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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation JAMES STEPHEN TURNER FAMILY FOUNDATION INC		A Employer identification number 26-4386453
Number and street (or P O box number if mail is not delivered to street address) 138 SECOND AVENUE NORTH		B Telephone number (see instructions) (615) 846-2048
City or town, state, and ZIP code NASHVILLE, TN 37201		C If exemption application is pending, check here <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,429,135	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

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) (see instructions))		(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 (attach schedule)	10,052,882			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	420,521	407,143		
	4 Dividends and interest from securities.	116,733	116,733		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	380,987			
	b Gross sales price for all assets on line 6a 380,987				
	7 Capital gain net income (from Part IV, line 2)		380,987		
	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) (attach schedule)					
11 Other income (attach schedule)	<input checked="" type="checkbox"/> -139,259	-101,131			
12 Total. Add lines 1 through 11	10,831,864	803,732			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	<input checked="" type="checkbox"/> 10,617	6,370		4,247
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 79,516	47,710		31,806
	c Other professional fees (attach schedule)				
	17 Interest	5,093	5,093		
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 7,986	3,514		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 158,250	153,290		4,397
	24 Total operating and administrative expenses.				
Add lines 13 through 23	261,462	215,977		40,450	
25 Contributions, gifts, grants paid.	1,791,000			1,791,000	
26 Total expenses and disbursements. Add lines 24 and 25	2,052,462	215,977		1,831,450	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	8,779,402				
b Net investment income (if negative, enter -0-)		587,755			
c Adjusted net income (if negative, enter -0-)					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	1,454,980	1,034,537	1,034,537	
	3 Accounts receivable ► 500,522				
	Less allowance for doubtful accounts ►	621,636	500,522	500,522	
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	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 (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	8,824,517	19,972,345	17,894,076		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,901,133	21,507,404	19,429,135		
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 (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			0	
	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				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	10,901,133	21,507,404		
30 Total net assets or fund balances (see page 17 of the instructions)	10,901,133	21,507,404			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,901,133	21,507,404	21,507,404		

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	10,901,133
2	Enter amount from Part I, line 27a	2	8,779,402
3	Other increases not included in line 2 (itemize) ►	3	1,826,869
4	Add lines 1, 2, and 3	4	21,507,404
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,507,404

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.)
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1a See Additional Data Table

b

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)
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a See Additional Data Table

b

c

d

e

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table

b

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	380,987
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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	2,260,042	9,834,026	0.22982
2010	2,034,005	10,669,782	0.19063
2009	1,851,122	10,355,421	0.17876
2008	2,187,253	16,511,396	0.13247
2007	3,518,090	20,985,916	0.16764

2 Total of line 1, column (d).	2	0.89932
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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	0.17986
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4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,142,080
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5 Multiply line 4 by line 3.	5	2,363,787
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,878
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7 Add lines 5 and 6.	7	2,369,665
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8 Enter qualifying distributions from Part XII, line 4.	8	1,831,450
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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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	11,755
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	
3	Add lines 1 and 2.	3	11,755
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	11,755
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,028
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	18,028
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	6,273
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 6,273 Refunded <input type="checkbox"/> 11	Refunded	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input type="checkbox"/>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► JUDY MILLER Telephone no ► (615) 846-2048
 Located at ► 138 2nd AVENUE NORTH SUITE 200 NASHVILLE TN ZIP +4 ► 37201

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

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? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here.	1b	No
1c 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? ► <input type="checkbox"/>	1c	No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
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) ► <input type="checkbox"/>	2b	No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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.) ► <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	4a	No
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? ► <input type="checkbox"/>	4b	No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions)

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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.				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE FAMILY OFFICE 138 2ND AVENUE NORTH SUITE 200 NASHVILLE, TN 37201	INVESTMENT/PROF SVCS	128,771

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	2,074,377
b	Average of monthly cash balances.	1b	11,267,836
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,342,213
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	
3	Subtract line 2 from line 1d.	3	13,342,213
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	200,133
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,142,080
6	Minimum investment return. Enter 5% of line 5.	6	657,104

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	657,104
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	11,755
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,755
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	645,349
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	645,349
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	645,349

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,831,450
b	Program-related investments—total from Part IX-B.	1b	
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	1,831,450
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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 (see instructions).	6	1,831,450
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				645,349
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	2,575,114			
b From 2008.	1,371,053			
c From 2009.	1,352,211			
d From 2010.	1,517,478			
e From 2011.	1,796,323			
f Total of lines 3a through e.	8,612,179			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 1,831,450				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				645,349
e Remaining amount distributed out of corpus	1,186,101			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	9,798,280			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,575,114			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,223,166			
10 Analysis of line 9				
a Excess from 2008.	1,371,053			
b Excess from 2009.	1,352,211			
c Excess from 2010.	1,517,478			
d Excess from 2011.	1,796,323			
e Excess from 2012.	1,186,101			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	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 organization 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))

JAMES STEPHEN TURNER SR

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

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

CABOT PYLE
138 SECOND AVE NORTH
NASHVILLE, TN 37201
(615) 846-2053

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

APPLICATION FORM PROVIDED BY THE FOUNDATION INCLUDE DOCUMENTATION OF TAX EXEMPT STATUS, LIST OF OFFICERS & DIRECTORS, MOST RECENT AUDITED FINANCIAL STATEMENT, INTERNAL FINANCIAL STATEMENTS & OPERATING BUDGET, PROJECTED BUDGET

c Any submission deadlines

NONE

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

NO GRANTS FOR INDIVIDUALS, LOANS TRAVEL OR SEMINARS, GOVERNMENT AGENCIES, POLITICAL PURPOSES, DINNER EVENTS, OTHER PRIVATE FOUNDATIONS, TELETHONS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT A VARIOUS VARIOUS, TN 37201	NONE	PUBLIC	VARIOUS	1,791,000
Total			► 3a	1,791,000
b Approved for future payment SEE ATTACHMENT B VARIOUS VARIOUS, TN 37201	NONE	PUBLIC	VARIOUS	1,575,000
Total			► 3b	1,575,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

12 Subtotal Add columns (b), (d), and (e). .

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions to verify calculations.)

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MILLS CORP - CAP GAIN DISTRIBUTION	P	2001-01-01	2012-12-31
FROM K-1 TURSON, LP	P	2001-01-01	2012-12-31
FROM K-1 TURSON, LP	P	2012-01-01	2012-12-31
FROM K-1 HCTS CASH MANAGEMENT P'SHIP	P	2001-01-01	2012-12-31
FROM K-1 HCTS CASH MANAGEMENT P'SHIP	P	2012-01-01	2012-12-31
FROM K-1 7/6 INVESTMENT P'SHIP	P	2001-01-01	2012-12-31
FROM K-1 7/6 INVESTMENT P'SHIP	P	2012-01-01	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
24			24
258,110			258,110
35,879			35,879
933			-933
554			-554
79,392			79,392
9,069			9,069

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			24
			258,110
			35,879
			-933
			-554
			79,392
			9,069

Form 990PF Part VIII Line 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
CABOT PYLE 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	ASSISTANT SECT 1 00	0		
CHRISTI TURNER 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	Director 1 00	0		
JAMES STEPHEN TURNER JR 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	Treasurer 1 00	0		
LAURA TURNER 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	Secretary 1 00	0		
JUDITH PAYNE TURNER 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	Vice President 1 00	0		
JAMES STEPHEN TURNER SR 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	President 1 00	0		

2012

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organizationJAMES STEPHEN TURNER FAMILY
FOUNDATION INC**Employer identification number**

26-4386453

Organization type (check one)

Filers of:**Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organizationJAMES STEPHEN TURNER FAMILY
FOUNDATION INC**Employer identification number**

26-4386453

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	STEVE AND JUDY TURNER 2004 CRUT 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	\$ 8,173,131	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	JAY AND CHRISTI TURNER 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	\$ 1,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	LAURA ANNE TURNER 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	\$ 1,162,998	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAURA ANNE TURNER 138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization JAMES STEPHEN TURNER FAMILY FOUNDATION INC			Employer identification number 26-4386453
Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	HCTS Cash Management Partnership 1,126,400 Turson LP 3,816,450 covenant apartment fund vi 324,3087/6	\$ 8,051,808	2012-06-30
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	24,645 SHARES DOLLAR GENERAL	\$ 1,162,998	2012-05-15
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

TY 2012 Accounting Fees Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	79,516	47,710	0	31,806

TY 2012 Contractor Compensation Explanation

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
THE FAMILY OFFICE	

TY 2012 Investments - Other Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DOLLAR GENERAL	AT COST	517,545	1,086,598
COVENANT APARTMENT FUND VI	AT COST	263,838	197,879
TD REAL ESTATE LP	AT COST	488,588	379,920
DG STORE III, LP	AT COST	167,954	367,333
7/6 INVESTMENT PARTNERSHIP, LP	AT COST	5,128,242	4,666,380
HCTS CASH MANAGEMENT PARTNERSHIP	AT COST	1,904,560	1,526,659
TURSON LP	AT COST	8,500,444	7,884,444
CHERRY STREET PARTNERS FM, LP	AT COST	332,341	57,171
BEDELIA STREET PARTNERS LP	AT COST	2,667,833	1,726,692
FIVE MILE SIF BUSINESS TRUST	AT COST	1,000	1,000

TY 2012 Legal Fees Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	10,617	6,370	0	4,247

TY 2012 Other Expenses Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUBSCRIPTIONS	11			11
SEMINARS, BOOKS, EDUCATION	2,119	1,272		847
OFFICE SUPPLIES	887			887
MISCELLANEOUS	22	11		11
K-1 TURSON, LP	30,481	30,480		
K-1 TD REAL ESTATE LP	155			
K-1 HCTS CASH MANAGEMENT PARTNERSHIP	2,287	2,154		
K-1 CHERRY STREET PARTNERS	170	170		
K-1 BEDELIA STREET	10,804	10,804		
K-1 7/6 INVESTMENT P'SHIP-CHARITABLE	29			29
K-1 7/6 INVESTMENT PARTNERSHIP	53,175	52,901		
FOOD & BEVERAGE	473			473
DUES/MEMBERSHIP	2,070			2,070
BROKERAGE/INVESTMENT FEES	55,567	55,498		69

TY 2012 Other Income Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TD REAL ESTATE LP	-10,415	-10,415	
DG STORE III, LP	-150,165	-150,236	
CHERRY ST PARTNERS FM, LP	-150	-150	
BEDELIA STREET	1	1	
7/6 INVESTMENT P'SHIP	21,470	59,669	

TY 2012 Substantial Contributors Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Name	Address
JAY AND CHRISTI TURNER	138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201
LAURA TURNER	138 SECOND AVENUE NORTH 200 NASHVILLE, TN 37201

TY 2012 Taxes Schedule

Name: JAMES STEPHEN TURNER FAMILY
FOUNDATION INC

EIN: 26-4386453

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAX	973	973		
FOREIGN TAX WITHHELD	2,541	2,541		
FEDERAL INCOME TAX	4,472			

ATTACHMENT A

James Stephen Turner Family Foundation, Inc. 26-4386453
Form 990-PF, Part XV, Line 3A
Grants and Contributions Paid During the Year 2012

Recipient Name and Address	Donee Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Adventure Science Center 800 Fort Negley Boulevard Nashville, TN 37206	None	Public	Planetarium theatre, to be named for Judith Payne Turner.	\$493,000
Court Appointed Special Advocates (CASA) 601 Woodland Street Nashville, TN 37206	None	Public	Operations support	\$6,000
Cumberland Heights Foundation P.O. Box 90727 Nashville, TN 37209	None	Public	Martin Adolescent Center	\$50,000
Daystar Counseling Ministries, Inc. 2801 Azalea Place Nashville, TN 37201	None	Public	Support of Camp Hopetown	\$5,000
Ensworth School 211 Ensworth Avenue Nashville, TN 37205	None	School	Campaign for Ensworth-Scholarship Endowment	\$50,000
Friends of Warner Parks 1311 Highway 100 Nashville, TN 37221	None	Public	Acquisition of Hill Company property #1	\$90,000
Girl Scouts of Middle Tennessee 4512 Crainy White Park Nashville, TN 37204	None	Public	Project E.E.A.D. - scouting experience for at-risk children.	\$25,000
Girls on the Run Nashville P.O. Box 50175 Nashville, TN 37205-0175	None	Public	Operations support	\$16,000
Hope Clinic For Women 1810 Hayes Street Nashville, TN 37203	None	Public	Support for Community Outreach Programs of Prevention Services	\$16,000
McNerly Center for Children 400 Meridian Street Nashville, TN 37207	None	Public	Program support	\$25,000
Nashville Civic Design Center 138 Second Avenue North Nashville, TN 37201	None	Public	Printing cost for Moving Tennessee Forward: Models for Connecting Communities	\$5,000
Nashville Public Television 161 Rams Avenue	None	Public	Leadership gift for financial sustainability capital campaign	\$200,000

Nashville, TN 37203

Nashville RBI, Inc. 3700 Ashland City Hwy Nashville, TN 37218	None	Public	Operating support	\$10,000
Nashville Symphony One Symphony Place Nashville, TN 37201	None	Public	Endowment for operations (part of a \$5 million request of the Turner family collectively)	\$560,000
Safe Haven Family Shelter 1234 Third Avenue S Nashville, TN 37210	None	Public	Capital improvements to renovate and expand shelter for homeless families	\$75,000
Salam! Urban Ministries, Inc. 1205 8th Avenue South Nashville, TN 37203	None	Public	Program support	\$10,000
Tennessee Gulf Foundation Gulf House Tennessee 100 Franklin Rd Franklin, TN 37069	None	Public	Capital and program support	\$10,000
United Way of Metropolitan Nashville 750 Venture Circle Nashville, TN 37228	None	Public	Read to Succeed Program	\$50,000
Vanderbilt-Ingram Cancer Center 601 Preston Building Nashville, TN 37232	None	School	Expansion of the Vanderbilt Ingram Cancer Center	\$50,000
				<u><u>\$1,791,000</u></u>

Attachment B

James Stephen Turner Family Foundation, Inc. 26-4386453
Form 990-PF, Part XV, Line 3B
Grants and Contributions Approved for Future Payment as of 12.31.2012

Recipient Name and Address	Donee Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Nashville Symphony One Symphony Place Nashville, TN 37201	None	Public	Endowment for operations (part of a \$5 million request of the Turner family collectively)	\$1,500,000
Safe Haven Family Shelter 1234 Third Avenue S Nashville, TN 37210	None	Public	Capital improvements to renovate and expand shelter for homeless families	\$75,000
Total Payments Due				<u>\$1,575,000</u>