/10	62.09	753	Long-Term
	200.0000	38.9990	7,799.80	12/09/10	124.20	753	Long-Term
	225.0000	38.9990	8,774.78	12/09/10	139.72	753	Long-Term
<i>Cost Basis</i>			27,580.91				
ISHARES S&P 500 VALUE	500.0000	66.3900	33,195.00	2%	6,047.60		
S&P 500 VALUE INDEX FD	400.0000	51.6900	20,676.00	10/09/09	5,880.00	1179	Long-Term
SYMBOL: IVE	100.0000	64.7140	6,471.40	03/14/12	167.60	292	Short-Term
<i>Cost Basis</i>			27,147.40				

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Schwab One® Account of
DONALD & RUBY BRANSON FOUNDATI

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis				
IShares TR BARCLAYS BOND †	452.7216	105.4800	47,753.07	3%	493.99		
BARCLAYS 1-3 YEAR CREDIT BOND FUND	7.0324	105.0125	738.49		3.29		Short-Term
SYMBOL: CSJ	15.6892	104.3788	1,637.62		17.28	990	Long-Term
	100.0000	104.3790	10,437.90	04/16/10	110.10	990	Long-Term
	130.0000	104.3790	13,569.27	04/16/10	143.13	990	Long-Term
	200.0000	104.3790	20,875.80	04/16/10	220.20	990	Long-Term
			47,259.08				
IShares TR DOW JONES INTERNATIONAL SELECT DIVIDEND INDEX FD	200.0000	33.6700	6,734.00	<1%	(266.00)		
SYMBOL: IDV	200.0000	35.0000	7,000.00	06/20/11	(266.00)	560	Long-Term
IShares TR MSCI EAFE FD †	861.2846	56.8600	48,972.64	3%	(16,653.92)		
MSCI EAFE INDEX FUND	28.4678	51.8589	1,476.31		142.37		Short-Term
SYMBOL: EFA	145.8168	57.8138	8,430.23		(139.09)		Long-Term
	196.0000	78.1660	15,320.54	08/03/07	(4,175.98)	1977	Long-Term
	91.0000	82.2800	7,487.48	09/27/07	(2,313.22)	1922	Long-Term
	200.0000	82.2800	16,456.00	09/27/07	(5,084.00)	1922	Long-Term
	200.0000	82.2800	16,456.00	09/27/07	(5,084.00)	1922	Long-Term
			65,626.56				
IShares TR RUSSELL 2000 †	629.0148	84.3178	53,037.14	3%	15,130.28		
RUSSELL 2000 INDEX FUND	12.6372	82.8648	1,047.18		18.36		Short-Term
SYMBOL: IWM	33.3776	65.7713	2,195.29		619.04		Long-Term
	8.0000	76.4300	611.44	08/03/07	63.10	1977	Long-Term
	275.0000	76.4300	21,018.25	08/03/07	2,169.15	1977	Long-Term
	300.0000	43.4490	13,034.70	03/27/09	12,260.64	1375	Long-Term
			37,906.86				

Cost Basis

Cost Basis

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Schwab One® Account of
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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
KINDER MORGAN ENERGY LP †	116.8974	79.7900	9,327.24	<1%	974.41		
UNIT LTD PARTNERSHIP INT	7.2928	82.7459 †	603.45		(21.56)		Short-Term
SYMBOL: KMP	9.6046	73.2440 †	703.48		62.87		Long-Term
<i>Cost Basis</i>	100.0000	70.4590	7,045.90	12/09/10	933.10	753	Long-Term
			8,352.83				
S P D R S&P 500 ETF TR	1,038.0272	142.4100	147,825.45	8%	50,984.69		
EXPIRING 01/22/2118	5.0483	132.4128 †	668.46		50.47		Short-Term
SYMBOL: SPY	60.0660	114.8891 †	6,900.93		1,653.07		Long-Term
	807.9129	81.9290	66,191.50	03/27/09	48,863.38	1375	Long-Term
<i>Cost Basis</i>	165.0000	139.8780	23,079.87	03/14/12	417.78	292	Short-Term
			96,840.76				
SPDR S&P DIVIDEND ETF	575.0000	58.1600	33,442.00	2%	2,429.17		
SYMBOL: SDY	100.0000	52.6090	5,260.90	10/21/11	555.10	437	Long-Term
	300.0000	52.6090	15,782.70	10/21/11	1,665.30	437	Long-Term
<i>Cost Basis</i>	175.0000	56.9670	9,969.23	03/14/12	208.77	292	Short-Term
			31,012.83				
VANGUARD INFO TECHNOLOGY ‡	155.8259	69.1100	10,769.13	<1%	2,485.46		
SYMBOL: VGT	1.8833	68.0879 †	128.23		1.92		Short-Term
	3.9426	61.6192 †	242.94		29.53		Long-Term
<i>Cost Basis</i>	150.0000	52.7500	7,912.50	01/25/10	2,454.00	1071	Long-Term
			8,283.67				
VANGUARD MEG CAP 300GRTH ‡	372.4836	55.4600	20,657.94	1%	4,592.05		
ETF	6.3217	47.6485 †	301.22		49.38		Long-Term
SYMBOL: MGK	6.1619	55.0787 †	339.39		2.35		Short-Term
<i>Cost Basis</i>	360.0000	42.8480	15,425.28	09/24/10	4,540.32	829	Long-Term
			16,065.89				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Schwab One® Account of
DONALD & RUBY BRANSON FOUNDATI

Statement Period
December 1-31, 2012

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Purchased	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
VANGUARD MSCI EMERGING ⚡	319.5155	44.5300	14,228.03	<1%	(752.92)		
MARKETS ETF	7.1280	42.9741	306.32		11.09		Short-Term
SYMBOL: VWO	12.3875	42.0528	520.93		30.69	753	Long-Term
	300.0000	47.1790	14,153.70	12/09/10	(794.70)		Long-Term
Cost Basis			14,980.95				
VANGUARD TOTAL STOCK MKT ⚡	3,822.9667	73.2800	280,147.00	15%	46,196.66		
SYMBOL: VTI	81.7138	72.1378	5,894.66		93.33		Short-Term
	313.4465	57.5982	18,053.96		4,915.40		Long-Term
	1,625.8064	72.0750	117,180.00	08/03/07	1,959.09	1977	Long-Term
	530.0000	75.6887	40,115.04	09/27/07	(1,276.64)	1922	Long-Term
	200.0000	41.4300	8,286.00	11/25/08	6,370.00	1497	Long-Term
	200.0000	41.4400	8,288.00	11/25/08	6,368.00	1497	Long-Term
	300.0000	41.4300	12,429.00	11/25/08	9,555.00	1497	Long-Term
	572.0000	41.4400	23,703.68	11/25/08	18,212.48	1497	Long-Term
Cost Basis			233,950.34				

Cost Basis

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Schwab One® Account of
DONALD & RUBY BRANSON FOUNDATI

Account Number
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Report Period
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EXHIBIT B
P. 1 OF 8

2012 Year-End Schwab Gain/Loss Report

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
Realized Gain or (Loss)						
					Accounting/Method Mutual Funds Average All Other Investments First In First Out (FIFO)	
BLACKROCK HEALTH SCIENCEOPPTY CLA SHSAX	251 7740	multiple	03/14/12	\$7,699 25	\$7,853 76	(\$154 51)
Security Subtotal				\$7,699 25	\$7,853 76	(\$154 51)
BUFFALO SCIENCE AND TECH FUND BUFTX	44 2040	multiple	03/14/12	\$724 50	\$621 35	\$103 15
Security Subtotal				\$724 50	\$621 35	\$103 15
EATON CORPORATION ETN	1 5101	05/31/11	03/14/12	\$76 08	\$77 62	(\$1 54)
EATON CORPORATION ETN	1 9045	08/29/11	03/14/12	\$95 95	\$78 14	\$17 81
EATON CORPORATION ETN	1 8625	11/28/11	03/14/12	\$93 83	\$78 78	\$15 05
EATON CORPORATION ETN	0 3007	02/27/12	03/14/12	\$15 15	\$15 53	(\$0 38)
EATON CORPORATION ETN	1 4175	02/27/12	03/14/12	\$71 42	\$73 23	(\$1 81)
Security Subtotal				\$352 43	\$323 30	\$29 13
FIRST TR EXCH TRADED FD HEALTH CARE ALPHADEX FD FXH	33 0000	06/20/11	03/14/12	\$995 13	\$957 00	\$38 13

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FIRST TR EXCH TRADED FD HEALTH CARE ALPHADEX FD FXH	167 0000	06/20/11	03/14/12	\$5,035 96	\$4,843 00	\$192 96
Security Subtotal				\$6,031 09	\$5,800 00	\$231 09
INTL BUSINESS MACHINES IBM	0 5130	06/13/11	03/14/12	\$104 89	\$84 27	\$20 62
INTL BUSINESS MACHINES IBM	0 5192	09/13/11	03/14/12	\$106 15	\$84 65	\$21 50
INTL BUSINESS MACHINES IBM	0 4388	12/13/11	03/14/12	\$89 72	\$85 04	\$4 68
INTL BUSINESS MACHINES IBM	0 1688	03/13/12	03/14/12	\$34 50	\$34 12	\$0 38
INTL BUSINESS MACHINES IBM	0 2535	03/13/12	03/14/12	\$51 83	\$51 25	\$0 58
Security Subtotal				\$387 09	\$339 33	\$47 76
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0 1464	03/01/11	03/14/12	\$13 90	\$13 91	(\$0 01)
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0 1115	07/12/11	03/14/12	\$10 59	\$10 61	(\$0 02)
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0 2187	09/30/11	03/14/12	\$20 77	\$16 27	\$4 50

Accounting Method:
Mutual Funds - Average
All Other Investments - First In First Out (FIFO)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method Mutual Funds Average All Other Investments First In First Out (FIFO)	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0 0378	12/30/11	03/14/12	\$3 58		\$3 20	\$0 38
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0 2306	12/30/11	03/14/12	\$21 90		\$19 53	\$2 37
Security Subtotal				\$70 74		\$63 52	\$7 22
RIDGEWORTH SMALL CAP VALUE EQTY CL I SCETX	31 9130	multiple	03/14/12	\$438 16		\$386 84	\$51 32
Security Subtotal				\$438 16		\$386 84	\$51 32
SECTOR SPDR ENGY SELECT SHARES OF BENEFICIAL INT XLE	200 0000	03/28/11	03/14/12	\$14,538 33		\$15,700 00	(\$861 67)
Security Subtotal				\$14,838 33		\$15,700 00	(\$861 67)
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	2 0000	06/20/11	03/14/12	\$67 38		\$62 26	\$5 12
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	100 0000	06/20/11	03/14/12	\$3,369 14		\$3,113 00	\$256 14
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	100 0000	06/20/11	03/14/12	\$3,369 14		\$3,113 00	\$256 14

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method Mutual Funds: Average All Other Investments: First In First Out [FIFO]	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR TR CON STPLSHARES OF BENEFICIAL INT XLP	111 0000	06/20/11	03/14/12	\$3,739 75		\$3,455 43	\$284 32
SECTOR SPDR TR CON STPLSHARES OF BENEFICIAL INT XLP	187 0000	06/20/11	03/14/12	\$6,300 29		\$5,821 31	\$478 98
Security Subtotal				\$16,845 70		\$15,565 00	\$1,280 70
SSGA INTL STOCK SSAIX	105 6860	multiple	03/14/12	\$967 03		\$1,157 70	(\$190 67)
Security Subtotal				\$967 03		\$1,157 70	(\$190 67)
Total Short-Term				\$48,354 32		\$47,810 80	\$543 52
Long-Term							
BUFFALO SCIENCE AND TECH FUND BUFTX	628 4270	multiple	03/14/12	\$10,299 92		\$8,833 48	\$1,466 44
Security Subtotal				\$10,299 92		\$8,833 48	\$1,466 44
EATON CORPORATION ETN	35 0000	01/25/10	03/14/12	\$1,763 38		\$1,186 68	\$576 70
EATON CORPORATION ETN	78 6946	01/25/10	03/14/12	\$3,964 64		\$2,668 14	\$1,296 50

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method: Mutual Funds Average		Realized Gain or (Loss)
					Cost Basis Adjusted	First In First Out (FIFO) Adjusted	
Long-Term (continued)							
EATON CORPORATION ETN	100 0000	01/25/10	03/14/12	\$5,038 01	\$3,390 50		\$1,647 51
EATON CORPORATION ETN	2 9872	03/01/10	03/14/12	\$150 50	\$103 50		\$47 00
EATON CORPORATION ETN	3 0120	06/01/10	03/14/12	\$151 74	\$104 25		\$47 49
EATON CORPORATION ETN	3 3884	08/30/10	03/14/12	\$170 71	\$121 80		\$48 91
EATON CORPORATION ETN	2 5650	11/29/10	03/14/12	\$129 22	\$122 78		\$6 44
EATON CORPORATION ETN	2 6582	02/28/11	03/14/12	\$133 92	\$144 82		(\$10 90)
Security Subtotal				\$11,502 12	\$7,842.47		\$3,659 65
HSBC FINANCE CORP 5 9XXX**MATURED** DUE 06/19/12 40429CFZ0	75,000 0000	08/03/07	06/19/12	\$75,000 00	\$75,402 00		(\$402 00)
Security Subtotal				\$75,000 00	\$75,402 00		(\$402 00)
INTL BUSINESS MACHINES IBM	100 0000	09/27/07	03/14/12	\$20,444 63	\$11,722 65		\$8,721 98
INTL BUSINESS MACHINES IBM	0 9123	12/11/07	03/14/12	\$186 53	\$100 00		\$86 53
INTL BUSINESS MACHINES IBM	0 8667	03/11/08	03/14/12	\$177 20	\$100 36		\$76 84

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method		Realized Gain or (Loss)
					Mutual Funds - Average	All Other Investments - First In First Out (FIFO)	
					Adjusted	Adjusted	
INTL BUSINESS MACHINES IBM	1 0165	06/11/08	03/14/12	\$207 83	\$125 89	\$125 89	\$81 94
INTL BUSINESS MACHINES IBM	1 0842	09/11/08	03/14/12	\$221 67	\$126 40	\$126 40	\$95 27
INTL BUSINESS MACHINES IBM	1 5470	12/11/08	03/14/12	\$316 29	\$126 94	\$126 94	\$189 35
INTL BUSINESS MACHINES IBM	1 4470	03/11/09	03/14/12	\$295 85	\$127 71	\$127 71	\$168 14
INTL BUSINESS MACHINES IBM	1 2847	06/11/09	03/14/12	\$262 67	\$141 28	\$141 28	\$121 39
INTL BUSINESS MACHINES IBM	1 1915	09/11/09	03/14/12	\$243 61	\$141 99	\$141 99	\$101 62
INTL BUSINESS MACHINES IBM	0 4646	12/11/09	03/14/12	\$94 99	\$60 14	\$60 14	\$34 85
INTL BUSINESS MACHINES IBM	0 4773	03/11/10	03/14/12	\$97 59	\$60 40	\$60 40	\$37 19
INTL BUSINESS MACHINES IBM	0 5628	06/11/10	03/14/12	\$115 07	\$71 69	\$71 69	\$43 38
INTL BUSINESS MACHINES IBM	0 5562	09/13/10	03/14/12	\$113 72	\$72 06	\$72 06	\$41 66
INTL BUSINESS MACHINES IBM	0 5005	12/13/10	03/14/12	\$102 33	\$72 42	\$72 42	\$29 91
INTL BUSINESS MACHINES IBM	0 4489	03/11/11	03/14/12	\$91 78	\$72 74	\$72 74	\$19 04
Security Subtotal				\$22,971 76	\$13,122 67	\$13,122 67	\$9,849 09

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method		Realized Gain or (Loss)
					Mutual Funds - Average	All Other Investments - First In First Out [FIFO]	
					Cost Basis Adjusted	Adjusted	Adjusted
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	100.0000	12/09/10	03/14/12	\$9,495.44	\$8,612.90		\$882.54
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0.4507	12/30/10	03/14/12	\$42.80	\$39.81		\$2.99
ISHARES TR RUSSELL 2000 RUSSELL 2000 GROWTH INDEX FUND IWO	0.0349	01/06/11	03/14/12	\$3.31	\$3.10		\$0.21
Security Subtotal				\$9,541.55	\$8,655.81		\$885.74
KINDER MORGAN ENERGY LP UNIT LTD PARTNERSHIP INT KMP	50.0000	12/09/10	03/14/12	\$4,219.92	\$3,523.00		\$696.92
Security Subtotal				\$4,219.92	\$3,523.00		\$696.92
LILLY ELI & COMPANY LLY	300.0000	12/31/96	03/14/12	\$12,066.38	\$11,171.71 ¹		\$894.67
Security Subtotal				\$12,066.38	\$11,171.71		\$894.67
PERKINS MID CAP VALUE FD CL T JMCVX	625.0000	08/03/07	03/14/12	\$13,837.50	\$14,690.66		(\$853.16)
Security Subtotal				\$13,837.50	\$14,690.66		(\$853.16)
RIDGEMORTH SMALL CAP VALUE EQTY CLI SCETX	482.2650	multiple	03/14/12	\$6,621.50	\$5,845.92		\$775.58
Security Subtotal				\$6,621.50	\$5,845.92		\$775.58

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method		Realized Gain or (Loss)
					Mutual Funds Average	All Other Investments	
					Adjusted	First In First Out (FIFO)	Adjusted
SSGA INTL STOCK SSAIX	2,694 6000	multiple	03/14/12	\$24,655 59	\$29,517 25		(\$4,861 66)
Security Subtotal				\$24,655 59	\$29,517 25		(\$4,861 66)
VANGUARD INFO TECHNOLOGY VGT	50 0000	01/25/10	03/14/12	\$3,649 43	\$2,637 50		\$1,011 93
Security Subtotal				\$3,649 43	\$2,637 50		\$1,011 93
VANGUARD MID CAP GROWTH INVESTOR SHARE VMGRX	425 0000	08/03/07	03/14/12	\$9,146 00	\$7,988 68		\$1,157 32
Security Subtotal				\$9,146 00	\$7,988 68		\$1,157 32
Total Long-Term				\$203,511.67	\$189,231 15		\$14,280 52
Total Realized Gain or (Loss)				\$251,865 99	\$237,041 95		\$14,824 04
					\$236,639 95		\$15,226 04 ^b

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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