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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation
WILLIAM E. & ROSE MARIE DAVIS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
2391 DAVIS MOUNTAIN LANE

City or town, state, and ZIP code
OMAHA, NE 68112

Room/suite

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 548,781. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
91-1787066

B Telephone number
(402) 455-9035

C If exemption application is pending, check here ☐

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

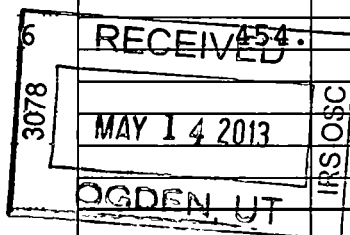
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	2.	2.	2.	STATEMENT 1
4	Dividends and interest from securities	13,724.	13,724.	13,724.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,895.			
b	Gross sales price for all assets on line 6a	43,834.			
7	Capital gain net income (from Part IV, line 2)		9,895.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	23,621.	23,621.	13,726.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	63.	6.	0.	57.
b	Accounting fees STMT 4	1,690.	169.	0.	1,521.
c	Other professional fees STMT 5	7,614.	7,614.	0.	0.
17	Interest				
18	Taxes STMT 6	454.	224.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	9,821.	8,013.	0.	1,578.
25	Contributions, gifts, grants paid	35,640.			35,640.
26	Total expenses and disbursements. Add lines 24 and 25	45,461.	8,013.	0.	37,218.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-21,840.			
b	Net investment income (if negative, enter -0-)		15,608.		
c	Adjusted net income (if negative, enter -0-)			13,726.	

SCANNED MAY 20 2013 Revenue

Operating and Administrative Expenses



Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing		1,927.	1,697.	1,697.
	2	Savings and temporary cash investments		46,427.	40,238.	40,238.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	293,873.	265,451.	339,971.
	c	Investments - corporate bonds	STMT 8	146,839.	159,625.	166,831.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 9	372.	215.	44.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		489,438.	467,226.	548,781.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)	STATEMENT 10	372.	0.	
	23	Total liabilities (add lines 17 through 22)		372.	0.	
Foundations that follow SFAS 117, check here		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		489,066.	467,226.	
	30	Total net assets or fund balances		489,066.	467,226.	
	31	Total liabilities and net assets/fund balances		489,438.	467,226.	

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	489,066.
2	Enter amount from Part I, line 27a	2	-21,840.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	467,226.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	467,226.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 43,834.		33,939.	9,895.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			9,895.

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	9,895.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	0.

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	57,754.	563,792.	.102438
2010	56,249.	570,690.	.098563
2009	68,600.	533,981.	.128469
2008	70,971.	728,361.	.097439
2007	31,388.	889,136.	.035302

2 Total of line 1, column (d)	2	.462211
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	.092442
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	528,599.
5 Multiply line 4 by line 3	5	48,865.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	156.
7 Add lines 5 and 6	7	49,021.
8 Enter qualifying distributions from Part XII, line 4	8	37,218.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	312.
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	312.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	312.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
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		312.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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 Form 990-T 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) <u>NE</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

N/A

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?	13	X	

Website address **N/A**

14 The books are in care of **WILLIAM & ROSE MARIE DAVIS** Telephone no. **(402) 455-9035**
 Located at **2391 DAVIS MOUNTAIN LANE, OMAHA, NE** ZIP+4 **68112-5159**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No**
X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **N/A**

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)? Organizations relying on a current notice regarding disaster assistance check here N/A	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? <input type="checkbox"/>	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 N/A	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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

5a. During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM E. DAVIS	PRESIDENT			
10624 S. EASTERN AVENUE				
HENDERSON, NV 89052	2.00	0.	0.	0.
ROSE MARIE DAVIS	VP/TREASURER			
10624 S. EASTERN AVENUE				
HENDERSON, NV 89052	2.00	0.	0.	0.
HEATHER M. ABBOTT	SECRETARY			
20704 MEREDITH CIRCLE				
ELKHORN, NE 68022	6.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

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	508,426.
b	Average of monthly cash balances	1b	28,223.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	536,649.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	536,649.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,050.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	528,599.
6	Minimum investment return. Enter 5% of line 5	6	26,430.

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	26,430.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	312.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	312.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,118.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,118.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	26,118.

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	37,218.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,218.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	37,218.

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				26,118.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008	34,855.			
c From 2009	42,027.			
d From 2010	28,816.			
e From 2011	29,794.			
f Total of lines 3a through e	135,492.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 37,218.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				26,118.
e Remaining amount distributed out of corpus	11,100.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	146,592.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	146,592.			
10 Analysis of line 9:				
a Excess from 2008	34,855.			
b Excess from 2009	42,027.			
c Excess from 2010	28,816.			
d Excess from 2011	29,794.			
e Excess from 2012	11,100.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NEBRASKA SYNOD OF THE ECLA 4980 SOUTH 118TH STREET, SUITE D OMAHA, NE 68137	NONE	509(A)(1)	RUKA WELL GRANT	20,000.
TRINITY LUTHERAN CHURCH 6340 NORTH 30TH STREET OMAHA, NE 68111	NONE	509(A)(1)	WALK TO LYAMANYAKI GRANT	1,000.
NEBRASKA SYNOD OF THE ECLA 4980 SOUTH 118TH STREET, SUITE D OMAHA, NE 68137	NONE	509(A)(1)	G. MARINGO/B. MARINGO GRANT	4,000.
NEBRASKA SYNOD OF THE ECLA 4980 SOUTH 118TH STREET, SUITE D OMAHA, NE 68137	NONE	509(A)(1)	WE DO MISSION SCHOLARSHIP GRANT	5,000.
TRINITY LUTHERAN CHURCH 6340 NORTH 30TH STREET OMAHA, NE 68111	NONE	509(A)(1)	2012 CAMPERSHIPS	1,640.
Total SEE CONTINUATION SHEET(S) ▶ 3a				35,640.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

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

[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.

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN	
------	--

**Paid
Preparer
Use Only**

LARRY D. TENNISON

Gen. Thomas GA

7/30/13

P00049603

Firm's name ► SEIM JOHNSON, LLP

Firm's EIN ► 47-6097913

Firm's address ► 18081 BURT STREET, SUITE 200
OMAHA, NE 68022-4722

Phone no. (402) 330-2660

Form **990-PF** (2012)

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	ISHS CORE TTL US BD ETF - 14 SHARES	P	08/20/10	09/14/12
b	ISHS MSCI EMG MKT ETF - 74 SHARES	P	08/20/10	09/14/12
c	ISHS S&P 500 GRW IDX ETF - 90 SHARES	P	08/20/10	09/14/12
d	ISHS S&P 500 VAL IDX ETF - 97 SHARES	P	08/20/10	09/14/12
e	ISHS MSCI EAFE INDX ETF - 122 SHARES	P	08/20/10	09/14/12
f	ISHS C&S RLTY MAJORS ETF - 44 SHARES	P	08/20/10	09/14/12
g	ISHS S&P MDCP400 GRW ETF - 32 SHARES	P	08/20/10	09/14/12
h	ISHS S&P MDCP400 VAL ETF - 42 SHARES	P	08/20/10	09/14/12
i	ISHS S&P SMC600 VAL ETF - 44 SHARES	P	08/20/10	09/14/12
j	ISHS S&P SMCP600 GRW ETF - 39 SHARES	P	08/20/10	09/14/12
k	VNGRD UTILITIES ETF - 13 SHARES	P	08/20/10	09/14/12
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,562.		1,518.	44.
b 3,144.		3,018.	126.
c 7,009.		4,962.	2,047.
d 6,514.		4,971.	1,543.
e 6,744.		6,110.	634.
f 3,538.		2,580.	958.
g 3,617.		2,539.	1,078.
h 3,674.		2,745.	929.
i 3,610.		2,476.	1,134.
j 3,367.		2,190.	1,177.
k 1,018.		830.	188.
l 37.			37.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			44.
b			126.
c			2,047.
d			1,543.
e			634.
f			958.
g			1,078.
h			929.
i			1,134.
j			1,177.
k			188.
l			37.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	9,895.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	0.

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)				
TABLE GRACE CAFE 1611 1/2 FARNAM STREET OMAHA, NE 68107	NONE	509(A)(1)	UNDESIGNATED GRANT	1,000.
TRINITY LUTHERAN CHURCH 6340 NORTH 30TH STREET OMAHA, NE 68111	NONE	509(A)(1)	LYAMANYAKI ORPHAN PROGRAM	2,000.
TRINITY LUTHERAN CHURCH 6340 NORTH 30TH STREET OMAHA, NE 68111	NONE	509(A)(1)	LYAMANYAKI VISITOR GRANT	500.
INTERCHURCH MINISTRIES OF NEBRASKA 215 CENTENNIAL MALL SOUTH SUITE 300 LINCOLN, NE 68508	NONE	509(A)(1)	UNDESIGNATED GRANT	500.
Total from continuation sheets				4,000.



THE WILLIAM E. AND ROSE MARIE
DAVIS FOUNDATION

Please fill out the information below and return it to:

The William E. and Rose Marie Davis Foundation

Attention: Heather M. Abbott

2391 Davis Mountain Lane

Omaha, NE 68112

If you have any questions please feel free to call me at (402) 250-3599.

**Applications are reviewed by the board the 1st of January
and the 1st of July.**

PLEASE PRINT

Name of Organization: _____

Address: _____

Phone Number: _____

Is this organization a 501C3: _____ Yes _____ No

Individual Contact: _____ E-Mail: _____

Amount of funds being applied for: _____

Please give a detailed account of the purpose for this application:

Please include the following with this application.

- List of Board Members
- Board Member Retention Rate
- Last Fiscal Years Audit Report
- List of Management team and résumé's of top two leaders
- Give an account of a program, which you are asking funding for, with specific statistics on how that program improved either a specific individual's life or the community itself. Please include the measures and outcomes which were used.

If one of the above is not included, please include explanation as to why.

If you would like to submit any other information or need additional space please attach those papers to the back of this form. Thank you!

Signature _____

Date _____



THE WILLIAM E. AND ROSE MARIE DAVIS FOUNDATION

SCHOLARSHIP APPLICATION

GENERAL

1. Applicants will be graduates of High School or attained a G.E.D.
2. Applicants must be enrolled or in the process of enrolling full time or part time in an accredited institution of higher learning to include university, college, or technical institute, public or private.
3. Applicants must maintain at least a 2.2 cumulative grade point average on a 4.0 scale. Grade transcripts must be provided to the Foundation **EACH SEMSTER.**
4. Mail the Foundation a copy of the bill. Scholarships will be disbursed directly to the educational institution each semester.
5. Renewal applications must be completed before each new school year.

INFORMATION AND INSTRUCTIONS FOR APPLICANTS

1. All completed applications must be mailed to The William E. and Rose Marie Davis Foundation, 2391 Davis Mtn. Lane, Omaha, NE 68112. Deadline: Packets must be postmarked by **May 1st, 2006.**
2. The following items are required for consideration:
 - a. Scholarship Form (See copy attached).
 - b. Grade transcript and results of ACT and/or SAT test.
 - c. Attach a letter of recommendation (must be signed and sealed by personal reference).
 - d. Essay question
3. Interview by a board member(s) of the foundation will take place after items are received and reviewed by the board.

I. PERSONAL DATA

()Mr. ()Ms. _____
NAME (Last) (First) (M.I.)

PERMANENT ADDRESS (Street) (City) (State) (Zipcode)

/ / () - -
 D.O.B. (month, day, year) Area Code Telephone No. Social Security No.

NAME OF PARENT/GUARDIAN _____

PERMANENT MAILING ADDRESS OF PARENT/GUARDIAN (if different from applicant)

Telephone Number of parent/guardian

Please report any unusual family or personal circumstances you believe warrant attention.

II. ACADEMIC DATA

Cumulative High School GPA _____

Class Rank _____ of _____ Percentile _____

Intended College Major _____

PROSPECTIVE COLLEGES:

	<u>School</u>	<u>City</u>	<u>State</u>	<u>Application Status*</u>
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____

For each college to which you have applied complete the attached estimate of costs and expenses.

*Proper responses are "Awaiting Decision", "Approved", or "Declined". Do not abbreviate or respond "N/A".

OTHER AWARDS

Please list below the name and amount of any grants or scholarships that you have been awarded for the coming school year.

<u>Name of Award</u>	<u>Amount</u>
_____	_____
_____	_____
_____	_____

III. INCOME, EXPENSE AND ASSET DATA

Please have your parents attach the following information, if you have income please submit this same information. If your parents are divorced, they each need to submit information.

1. A copy of the first two pages of Federal Income Tax Form 1040 Tax return filed this year (or 1040A or 1040EZ).
2. Sum of cash, savings, checking accounts, bonds, cash value of stocks, certificates of deposits, notes, etc. Parents \$ _____
Applicant \$ _____
3. Total number of family members who will be attending a post-secondary school at least part time during the following school year, including applicant: _____

IV. PERSONAL REFERENCES

Please provide at least three personal references.

1. Name _____
Address _____ Telephone () _____
Relationship _____
2. Name _____
Address _____ Telephone () _____
Relationship _____
3. Name _____
Address _____ Telephone () _____
Relationship _____

V. ESTIMATED COST AND EXPENSES

1. College _____
Tuition per year- _____
Room and Board per year- _____
Total cost per year _____
2. College _____
Tuition per year- _____
Room and Board per year- _____
Total cost per year- _____
3. College _____
Tuition per year- _____
Room and Board per year- _____
Total cost per year- _____

The information provided on this application form is complete and accurate to the best of my knowledge. I understand that misrepresentation of fact would result in the automatic cancellation of my scholarship.

Applicant's Signature

Date Completed

Guardian's Signature

Guardian's Signature

VI. ESSAY

Please type your responses to the following question on a separate sheet. Put your name at the top of the page and attach to your application. Limit your response to 300 words or less.

1. We are interested in your experiences and/or your potential as a leader. Please describe an event during the past 4 years when you took a leadership role, formally (in an elected or appointed leadership role) or informally (your relationship to another person or group). Relate this experience to your educational and career objectives and to your future goals.

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

SOURCE	AMOUNT
AMERIPRISE FINANCIAL	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIPRISE FINANCIAL	13,761.	37.	13,724.
TOTAL TO FM 990-PF, PART I, LN 4	13,761.	37.	13,724.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	63.	6.	0.	57.
TO FM 990-PF, PG 1, LN 16A	63.	6.	0.	57.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,690.	169.	0.	1,521.
TO FORM 990-PF, PG 1, LN 16B	1,690.	169.	0.	1,521.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	7,614.	7,614.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	7,614.	7,614.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	230.	0.	0.	0.	
FOREIGN TAXES	224.	224.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	454.	224.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
AMERIPRISE FINANCIAL	265,451.	339,971.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	265,451.	339,971.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
AMERIPRISE FINANCIAL	159,625.	166,831.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	159,625.	166,831.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERIPRISE FINANCIAL - MUTUAL FUNDS	COST	215.	44.
TOTAL TO FORM 990-PF, PART II, LINE 13		215.	44.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED ACCRUED INTEREST INCOME	372.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	372.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGERWILLIAM E. DAVIS
ROSE MARIE DAVIS