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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**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****, 2012, and ending****, 20**

Name of foundation <b>Jeanette Travis Foundation</b>		<b>A Employer identification number</b> 71-0907506						
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. Box 340025</b>		<b>B Telephone number (see instructions)</b> 615-252-2337						
City or town, state, and ZIP code <b>Nashville, TN 37203</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply <table border="1"><tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr><tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr><tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr></table>		<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	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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							
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 14,666,973</b> (Part I column (d) must be on cash basis)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	308,233			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,117	2,117	0	
4 Dividends and interest from securities	344,522	344,522	0	
5a Gross rents	0	0	0	
b Net rental income or (loss)	0			
6a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		197,605		
8 Net short-term capital gain			0	
9 Income modifications			0	
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	0		0	
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	654,872	544,244	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0	0	0	0
14 Other employee salaries and wages	0	0	0	0
15 Pension plans, employee benefits	0	0	0	0
16a Legal fees (attach schedule)	28,905	0	0	28,905
b Accounting fees (attach schedule)	1,000	0	0	1,000
c Other professional fees (attach schedule)	63,792	63,792	0	0
17 Interest	0	0	0	0
18 Taxes (attach schedule) (see instructions)	2,500	2,500	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	0
20 Occupancy	0	0	0	0
21 Travel, conferences, and meetings	0	0	0	0
22 Printing and publications	0	0	0	0
23 Other expenses (attach schedule)	0	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	96,197	66,292	0	29,905
25 Contributions, gifts, grants paid	690,000			690,000
26 Total expenses and disbursements. Add lines 24 and 25	786,197	66,292	0	719,905
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-131,325			
b Net investment income (if negative, enter -0-)		477,952		
c Adjusted net income (if negative, enter -0-)			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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	0	0	0
	2 Savings and temporary cash investments . . . . .	289,778	134,294	134,294
	3 Accounts receivable ▶ . . . . .	0		
	Less allowance for doubtful accounts ▶ . . . . .	0	0	0
	4 Pledges receivable ▶ . . . . .	0		
	Less allowance for doubtful accounts ▶ . . . . .	0	0	0
	5 Grants receivable . . . . .	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .	0		
	Less allowance for doubtful accounts ▶ . . . . .	0	0	0
	8 Inventories for sale or use . . . . .	0	0	0
	9 Prepaid expenses and deferred charges . . . . .	0	0	0
	10 a Investments - U S and state government obligations (attach schedule) . . . . .	0	0	0
	b Investments - corporate stock (attach schedule) <u>STMT 3</u> . . . . .	12,376,952	12,598,716	14,532,679
	c Investments - corporate bonds (attach schedule) . . . . .	0	0	0
	11 Investments - land, buildings, and equipment basis . . . . .	0		
Less accumulated depreciation (attach schedule) ▶ . . . . .	0	0	0	
12 Investments - mortgage loans . . . . .	0	0	0	
13 Investments - other (attach schedule) . . . . .	0	0	0	
14 Land, buildings, and equipment basis . . . . .	0			
Less accumulated depreciation (attach schedule) ▶ . . . . .	0	0	0	
15 Other assets (describe ▶ <u>None</u> . . . . .)	0	0	0	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	12,666,730	12,733,010	14,666,973	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	0	0	
	18 Grants payable . . . . .	0	0	
	19 Deferred revenue . . . . .	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .	0	0	
	21 Mortgages and other notes payable (attach schedule) . . . . .	0	0	
	22 Other liabilities (describe ▶ . . . . .)	0	0	
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	12,666,730	12,733,010	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	0	0	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	12,666,730	12,733,010	
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	12,666,730	12,733,010		

**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) . . . . .	<b>1</b>	12,666,730
2 Enter amount from Part I, line 27a . . . . .	<b>2</b>	-131,325
3 Other increases not included in line 2 (itemize) ▶ <u>Capital Gains</u> . . . . .	<b>3</b>	197,605
4 Add lines 1, 2, and 3 . . . . .	<b>4</b>	12,733,010
5 Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	0
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	12,733,010

**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 See attached Statement 4					
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)
a 2,269,567	0	2,071,962	197,605
b			0
c			0
d			0
e			0

  

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a 0	0	0	197,605
b		0	0
c		0	0
d		0	0
e		0	0

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2 197,605         </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3 0         </div> </div>

**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	540,483	6,896,097	0.0784
2010	36,191	4,263,307	0.0085
2009	146,319	1,663,937	0.0879
2008	69,991	1,360,557	0.0514
2007	59,000	1,962,826	0.0301

  

2 Total of line 1, column (d)	2 0.2563
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 0.0513
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 14,425,827
5 Multiply line 4 by line 3	5 740,045
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 4,780
7 Add lines 5 and 6	7 744,825
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	8 719,905

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

1 a 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	9,559
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) . . . . .			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2 . . . . .		3	9,559
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	9,559
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	3,683	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	0	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	0	
d Backup withholding erroneously withheld . . . . .	6d	0	
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	3,683	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	0	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	5,876	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	0	
11 Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> . . . . .	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
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? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>Tennessee</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

**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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ <u>Richard F. Warren, Jr.</u> Telephone no ▶ <u>615-252-2337</u> Located at ▶ <u>1600 Division Street, Suite 700, Nashville, TN</u> ZIP+4 ▶ <u>37203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> 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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

**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		
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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	
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? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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 ▶		
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) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc. organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 (see instructions).

(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
Thomas Baker 1504 17th Avenue, Nashville, TN 37121	Dir./Treas. 1	0	0	0
Richard F. Warren, Jr. 1600 Division Street, Suite 700, Nashville, TN	Dir./Pres. 1	0	0	0
Barbara Kimmins 1600 Division Street, Suite 700, Nashville, TN	Dir./Sec. 1	0	0	0

**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 ☐ 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 (see instructions). 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 The sole charitable activity of the Foundation during the tax year was the identification of charitable organizations to which grants are to be made.	0
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None.	
2	0
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . .	0

Form 990-PF (2012)



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	14,496,744
<b>b</b>	Average of monthly cash balances	<b>1b</b>	148,766
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	14,645,510
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	14,645,510
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	219,683
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	14,425,827
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	721,291

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	721,291
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	9,559
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,559
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	711,732
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	711,732
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	711,732

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	719,905
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	719,905
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	719,905

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				711,732
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____ . . . . .		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	0			
<b>b</b> From 2008 . . . . .	0			
<b>c</b> From 2009 . . . . .	0			
<b>d</b> From 2010 . . . . .	0			
<b>e</b> From 2011 . . . . .	60,525			
<b>f</b> Total of lines 3a through e . . . . .	60,525			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 719,905				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	0			
<b>d</b> Applied to 2012 distributable amount . . . . .				711,732
<b>e</b> Remaining amount distributed out of corpus . . . . .	8,173			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	68,698			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	68,698			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	0			
<b>b</b> Excess from 2009 . . . . .	0			
<b>c</b> Excess from 2010 . . . . .	0			
<b>d</b> Excess from 2011 . . . . .	60,525			
<b>e</b> Excess from 2012 . . . . .	8,173			

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

**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 . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

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 . . . . .

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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) )

Jeanette Travis, Deceased, January 2010

**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

Richard F. Warren, Jr., 1600 Division Street, Suite 700, Nashville, TN 37203

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

Grant requests should be made by letter.

**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

The Foundation does not limit grants, however, it is primarily interested in promoting nursing.

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b> Belmont University St. Thomas Foundation Tennessee Tech University Nashville Public Television UT Foundation Lipscomb University Middle Tennessee Council of the Boy Scouts Magdalene House			Nursing Scholarships Nursing education Nursing school Unrestricted Nursing Scholarships Nursing Scholarships Venture scout program  Unrestricted	250,000 150,000 50,000 100,000 50,000 30,000 10,000  50,000
<b>Total</b>			<b>3a</b>	690,000
<b>b Approved for future payment</b> None.				0
<b>Total</b>			<b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments			14	2,117	
4 Dividends and interest from securities . . . . .			14	344,522	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e) . . . . .		0		346,639	0
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					346,639

(See worksheet in line 13 instructions to verify calculations)

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

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

▼ The Foundation has no exempt function income from its activities, only passive income.

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

**b** If "Yes," complete the following schedule

[illegible]

**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.

Finch & Wane

10 | 22 | 13

Director/President

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

PTIN

Brian S. Shelton

Firm's name ► Bradley Arant Boult Cummings LLP

Firm's EIN ▶ 63-0243316

Firm's address ► 1600 Division Street, Suite 700  
Nashville, TN 37203

Phone no 615-252-2313

## Schedule of Contributors

OMB No 1545-0047

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

**2012**

Name of the organization

Employer identification number

Jeanette Travis Foundation

71-0907506

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 organization

Employer identification number

Jeanette Travis Foundation

71-0907506

**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
1	Anthony Anglin, Jr Charitable Lead Trust 1600 Division Street, Suite 700 Nashville, TN 37203	\$ 5,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Kimberly Anglin Charitable Lead Trust 1600 Division Street, Suite 700 Nashville, TN 37203	\$ 5,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Jeanette Travis (Deceased) 1600 Division Street, Suite 700 Nashville, TN 37203	\$ 298,233	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

Jeanette Travis Foundation

71-0907506

**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
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

Jeanette Travis Foundation

71-0907506

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

**The Jeanette Travis Foundation**

**EIN: 71-0907506**

**Form 990-PF**

**FYE: 12-31-2012**

**STATEMENT 1**

**Part I. Line 16(a). Legal Fees.**

Legal fees totaling \$28,904.60 were paid to the law firm of Bradley Arant Boult Cummings LLP in Nashville, Tennessee for professional services rendered in connection with the Foundation. These services include maintaining the Foundation's corporate books and financial records; periodic researching of applicable state and federal laws and regulations governing private foundations; numerous office and telephone conferences throughout the year; and preparation of the Form 990-PF for the Foundation's year ended December 31, 2012.

**The Jeanette Travis Foundation**

**EIN: 71-0907506**

**Form 990-PF**

**FYE: 12-31-2012**

**STATEMENT 2**

**Part I, Line 16(c). Other Professional Fees.**

Brokerage commissions and fees totaling \$63,792.18 were paid to Capital Wealth Advisors for professional services rendered in connection with the Foundation's investments.

**The Jeanette Travis Foundation**

**EIN: 71-0907506**

**Form 990-PF**

**FYE: 12-31-2012**

**STATEMENT 3**

Part II, Line 10(b). Investments / Corporate Stock.

See attached

BOOK VALUE OF SECURITIES	STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD	CUMULATIVE NUMBER OF SHARES	CUMULATIVE BOOK VALUE
IBM Company (MMM)		825	\$ 64,022.60	\$ 77.66		825,000	\$ 64,022.60
IBM Company (MMM)		1,000,000	\$ 87,771.70	\$ 87.77		1,000,000	\$ 87,771.70
IBM Company (MMM)		500,000	\$ 40,402.95	\$ 80.81		500,000	\$ 40,402.95
SUBTOTAL		3,255,000	\$ 192,247.25			3,255,000	\$ 192,247.25
American Electric Power Co.		1,000,000	\$ 106,837.50	\$ 106.84		1,000,000	\$ 106,837.50
Apple Inc. (AAPL)		325,000	\$ 226,997.42	\$ 69.84		325,000	\$ 226,997.42
Bank of America (BAC)		4,250	\$ 63,636.63	\$ 14.97		4,250	\$ 63,636.63
Bank of America (BAC)		5,000	\$ 36,865.95	\$ 7.37		5,000	\$ 36,865.95
Bank of America (BAC)		1,150	\$ 10,425.34	\$ 9.07		1,150	\$ 10,425.34
Bank of America (BAC)		4,000	\$ 35,017.95	\$ 8.75		4,000	\$ 35,017.95
SUBTOTAL		15,000	\$ 145,945.87			15,000	\$ 145,945.87
BP PLC (BP)		2,000	\$ 92,609.75	\$ 46.35		2,000	\$ 92,609.75
BP PLC (BP)		3,100	\$ 138,742.44	\$ 44.76		3,100	\$ 138,742.44
SUBTOTAL		5,100	\$ 231,352.19			5,100	\$ 231,352.19
Bearing Company (BA)		1,000	\$ 73,174.15	\$ 73.17		1,000	\$ 73,174.15
British Airways (BAW)		2,825	\$ 63,577.63	\$ 22.51		2,825	\$ 63,577.63
British Airways (BAW)		2,000,000	\$ 50,154.25	\$ 25.08		2,000,000	\$ 50,154.25
British Airways (BAW)		1,500,000	\$ 17,864.95	\$ 11.91		1,500,000	\$ 17,864.95
SUBTOTAL		5,325,000	\$ 131,296.95			5,325,000	\$ 131,296.95
Caterpillar Inc.		150,000	\$ 43,226.11	\$ 28.82		150,000	\$ 43,226.11
Caterpillar Inc.		500,000	\$ 55,928.20	\$ 111.85		500,000	\$ 55,928.20
Caterpillar Inc.		1,500,000	\$ 143,140.15	\$ 95.43		1,500,000	\$ 143,140.15
SUBTOTAL		2,500,000	\$ 239,194.45			2,500,000	\$ 239,194.45
Chubb Group (CVX)		900	\$ 64,690.15	\$ 71.88		900	\$ 64,690.15
Chubb Group		\$ 100,000	\$ 407,375.25	\$ 79.98		\$ 100,000	\$ 407,375.25
SUBTOTAL		6,000,000	\$ 472,065.40			6,000,000	\$ 472,065.40
Cisco Systems (CSCO)		10,000,000	\$ 191,408.95	\$ 19.14		10,000,000	\$ 191,408.95
Citigroup (C)		1,260	\$ 64,067.95	\$ 50.84		1,260	\$ 64,067.95
Citigroup (C)		500	\$ 15,617.95	\$ 31.24		500	\$ 15,617.95
Citigroup (C)		950	\$ 37,495.45	\$ 39.47		950	\$ 37,495.45
Citigroup (C)		800	\$ 26,203.15	\$ 32.75		800	\$ 26,203.15
SUBTOTAL		4,000	\$ 143,374.50			4,000	\$ 143,374.50
Coastal Company (KCO)		1,275	\$ 32,112.70	\$ 25.19		1,275	\$ 32,112.70
Coastal Company (KCO)		1,000,000	\$ 32,998.45	\$ 32.99		1,000,000	\$ 32,998.45
Coastal Company (KCO)		900,000	\$ 30,715.95	\$ 34.13		900,000	\$ 30,715.95
Coastal Company (KCO)		1,425,000	\$ 101,565.32	\$ 71.27		1,425,000	\$ 101,565.32
SUBTOTAL		6,750	\$ 197,392.42			6,750	\$ 197,392.42
Comcast (CMST)		2,000,000	\$ 77,660.95	\$ 38.83		2,000,000	\$ 77,660.95
Comcast (CMST)		975,000	\$ 60,202.71	\$ 61.75		975,000	\$ 60,202.71
Comcast (CMST)		1,025	\$ 63,432.04	\$ 61.85		1,025	\$ 63,432.04
SUBTOTAL		3,995,000	\$ 197,295.70			3,995,000	\$ 197,295.70
Comcast (CMST)		1,500	\$ 46,641.81	\$ 31.09		1,500	\$ 46,641.81
Comcast (CMST)		600	\$ 15,249.54	\$ 25.41		600	\$ 15,249.54
Comcast (CMST)		1,000,000	\$ 46,802.74	\$ 46.80		1,000,000	\$ 46,802.74
SUBTOTAL		2,900,000	\$ 128,794.09			2,900,000	\$ 128,794.09
Conoco Phillips (COP)		2,500,000	\$ 304,092.20	\$ 121.64		2,500,000	\$ 304,092.20
Conoco Phillips (COP)		2,500,000	\$ 22,597.33	\$ 9.04		2,500,000	\$ 22,597.33
Conoco Phillips (COP)		400,000	\$ 35,824.56	\$ 89.56		400,000	\$ 35,824.56
Conoco Phillips (COP)		2,500,000	\$ 180,642.95	\$ 72.66		2,500,000	\$ 180,642.95
SUBTOTAL		11,500,000	\$ 247,965.23			11,500,000	\$ 247,965.23
Domestic Resources Inc. (DRI)		1,675	\$ 64,230.58	\$ 38.35		1,675	\$ 64,230.58
Dow Chemical Co.		10,000,000	\$ 109,637.50	\$ 10.96		10,000,000	\$ 109,637.50
IBM Corp. (IBM)		\$ 500,000	\$ 137,167.40	\$ 27.44		\$ 500,000	\$ 137,167.40

BOOK VALUE OF STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD	CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Quintus Inc. (QIX)	100	\$ 8,645.46	\$ 86.45		100,000	\$ 8,645.46
Quintus Inc. (QIX)	400,000	\$ 34,881.01	\$ 87.20		400,000	\$ 34,881.01
Quintus Inc. (QIX)	500,000	\$ 46,107.90	\$ 92.22		500,000	\$ 46,107.90
Quintus Inc. (QIX)	500,000	\$ 100,601.05	\$ 201.20		500,000	\$ 100,601.05
<b>SUBTOTAL</b>	<b>1,500</b>	<b>\$ 210,235.42</b>			<b>1,500</b>	<b>\$ 210,235.42</b>
Liberty Broadband Corp. (LBR)	5,500	\$ 61,853.70	\$ 11.25		5,500	\$ 61,853.70
Liberty Broadband Corp. (LBR)	5,500	\$ 6,821.15	\$ 1.24		5,500	\$ 6,821.15
<b>SUBTOTAL</b>	<b>11,000</b>	<b>\$ 68,674.85</b>			<b>11,000</b>	<b>\$ 68,674.85</b>
Everett Communications Corp. (ETC)	800	\$ 4,143.91	\$ 5.18		800	\$ 4,143.91
General Electric	10,000,000	\$ 16,950.00	\$ 0.0017		10,000,000	\$ 16,950.00
<b>SUBTOTAL</b>	<b>10,800,000</b>	<b>\$ 21,093.91</b>			<b>10,800,000</b>	<b>\$ 21,093.91</b>
Intel	1,325	\$ 7,581.25	\$ 5.72		1,325	\$ 7,581.25
Intel	1,440	\$ 15,925.15	\$ 11.06		1,440	\$ 15,925.15
Intel	900,000	\$ 12,613.60	\$ 0.014		900,000	\$ 12,613.60
Intel	200,000	\$ 19,125.95	\$ 95.63		200,000	\$ 19,125.95
<b>SUBTOTAL</b>	<b>3,965,000</b>	<b>\$ 45,246.95</b>			<b>3,965,000</b>	<b>\$ 45,246.95</b>
Intel	7,500,000	\$ 12,613.60	\$ 0.0017		7,500,000	\$ 12,613.60
Intel	2,400,000	\$ 2,400.00	\$ 0.001		2,400,000	\$ 2,400.00
<b>SUBTOTAL</b>	<b>9,900,000</b>	<b>\$ 15,013.60</b>			<b>9,900,000</b>	<b>\$ 15,013.60</b>
Immunovax Surgical Inc.	300,000	\$ 17,121.25	\$ 57.07		300,000	\$ 17,121.25
Johnson & Johnson (JNJ)	1,025	\$ 61,206.95	\$ 59.79		1,025	\$ 61,206.95
Johnson & Johnson (JNJ)	575,000	\$ 36,893.44	\$ 64.16		575,000	\$ 36,893.44
Johnson & Johnson	200,000	\$ 12,311.95	\$ 61.56		200,000	\$ 12,311.95
<b>SUBTOTAL</b>	<b>1,800,000</b>	<b>\$ 111,078.11</b>			<b>1,800,000</b>	<b>\$ 111,078.11</b>
JP Morgan & Chase Co. (JPM)	1,700	\$ 61,591.55	\$ 36.23		1,700	\$ 61,591.55
Kimberly-Clark Corp. (KMB)	1,000	\$ 61,591.55	\$ 61.59		1,000	\$ 61,591.55
Kimberly-Clark	600,000	\$ 47,206.20	\$ 78.68		600,000	\$ 47,206.20
Kimberly-Clark	1,200,000	\$ 51,305.95	\$ 42.75		1,200,000	\$ 51,305.95
<b>SUBTOTAL</b>	<b>2,850,000</b>	<b>\$ 160,193.30</b>			<b>2,850,000</b>	<b>\$ 160,193.30</b>
Lauder Inc. (LDR)	650	\$ 38,540.92	\$ 59.29		650	\$ 38,540.92
Lauder Inc.	1,500,000	\$ 89,957.05	\$ 59.97		1,500,000	\$ 89,957.05
Lauder Inc.	1,000,000	\$ 96,976.85	\$ 96.98		1,000,000	\$ 96,976.85
<b>SUBTOTAL</b>	<b>3,150,000</b>	<b>\$ 225,474.82</b>			<b>3,150,000</b>	<b>\$ 225,474.82</b>
Level 3 Communications (LVLT)	5,000,000	\$ 111,767.35	\$ 22.35		5,000,000	\$ 111,767.35
Level 3 Communications (LVLT)	5,000,000	\$ 117,249.45	\$ 23.45		5,000,000	\$ 117,249.45
<b>SUBTOTAL</b>	<b>10,000,000</b>	<b>\$ 229,016.80</b>			<b>10,000,000</b>	<b>\$ 229,016.80</b>
Lockheed Martin	212,000	\$ 15,986.92	\$ 75.37		212,000	\$ 15,986.92
Lockheed Martin	1,500,000	\$ 81,927.95	\$ 54.62		1,500,000	\$ 81,927.95
<b>SUBTOTAL</b>	<b>1,712,000</b>	<b>\$ 97,914.87</b>			<b>1,712,000</b>	<b>\$ 97,914.87</b>
Mikao Surgical Corp.	4,000,000	\$ 42,263.15	\$ 10.57		4,000,000	\$ 42,263.15
Mikao Surgical Corp.	2,000,000	\$ 17,611.35	\$ 8.81		2,000,000	\$ 17,611.35
Mikao Surgical Corp.	3,000,000	\$ 25,700.55	\$ 8.57		3,000,000	\$ 25,700.55
<b>SUBTOTAL</b>	<b>9,000,000</b>	<b>\$ 85,575.05</b>			<b>9,000,000</b>	<b>\$ 85,575.05</b>
McDonald's Corp.	2,500,000	\$ 171,525.66	\$ 68.61		2,500,000	\$ 171,525.66
McDonald's Corp.	900,000	\$ 67,012.66	\$ 74.46		900,000	\$ 67,012.66
<b>SUBTOTAL</b>	<b>3,400,000</b>	<b>\$ 238,538.32</b>			<b>3,400,000</b>	<b>\$ 238,538.32</b>
Merck & Company (MRK)	2,000	\$ 61,955.00	\$ 30.98		2,000	\$ 61,955.00
Merck & Company (MRK)	6,000	\$ 217,072.28	\$ 36.18		6,000	\$ 217,072.28
<b>SUBTOTAL</b>	<b>8,000</b>	<b>\$ 279,027.28</b>			<b>8,000</b>	<b>\$ 279,027.28</b>

BOOK VALUE OF SECURITIES									
STOCK									
	INITIAL NUMBER R C	INITIAL PRICE VAL	INITIAL BASIS P R	INITIAL BASIS P R	INITIAL BASIS P R	INITIAL BASIS P R	INITIAL BASIS P R	INITIAL BASIS P R	INITIAL BASIS P R
Microsoft (MSFT)	5,350	\$ 63,404.55	\$ 28.58	\$ 28.58	\$ 28.58	\$ 28.58	\$ 28.58	\$ 28.58	\$ 28.58
Microsoft (MSFT)	5,350	\$ 130,813.35	\$ 27.08	\$ 27.08	\$ 27.08	\$ 27.08	\$ 27.08	\$ 27.08	\$ 27.08
SUBTOTAL	7,700	\$ 201,772.40							
MetaCorp Inc. (META)	7,700	\$ 27,660.75	\$ 3.60	\$ 3.60	\$ 3.60	\$ 3.60	\$ 3.60	\$ 3.60	\$ 3.60
MetaCorp Inc. (META)	7,700	\$ 5,317.65	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69
MetaCorp Inc. (META)	7,700	\$ 4,473.52	\$ 0.58	\$ 0.58	\$ 0.58	\$ 0.58	\$ 0.58	\$ 0.58	\$ 0.58
SUBTOTAL	10,000	\$ 22,744.92							
Monetta Company (MONT)	100	\$ 511.22	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11
Monetta Company (MONT)	100	\$ 511.22	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11	\$ 5.11
Monetta Company (MONT)	100	\$ 40,210.64	\$ 402.11	\$ 402.11	\$ 402.11	\$ 402.11	\$ 402.11	\$ 402.11	\$ 402.11
Monetta Company (MONT)	100	\$ 41,901.05	\$ 419.01	\$ 419.01	\$ 419.01	\$ 419.01	\$ 419.01	\$ 419.01	\$ 419.01
SUBTOTAL	1,000	\$ 95,337.02							
National Health Ins. Inc. (NHI)	1,715	\$ 61,132.54	\$ 35.65	\$ 35.65	\$ 35.65	\$ 35.65	\$ 35.65	\$ 35.65	\$ 35.65
Nestle A. Sporewood ADR (N-SPRG)	1,000	\$ 62,920.95	\$ 62.92	\$ 62.92	\$ 62.92	\$ 62.92	\$ 62.92	\$ 62.92	\$ 62.92
Nextera Energy Inc. (NEX)	1,300	\$ 65,040.82	\$ 50.03	\$ 50.03	\$ 50.03	\$ 50.03	\$ 50.03	\$ 50.03	\$ 50.03
Nextera Energy Inc. (NEX)	1,300	\$ 279,246.40	\$ 214.81	\$ 214.81	\$ 214.81	\$ 214.81	\$ 214.81	\$ 214.81	\$ 214.81
SUBTOTAL	6,000	\$ 313,546.82							
Oracle (ORCL)	100	\$ 2,809.91	\$ 28.10	\$ 28.10	\$ 28.10	\$ 28.10	\$ 28.10	\$ 28.10	\$ 28.10
Oracle (ORCL)	100	\$ 141,606.60	\$ 1,416.07	\$ 1,416.07	\$ 1,416.07	\$ 1,416.07	\$ 1,416.07	\$ 1,416.07	\$ 1,416.07
Oracle (ORCL)	100	\$ 68,466.35	\$ 684.66	\$ 684.66	\$ 684.66	\$ 684.66	\$ 684.66	\$ 684.66	\$ 684.66
Oracle (ORCL)	100	\$ 222,521.41	\$ 2,225.21	\$ 2,225.21	\$ 2,225.21	\$ 2,225.21	\$ 2,225.21	\$ 2,225.21	\$ 2,225.21
SUBTOTAL	1,000	\$ 63,913.58							
Panasonic Corp. (PANA)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Panasonic Corp. (PANA)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Panasonic Corp. (PANA)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
SUBTOTAL	1,000	\$ 63,913.58							
Phillips 66	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Praxair & Cummins (PRAX)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Praxair & Cummins (PRAX)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Praxair & Cummins (PRAX)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
SUBTOTAL	1,000	\$ 63,913.58							
Southern Company (SO)	1,965	\$ 63,913.58	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57
Southern Company (SO)	1,965	\$ 63,913.58	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57
Southern Company (SO)	1,965	\$ 63,913.58	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57	\$ 32.57
SUBTOTAL	1,965	\$ 63,913.58							
Starbucks (SBUX)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Starbucks (SBUX)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Starbucks (SBUX)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
SUBTOTAL	1,000	\$ 63,913.58							
Sumitomo Bank	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
United Technologies Corp.	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Verizon Communications Inc. (VZ)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Verizon Communications Inc. (VZ)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Verizon Communications Inc. (VZ)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
SUBTOTAL	1,000	\$ 63,913.58							
Wells Fargo & Co. New (WFC)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Wells Fargo & Co. New (WFC)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Wells Fargo & Co. New (WFC)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
SUBTOTAL	1,000	\$ 63,913.58							
Williams Gas Inc.	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
WPA Energy, Inc.	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Yahoo Inc. (YHOO)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
Yum Brands Inc. (YUM)	1,000	\$ 63,913.58	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91	\$ 63.91
SUBTOTAL STOCKS	17,000	\$ 1,111,710.84							
SUBTOTAL STOCKS	17,000	\$ 1,111,710.84							



BOOK VALUE OF SECURITIES		STOCK		INITIAL BALANCE PER SHARE		SHARES SOLD		CURRENT NUMBER OF SHARES		CURRENT BOOK VALUE	
BONDS		INITIAL BALANCE		INITIAL BALANCE PER SHARE		SHARES SOLD		CURRENT NUMBER OF SHARES		CURRENT BOOK VALUE	
Johnson Corp. 10% Bond		15,000,000		101				15,000,000		15,000,000	
<b>SUBTOTAL BONDS</b>										15,000,000	
OTHER											
First Trust Advant. eq.		5,000		171.43				5,000		5,000	
First Trust Divid. 10% Monthly		90,000		70.89				90,000		90,000	
First Trust Divid. 10% Semi Annual		71,000		70.89				71,000		71,000	
First Trust Silver Bond		2,300,000		28.30				2,300,000		2,300,000	
<b>SUBTOTAL OTHER</b>										5,461,000	
<b>MUTUAL FUNDS</b>											
American Mutual Fund Inc. Class L (AMFLX)		5,165,375		25.36				5,165,375		5,165,375	
American Mutual Fund Inc. Class F (AMFLX)		29,955		25.51				29,955		29,955	
<b>SUBTOTAL</b>		5,195,330						5,195,330		5,195,330	
American Balanced Fund Inc. C/F (BALFX)		187,207		17.80				187,207		187,207	
American Balanced Fund Inc. C/F (BALFX)		72,010,171		16.37				72,010,171		72,010,171	
American Balanced Fund Inc. C/F (BALFX)		555,547		19.65				555,547		555,547	
American Balanced Fund Inc. C/F (BALFX)		286,707		18.96				286,707		286,707	
American Balanced Fund Inc. C/F (BALFX)		332,071		20.12				332,071		332,071	
American Balanced Fund Inc. C/F (BALFX)		232,205		20.55				232,205		232,205	
American Balanced Fund Inc. C/F (BALFX)		40,000		18.26				40,000		40,000	
<b>SUBTOTAL</b>		74,381,295						74,381,295		74,381,295	
Nation Investment Funds Inc. First Growth Fund (NIGFX)		2,664,400		31.12				2,664,400		2,664,400	
Nation Investment Funds Inc. First Growth Fund (NIGFX)		11,046		49.15				11,046		11,046	
Nation Investment Funds Inc. First Growth Fund (NIGFX)		278,157		53.46				278,157		278,157	
<b>SUBTOTAL</b>		2,953,603						2,953,603		2,953,603	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		4,125,590		31.77				4,125,590		4,125,590	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		9,031		31.65				9,031		9,031	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		17,613		29.86				17,613		17,613	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		28,957		30.75				28,957		28,957	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		24,447		33.06				24,447		24,447	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		16,719		31.18				16,719		16,719	
Calamos Invest. Fr. Net. Growth & Income (CINFX)		4,006		33.61				4,006		4,006	
<b>SUBTOTAL</b>		4,238,403						4,238,403		4,238,403	
Capital Income Builder		20,470,796		48.64				20,470,796		20,470,796	
DFA Invest Dimensions (DINFX)		3,808,991		21.52				3,808,991		3,808,991	
DFA Invest Dimensions (DINFX)		55,707		22.29				55,707		55,707	
DFA Invest Dimensions (DINFX)		12,645		22.29				12,645		12,645	
DFA Invest Dimensions (DINFX)		11,112		24.07				11,112		11,112	
DFA Invest Dimensions (DINFX)		5,935		26.86				5,935		5,935	
<b>SUBTOTAL</b>		3,894,302						3,894,302		3,894,302	
DFA Invest Dimensions Emerging Markets (DIEFX)		3,004,190		26.56				3,004,190		3,004,190	
DFA Invest Dimensions Emerging Markets (DIEFX)		46,786		55.86				46,786		46,786	
DFA Invest Dimensions Emerging Markets (DIEFX)		25,366		55.86				25,366		25,366	
DFA Invest Dimensions Emerging Markets (DIEFX)		17,337		23.50				17,337		17,337	
<b>SUBTOTAL</b>		3,105,679						3,105,679		3,105,679	
Dodge & Cox Inc. Fd (DODFX)		22,744,901		13.19				22,744,901		22,744,901	
Fidelity Floating Rate High Income Fund (FHRFX)		10,747,614		9.55				10,747,614		10,747,614	
<b>Fundamental Investors</b>											
Fundamental Investors		28,171,100		33.45				28,171,100		28,171,100	
Fundamental Investors		3,562,651		46.79				3,562,651		3,562,651	
Fundamental Investors		10,803		38.75				10,803		10,803	
Fundamental Investors		11,134		37.65				11,134		11,134	
Fundamental Investors		12,931		33.07				12,931		12,931	
Fundamental Investors		231,517		34.06				231,517		231,517	
Fundamental Investors		99,200		39.39				99,200		99,200	
Fundamental Investors		111,389		40.51				111,389		111,389	
Fundamental Investors		98,984		40.66				98,984		98,984	
<b>SUBTOTAL</b>		214,465		40.95				214,465		214,465	
<b>SUBTOTAL</b>		12,526,165						12,526,165		12,526,165	

BOOK VALUE OF SECURITIES	STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD	CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Janet Asset Inst FROAK(X)		6,800,120	131,084.95	19.19	68,000	6,732,120	130,804.95
Janet Asset Inst FROAK(X)		53,381	857.86	16.07	53,381	53,381	857.86
SUBTOTAL		6,853,501	131,942.81		68,053	6,785,501	130,662.81
JP Morgan Small Cap Value Selct (CL) (P20PX)		5,075,994	106,368.41	20.87	50,759	5,025,235	106,188.41
JP Morgan Small Cap Value Selct (CL) (P20PX)		19,837	424.14	21.37	19,837	19,837	424.14
SUBTOTAL		5,095,831	106,792.55		70,596	5,045,072	106,612.55
JP Morgan Inst Income Builder Fund		7,524,094	70,590.95	9.38	75,240	7,448,854	69,838.95
JP Morgan Inst II Income Fund		26,551,119	240,070.07	9.04	265,511	26,285,608	239,805.07
JP Morgan Inst III Income Fund		70,917	663.78	9.36	70,917	70,917	663.78
JP Morgan Inst II Income Fund		13,642	111.81	8.19	13,642	13,642	111.81
JP Morgan Inst III Income Fund		52,408	520.46	9.95	52,408	52,408	520.46
JP Morgan Inst II Income Fund		68,497	608.69	8.89	68,497	68,497	608.69
JP Morgan Inst III Income Fund		24,374	249.10	10.22	24,374	24,374	249.10
JP Morgan Inst II Income Fund		64,280	618.37	9.62	64,280	64,280	618.37
JP Morgan Inst III Income Fund		62,693	624.12	9.96	62,693	62,693	624.12
JP Morgan Inst II Income Fund		12,551	127.64	10.16	12,551	12,551	127.64
JP Morgan Inst III Income Fund		62,051	638.55	10.29	62,051	62,051	638.55
JP Morgan Inst II Income Fund		35,489	379.31	10.44	35,489	35,489	379.31
JP Morgan Inst III Income Fund		34,089	360.12	10.59	34,089	34,089	360.12
JP Morgan Inst II Income Fund		66,780	690.52	10.40	66,780	66,780	690.52
JP Morgan Inst III Income Fund		190,986	1,558.86	10.33	190,986	190,986	1,558.86
JP Morgan Inst II Income Fund		41,505	429.07	10.33	41,505	41,505	429.07
SUBTOTAL		31,855,514	318,518.45		318,514	31,537,000	317,227.45
JP Morgan Inst II Long Cap Growth Fund (CL) (P20PX)		5,511,085	160,628.72	29.15	55,110	5,455,975	160,277.72
JP Morgan Inst III Long Cap Growth Fund (CL) (P20PX)		10,085	268.82	21.29	10,085	10,085	268.82
SUBTOTAL		5,521,170	160,897.54		65,195	5,466,060	160,546.54
United Asset Management Lqu (U) (P20PX)		27,458,209	200,000.00	7.29	274,582	27,183,627	199,254.71
United Asset Management Lqu (U) (P20PX)		10,012,982	151,042.92	15.09	100,129	10,012,982	151,042.92
United Asset Management Lqu (U) (P20PX)		270,708	2,684.45	11.52	2,707	270,708	2,684.45
United Asset Management Lqu (U) (P20PX)		19,770	227.29	11.52	19,770	19,770	227.29
SUBTOTAL		37,241,869	353,955.66		372,418	36,916,086	353,159.37
United Asset Inst II Short Duration Income Fund (CL) (P20PX)		218,818,381	1,000,000.00	4.57	2,188,183	216,630,198	999,811.72
United Asset Inst III Short Duration Income Fund (CL) (P20PX)		1,203,540	5,516.10	4.60	12,035	1,191,505	5,494.00
SUBTOTAL		220,021,921	1,005,516.10		2,200,218	217,821,703	994,325.72
Mathews International Funds Pacific Tiger (MAPT(X))		7,119,838	166,372.95	23.30	71,198	7,048,640	166,114.95
New Perspective Fd Inc		23,714,999	576,858.08	24.32	237,149	23,477,800	576,580.08
New Perspective Fund Inc (NPT(X))		2,115,724	65,549.95	28.31	21,157	2,094,567	65,431.95
New Perspective Fund Inc (NPT(X))		280,477	7,112.03	26.07	2,804	277,673	7,085.03
New Perspective Fund Inc (NPT(X))		272,998	8,438.00	30.92	2,729	270,269	8,407.00
SUBTOTAL		26,884,098	658,136.06		268,840	26,595,248	658,136.06
New World Fd Inc (NWFI(X))		1,326,099	65,419.95	51.46	13,260	1,312,839	65,287.95
Oppenheimer Equity Fund (OAL(X))		5,340,233	135,431.37	25.36	53,402	5,286,831	135,187.37
Oppenheimer Equity Fund (OAL(X))		20,576	531.24	25.83	20,576	20,576	531.24
Oppenheimer Equity Fund (OAL(X))		20,023	276.12	25.02	20,023	20,023	276.12
Oppenheimer Equity Fund (OAL(X))		36,356	516.86	25.17	36,356	36,356	516.86
Oppenheimer Equity Fund (OAL(X))		28,667	1,217.33	25.30	28,667	28,667	1,217.33
SUBTOTAL		5,424,255	138,277.42		54,242	5,365,513	138,074.42
Prime Fd Inc Via CIA (PFIAX)		21,041,475	200,000.00	8.08	210,414	20,831,061	199,785.00
Prime Fd Inc Via CIA (PFIAX)		10,169,452	105,878.95	10.41	101,694	10,067,358	105,684.95
Prime Fd Inc Via CIA (PFIAX)		27,027,027	300,000.00	11.10	270,270	26,756,757	299,730.00
Prime Fd Inc Via CIA (PFIAX)		1,349,449	14,574.05	10.80	13,494	1,336,055	14,439.05
Prime Fd Inc Via CIA (PFIAX)		28,376,476	314,574.05		283,764	28,092,712	314,280.05
SUBTOTAL		12,282,971	137,446.44	11.19	122,829	12,156,971	137,156.44

BOOK VALUE OF SECURITIES	STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL TRANSFER SHARE	SHARES SOLD	CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Fidelity Divd Inc Int (DCRAX)		8,422,495	76,912.33	9.13	8,432,495		0.0001
Fidelity Divd Inc Int (DCRAX)		298,991	2,780.72	9.20	298,991		0.0001
Fidelity Divd Inc Int (DCRAX)		235,292	2,073.09	9.20	235,292		0.0001
Fidelity Divd Inc Int (DCRAX)		11,177,716	100,847.95	9.02	11,177,716		0.0001
Fidelity Divd Inc Int (DCRAX)		1,070,129	9,334.14	8.72	1,070,129		0.0001
Fidelity Divd Inc Int (DCRAX)		11,580,513	8,298.65	8.41	11,580,513		0.0001
SUBTOTAL		22,233,726	209,706.48		22,233,726		0.0001
Empire State Global Bond Fd (TBNX)		10,400,513	141,167.95	13.56	10,400,513		0.0001
Vanguard Midcap Index Fd (VIMSX)		6,409,271	131,084.95	20.45	6,409,271		0.0001
SUBTOTAL							
TOTAL BOOK VALUE OF SECURITIES			\$32,660,677.62				\$11,339,399.53

**The Jeanette Travis Foundation**  
**EIN: 71-0907506**  
**Form 990-PF**  
**FYE: 12-31-2012**

**STATEMENT 4**

**Part IV- Capital Gains and Losses for Tax on Investment Income.**

See attached.

CAPITAL GAINS 2012			SHARES	BASIS	AMOUNT REALIZED	GAIN (LOSS)
American Electric Power Co	2,225 00	\$	79,237.81	\$	85,112.57	\$ 5,874.76
Intel	9,900 00	\$	221,174.90	\$	229,481.67	\$ 8,306.77
Lululemon Athletica Inc	1,000 00	\$	55,971.97	\$	76,652.22	\$ 20,680.25
McDonalds Corp	2,200 00	\$	165,980.43	\$	195,082.03	\$ 29,101.60
Microsoft (MSFT)	7,700 00	\$	204,774.40	\$	203,727.18	\$ (1,047.22)
Monsanto	1,400 00	\$	95,367.03	\$	110,698.07	\$ 15,331.04
Nextera Energy Inc	3,300 00	\$	174,306.00	\$	195,338.95	\$ 21,032.95
Conagra Foods	3,000 00	\$	77,360.95	\$	73,707.79	\$ (3,653.16)
Phillips 66	1,450 00	\$	38,023.32	\$	67,550.68	\$ 29,527.36
WPX Energy, Inc	2,166 67	\$	37,476.19	\$	33,347.35	\$ (4,128.84)
Mint Discount Tr: 5 Monthly	90 00	\$	6,380.10	\$	3,448.80	\$ (2,931.30)
Mint Discount Tr: 5 Semi Annual	71 00	\$	5,033.19	\$	2,720.72	\$ (2,312.47)
American Balanced Fund Inc CLF (BALFX)	23,179 46	\$	379,457.53	\$	449,985.05	\$ 70,527.52
Calamos Growth & Income Class A	4,238 40	\$	134,655.88	\$	140,460.68	\$ 5,804.80
Capital Income Builder Class F	1,939 11	\$	94,318.41	\$	100,000.00	\$ 5,681.59
DFA Invst Dimensions (DI SVX)	3,894 30	\$	85,075.65	\$	98,666.66	\$ 13,591.01
DFA Invst Dimensions Emerging Markets (DIEVA)	3,183 11	\$	85,425.01	\$	84,910.37	\$ (514.64)
Harris Assoc Invst Tr (OAKIX)	6,883 50	\$	131,942.81	\$	118,676.11	\$ (13,266.70)
<b>TOTAL CAPITAL GAINS</b>		\$	<b>2,451,419.12</b>	\$	<b>2,719,551.95</b>	\$ <b>197,605.31</b>