Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , **and ending** JUN 30, 2013

Name of foundation
THE JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION

A Employer identification number
62-1306906

Number and street (or P O box number if mail is not delivered to street address): 3102 WEST END AVENUE
Room/suite: 650

B Telephone number: 615-385-3541

City or town, state, and ZIP code: NASHVILLE, TN 37203

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 ▶ [ ]

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: [X] 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)* ▶$ 3,693,686.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
	4 Dividends and interest from securities	12,760.	12,760.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	405,357.			
	b Gross sales price for all assets on line 6a 1,267,122.				
	7 Capital gain net income (from Part IV, line 2)		405,357.		
	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	418,122.	418,122.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,420.	1,210.		1,210.
	c Other professional fees				
	17 Interest	6,086.	0.		6,086.
	18 Taxes STMT 4	3,040.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	31.	15.		16.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,577.	1,225.		7,312.
	25 Contributions, gifts, grants paid	389,948.			389,948.
	26 **Total expenses and disbursements.** Add lines 24 and 25	401,525.	1,225.		397,260.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	16,597.			
	b **Net investment income** (if negative, enter -0-)		416,897.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	80,034.	3,517.	3,517.
	2 Savings and temporary cash investments			
	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 6	2,043,489.	1,655,324.	3,690,169.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,123,523.	1,658,841.	3,693,686.
Liabilities	17 Accounts payable and accrued expenses	33,407.	352,018.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	800,650.	760.	
	23 **Total liabilities** (add lines 17 through 22)	834,057.	352,778.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	233,946.	233,946.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,055,520.	1,072,117.	
	30 **Total net assets or fund balances**	1,289,466.	1,306,063.	
	31 **Total liabilities and net assets/fund balances**	2,123,523.	1,658,841.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,289,466.
2	Enter amount from Part I, line 27a	2	16,597.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,306,063.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,306,063.

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	1,267,122.		861,765.	405,357.

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				405,357.

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** 405,357.

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

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	369,492.	3,809,605.	.096990
2010	266,948.	3,289,030.	.081163
2009	160,546.	3,311,291.	.048484
2008	136,320.	2,616,564.	.052099
2007	326,604.	4,216,949.	.077450

2	Total of line 1, column (d)	2	.356186
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	.071237
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,339,927.
5	Multiply line 4 by line 3	5	237,926.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,169.
7	Add lines 5 and 6	7	242,095.
8	Enter qualifying distributions from Part XII, line 4	8	397,260.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,169.
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	4,169.
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	4,169.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,040.		
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	3,040.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,129.
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** ▶	Refunded ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOEL C. GORDON Telephone no ▶615-385-3541

Located at ▶3102 WEST END AVENUE, SUITE 650, NASHVILLE, TN ZIP+4 ▶37203

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

		Line	Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,390,789.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,390,789.
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	3,390,789.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,862.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,339,927.
6	**Minimum investment return.** Enter 5% of line 5	6	166,996.

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	166,996.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,169.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,169.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	162,827.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	162,827.
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	162,827.

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	397,260.
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	397,260.
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	4,169.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	393,091.

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				162,827.
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 — 120,606.				
b From 2008 — 7,773.				
c From 2009				
d From 2010 — 107,626.				
e From 2011 — 185,038.				
f Total of lines 3a through e	421,043.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 397,260.				
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				162,827.
e Remaining amount distributed out of corpus	234,433.			
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	655,476.			
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	120,606.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	534,870.			
10 Analysis of line 9.				
a Excess from 2008 — 7,773.				
b Excess from 2009				
c Excess from 2010 — 107,626.				
d Excess from 2011 — 185,038.				
e Excess from 2012 — 234,433.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE		TO FURTHER THE CHARITABLE PURPOSE OF THE ORGANIZATION.	389,948.
Total			▶ 3a	389,948.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5.	
4 Dividends and interest from securities			14	12,760.	
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			18	405,357.	
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.		418,122.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 418,122.

(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)

223621
12-05-12

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Joel C Gordon 9/26/13

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDMOND DUNLAVY	E B Dunlavy	09/18/13		P00317384
Firm's name ▶ KRAFTCPAS PLLC			Firm's EIN ▶ 62-0713250	
Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228			Phone no 615-242-7351	

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	1,000 SHS UNITED HEALTH	P	12/01/05	01/29/13
b	2,000 SHS UNITED HEALTH	P	12/01/05	02/01/13
c	1,000 SHS UNITED HEALTH	P	12/01/05	03/22/13
d	2,600 SHS UNITED HEALTH	P	12/01/05	04/19/13
e	4 SHS UNITED HEALTH	P	03/01/13	04/22/13
f	20 SHS UNITED HEALTH	P	04/02/13	04/22/13
g	60 SHS UNITED HEALTH	P	02/20/13	03/18/13
h	60 SHS UNITED HEALTH	P	02/08/13	02/19/13
i	122 SHS UNITED HEALTH	P	10/24/12	11/19/12
j	112 SHS UNITED HEALTH	P	08/10/12	08/20/12
k	70 SHS UNITED HEALTH	P	06/22/12	07/23/12
l	CHARLES SCHWAB - SEE ATTACHED	P	VARIOUS	06/30/13
m	BANK OF AMERICA SETTLEMENT	P	VARIOUS	06/30/13
n	TYCO SETTLEMENT	P	VARIOUS	06/30/13
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	56,317.		699.	55,618.
b	112,776.		1,398.	111,378.
c	54,364.		27.	54,337.
d	158,812.		64.	158,748.
e	41.			41.
f	543.			543.
g	77.			77.
h	27.			27.
i	1,036.			1,036.
j	647.			647.
k	144.			144.
l	882,189.		859,577.	22,612.
m	121.			121.
n	28.			28.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				55,618.
b				111,378.
c				54,337.
d				158,748.
e				41.
f				543.
g				77.
h				27.
i				1,036.
j				647.
k				144.
l				22,612.
m				121.
n				28.
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	405,357.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

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

SOURCE	AMOUNT
CHARLES SCHWAB	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	4,407.	0.	4,407.
MORGAN STANLEY	8,353.	0.	8,353.
TOTAL TO FM 990-PF, PART I, LN 4	12,760.	0.	12,760.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,420.	1,210.		1,210.
TO FORM 990-PF, PG 1, LN 16B	2,420.	1,210.		1,210.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	3,040.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,040.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	31.	15.		16.
TO FORM 990-PF, PG 1, LN 23	31.	15.		16.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (MORGAN STANLEY)	1,438,198.	3,473,043.
INVESTMENTS (CHARLES SCHWAB)	217,126.	217,126.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,655,324.	3,690,169.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
LOAN PAYABLE	800,000.	0.
FEDERAL TAXES PAYABLE	650.	760.
TOTAL TO FORM 990-PF, PART II, LINE 22	800,650.	760.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOEL C. GORDON 6408 EAST VALLEY COURT NASHVILLE, TN 37205	PRESIDENT 0.00	0.	0.	0.
BERNICE W. GORDON 6408 EAST VALLEY COURT NASHVILLE, TN 37205	SECRETARY 0.00	0.	0.	0.
SHERRIE GORDON EISENMAN 5213 BRAEBURN STREET HOUSTON, TX 77401	TRUSTEE 0.00	0.	0.	0.
ALAN J. EISENMAN 5213 BRAEBURN STREET HOUSTON, TX 77401	TRUSTEE 0.00	0.	0.	0.
ROBERT A. GORDON 5008 HILL PLACE DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
JULIE S. GORDON 5008 HILL PLACE DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
FRANK E. GORDON 4414 SUNNYBROOK DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
GWEN L. GORDON 4414 SUNNYBROOK DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
GAIL GORDON JACOBS 404 WILSONIA AVENUE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
JEFFREY M. JACOBS 404 WILSONIA AVENUE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION
July 1, 2012 through June 30, 2013

Date	Check Number	Description	Amount
8/31/2012	195	EMERY WENER SCHOOL	$ 1,000.00
9/30/2012	196	JEWISH FEDERATION OF NASHVILLE	1,800.00
10/31/2012	198	CONTEMPORARY ART MUSEUM	1,000.00
11/30/2012	199	EMERY WENER SCHOOL	1,050.00
12/31/2012	200	ANTI DEFAMATION LEAGUE	1,000.00
1/31/2013	401	JEWISH FEDERATION OF NASHVILLE	5,000.00
1/31/2013	402	BETH ISRAEL	3,000.00
1/31/2013	403	HOLOCAUST MUSEUM	150.00
3/31/2013	404	JEWISH COMMUNITY CENTER	360.00
3/31/2013	405	MULTIPLE SCLEROSIS	100.00
3/31/2013	406	MUSEUM OF FINE ARTS	185.00
5/31/2013	410	AMIGOS DE LOS AMERICANOS	100.00
5/31/2013	412	BOY SCOUTS	50.00
5/31/2013	413	EMERY WENER SCHOOL	5,000.00
5/31/2013	414	HOLOCAUST MUSEUM	1,200.00
5/31/2013	416	SEVEN ARTS	340.00
7/20/2012	991	THE TEMPLE	8,050.00
8/17/2012	1004	NASHVILLE ZOO	500.00
9/28/2012	1022	THE LAND TRUST FOR TENNESSEE	450.00
10/10/2012	1029	NASHVILLE PUBLIC LIBRARY FOUNDATION	2,500.00
10/16/2012	1031	GORDON JEWISH COMMUNITY CENTER	2,500.00
10/29/2012	1037	CONEXION AMERICAS	500.00
11/2/2012	1041	NASHVILLE PUBLIC TELEVISION	1,500.00
11/6/2012	1043	MONROE CARELL, JR. CHILDREN'S HOSPITAL	500.00
11/19/2012	1048	GORDON JEWISH COMMUNITY CENTER	2,500.00
12/18/2012	1072	UNITED WAY OF METROPOLITAN NASHVILLE	10,000.00
1/18/2013	1080	FRIST CENTER FOR THE VISUAL ARTS	5,000.00
1/25/2013	1083	ENSWORTH SCHOOL	10,000.00
2/20/2013	1096	NASHVILLE PUBLIC TELEVISION	500.00
2/27/2013	1102	JEWISH FEDERATION OF NASHVILLE	19,400.00
4/2/2013	1111	ENSWORTH SCHOOL	150.00
4/30/2013	1118	FRIST CENTER FOR THE VISUAL ARTS	1,200.00
5/24/2013	1133	ENSWORTH SCHOOL	2,500.00
5/24/2013	1134	UNIVERSITY SCHOOL OF NASHVILLE	750.00
5/24/2013	1135	THE SWAN BALL 2013	250.00
6/3/2013	1139	AMERICAN RED CROSS	500.00
10/9/2012	1027	GORDON JEWISH COMMUNITY CENTER	1,500.00
10/9/2012	1028	JEWISH FEDERATION OF NASHVILLE	4,900.00
2/27/2013	1100	UNIVERSITY SCHOOL OF NASHVILLE	6,000.00
2/27/2013	1101	THE TEMPLE	5,125.00
5/22/2013	1128	THE TEMPLE YAHRZEIT FUND	100.00
7/2/2012	978	CONGREGATION SHERITH ISRAEL	100.00
7/2/2012	979	ROOM IN THE INN	2,500.00
7/6/2012	971	GORDON JEWISH COMMUNITY CENTER	25.00
7/6/2012	982	GOLDA'S CLUB - NASHVILLE	50.00
7/6/2012	984	ALZHEIMER'S ASSOCIATION	100.00
7/13/2012	986	NASHVILLE PUBLIC RADIO	125.00
7/13/2012	987	CUMBERLAND HEIGHTS FOUNDATION	250.00
7/13/2012	988	SEXUAL ASSAULT CENTER	1,000.00
7/13/2012	989	GORDON JEWISH COMMUNITY CENTER	100.00
7/18/2012	990	GORDON JEWISH COMMUNITY CENTER	100.00
7/20/2012	992	AMERICAN CANCER SOCIETY	200.00
7/20/2012	993	MULTIPLE SCLEROSIS	200.00
7/25/2012	995	SUNDAY IN THE PARK	125.00
7/25/2012	996	THE CONSERVANCY GALA	1,000.00
7/25/2012	997	LEADERSHIP NASHVILLE ALUMNI ASSOCIATION	15.00
7/30/2012	998	THE TEMPLE YAHRZEIT FUND	50.00
7/31/2012	1000	NASHVILLE OPERA EDUCATION	200.00

THE JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION
July 1, 2012 through June 30, 2013

Date	Check Number	Description	Amount
8/15/2012	1055	JEWISH FEDERATION OF NASHVILLE	27,500.00
8/15/2012	1002	NASHVILLE PUBLIC LIBRARY FOUNDATION	1,500.00
8/15/2012	1001	JEWISH FEDERATION OF NASHVILLE	27,500.00
8/20/2012	1005	ROOM IN THE INN	100.00
8/20/2012	1006	THE OBSERVER	100.00
8/20/2012	1007	GORDON JEWISH COMMUNITY CENTER	100.00
8/24/2012	1009	MONROE CARELL, JR. CHILDREN'S HOSPITAL	50.00
8/24/2012	1010	VANDERBILT KENNEDY CENTER	2,500.00
8/24/2012	1011	UNITED STATES OLYMPIC COMMITTEE	20.00
9/5/2012	1013	GORDON JEWISH COMMUNITY CENTER	2,500.00
9/5/2012	1014	COMMUNITY FOUNDATION OF MIDDLE TENNESSEE	750.00
9/7/2012	992	AMERICAN CANCER SOCIETY	200.00
9/19/2012	1016	FOOD BANK OF NORTHEAST LOUISIANA	200.00
9/19/2012	1017	THE CONSERVANCY	200.00
9/24/2012	1018	TENNESSEE STATE MUSEUM FOUNDATION	100.00
9/24/2012	1019	LEGAL AID SOCIETY	250.00
9/24/2012	1020	AL MENAH CIRCUS	48.00
9/28/2012	1021	THE TEMPLE - RABBI'S DISCRETIONARY FUND	100.00
10/3/2012	1023	MALATO'S	6,000.00
10/4/2012	1024	UNIVERSITY SCHOOL OF NASHVILLE	250.00
10/9/2012	1025	SYMPHONY BALL 2012	250.00
10/9/2012	1026	SYMPHONY BALL 2012	250.00
10/12/2012	1030	GORDON JEWISH COMMUNITY CENTER	25.00
1/22/2012	1032	GORDON JEWISH COMMUNITY CENTER	250.00
10/26/2012	1033	FRIST CENTER FOR THE VISUAL ARTS	10,000.00
10/29/2012	1034	THE CONSERVANCY GALA	500.00
10/29/2012	1035	SYMPHONY BALL	2,500.00
10/31/2012	1038	GRAND STREET SETTLEMENT	150.00
11/5/2012	1042	SHRINE TEMPLE	20.00
11/8/2012	1044	GORDON JEWISH COMMUNITY CENTER	5,000.00
11/8/2012	1045	THE TEMPLE YAHRZEIT FUND	100.00
11/8/2012	1046	ZETA BETA TAU FOUNDATION	100 00
11/8/2012	1047	LEADERSHIP NASHVILLE	500.00
11/21/2012	1049	UNITED WAY OF METROPOLITAN NASHVILLE	10,000.00
11/21/2012	1050	VANDERBILT HILEL	500.00
11/21/2012	1051	THE WOMEN'S FUND	250.00
11/21/2012	1052	NASHVILLE PUBLIC TELEVISION	1,000.00
11/21/2012	1053	CASA, INC.	200.00
11/21/2012	1054	NCJW	200.00
12/7/2012	1055	JEWISH FAMILY SERVICE	1,000.00
12/10/2012	1056	THE TEMPLE CONGREGATION OHABAI SHOLOM	16,000.00
12/10/2012	1057	ENSWORTH ANNUAL FUND	2,500.00
12/12/2012	1058	GORDON JEWISH COMMUNITY CENTER	850.00
12/14/2012	1059	JEWISH FEDERATION OF NASHVILLE	100.00
12/18/2012	1062	FRIENDS OF WARNER PARK	100.00
12/18/2012	1064	ALIVE HOSPICE	200.00
12/18/2012	1065	WORLD JEWISH CONGRESS FOUNDATION	100 00
12/18/2012	1066	BOOK 'EM	100.00
12/18/2012	1067	NASHVILLE ZOO	1,000.00
12/18/2012	1068	COUNCIL ON AGING	100.00
12/18/2012	1069	CONGREGATION SHERITH ISRAEL	50.00
1/4/2013	1073	FUND #B0654 UCSF BLADDER CANCER EDUCATION	50.00
1/7/2013	1075	FRIST CENTER FOR THE VISUAL ARTS	10,000.00
1/7/2013	1075	VACO	200.00
1/9/2013	1077	ABE'S GARDEN	25,000.00
1/11/2013	1078	LEUKEMIA LYMPHOMA SOCIETY	25.00
1/14/2013	1079	JARC	25.00
1/23/2013	1081	KARSKI FILM PROJECT	200.00

THE JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION
July 1, 2012 through June 30, 2013

Date	Check Number	Description	Amount
1/23/2013	1082	THE TEMPLE YAHRZEIT FUND	50.00
1/28/2013	1084	THE TEMPLE	125.00
2/6/2013	1085	UNIVERSITY SCHOOL OF NASHVILLE	5,000.00
2/11/2013	1086	UNIVERSITY SCHOOL OF NASHVILLE	50.00
2/11/2013	1087	TEMPLE ARTS FESTIVAL	600.00
2/11/2013	1088	MEHARRY CIRCLE OF FRIENDS	1,000.00
2/13/2013	1089	TEMPLE - DONALD E. JACOBS SCHOLARSHIP FUND	100.00
2/13/2013	1090	GORDON JCC - SWEETHEART PARTY	300.00
2/13/2013	1091	FRIST CENTER FOR THE VISUAL ARTS	200.00
2/13/2013	1092	FRIST CENTER FOR THE VISUAL ARTS	200.00
2/13/2013	1093	FRIST CENTER FOR THE VISUAL ARTS	200.00
2/20/2013	1094	WOUNDED WARRIOR PROJECT	25.00
2/20/2013	1095	NASHVILLE PUBLIC RADIO	200.00
2/25/2013	1098	CASTLE HEIGHTS NATIONAL ALUMNI ASSOC.	25.00
2/25/2013	1099	VANDERBILT BILL WILKERSON CENTER	25.00
3/4/2013	1103	THE SWAN BALL 2013	250.00
3/4/2013	1104	MHRC SUPPORT FUND	200.00
3/12/2013	1105	VANDERBILT - DR. HERRELL'S RESEARCH FUND	200.00
3/12/2013	1106	COUNTRY MUSIC HALL OF FAME AND MUSEUM	5,000.00
3/28/2013	1107	THE SWAN BALL 2013	3,500.00
3/28/2013	1108	MS SOCIETY	250.00
3/31/2013	1112	TEMPLE - DONALD E. JACOBS SCHOLARSHIP FUND	100.00
4/17/2013	1113	NASHVILLE PUBLIC LIBRARY FOUNDATION	250.00
4/17/2013	1114	GET CONNECTED	985.00
4/17/2013	1115	EASTER SEAL NASHVILLE	400.00
4/19/2013	1116	FRIST CENTER FOR THE VISUAL ARTS	1,200.00
4/30/2013	1117	YOUTH VILLAGES	1,000.00
5/1/2013	1120	VANDERBILT UNIVERSITY	4,000.00
5/3/2013	1121	THE CONSERVANCY	125.00
5/3/2013	1122	GORDON JEWISH COMMUNITY CENTER	1,500.00
5/8/2013	1124	GORDON JEWISH COMMUNITY CENTER	25,000.00
5/8/2013	1125	COMMUNITY NASHVILLE	1,000.00
5/8/2013	1126	HOSPARUS LOUISVILLE	100.00
5/22/2013	1127	FRIST CENTER FOR THE VISUAL ARTS	1,000.00
5/22/2013	1129	TENNESSEE PERFORMING ARTS CENTER	5,000.00
5/22/2013	1130	VANDERBILT HILEL	1,000.00
5/22/2013	1131	CHARLES DAVIS FOUNDATION	1,000.00
5/22/2013	1132	CONGREGATION SHERITH ISRAEL	100.00
5/29/2013	1136	MONTGOMERY BELL ACADEMY	100.00
5/29/2013	1137	THE TEMPLE	50.00
5/31/2013	1138	THE TEMPLE	150.00
6/7/2013	1140	UROLOGIC CANCER FOUNDATION	5,000.00
6/21/2013	1142	CONGREGATION SHERITH ISRAEL	100.00
6/26/2013	1143	CONGREGATION SHERITH ISRAEL	1,500.00
7/6/2012	980	FRIST CENTER FOR THE VISUAL ARTS	2,500.00
7/23/2012	994	THE CONSERVANCY GALA	1,000.00
8/27/2012	1013	GORDON JEWISH COMMUNITY CENTER	2,500.00
12/18/2012	1060	THE TEMPLE CONGREGATION OHABAI SHOLOM	5,625.00
12/18/2012	1061	NASHVILLE PUBLIC LIBRARY FOUNDATION	1,500.00
12/18/2012	1063	JEWISH FEDERATION OF NASHVILLE	12,250.00
12/18/2012	1070	UNITED WAY OF METROPOLITAN NASHVILLE	10,000.00
12/18/2012	1071	CHEEKWOOD BOTANICAL GARDENS	2,500.00
2/22/2013	1097	LEADERSHIP NASHVILLE	500.00
3/28/2013	1109	UNIVERSITY SCHOOL OF NASHVILLE	6,000.00
4/30/2013	1119	FRIST CENTER FOR THE VISUAL ARTS	1,200.00
6/17/2013	1141	FRIST CENTER FOR THE VISUAL ARTS	2,500.00
			$ 389,948.00

charles SCHWAB

Detail of Trades at Schwab

Accounts> History

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History

Transactions Statements & Reports **Realized Gain / Loss**

View Unrealized Gain/Loss

Trades made today will not appear until tomorrow
Cost Basis Calculator Rules & Assumptions

Select Date Range From To

Custom Date Range 07/01/2012 06/30/2013 Search

Wash Sale activity has impacted your cost basis The Transaction Cost data represents the historical values but is not reported to the IRS More details

Reporting Period: 07/01/2012 to 06/30/2013

Proceeds	Cost Basis	Total Gain/Loss	Long Term Gain/Loss	Short Term Gain/Loss
$882,189.01	**$859,576.54**	**+$22,612 47 (2.71%)**	**$0.00 (N/A)**	**+$22,612.47 (2.71%)**

Symbol	Name (Full | Short)	Closed Date / *Transaction Closed*	Quantity	Proceeds	Cost Basis	Gain/Loss ($ | %) Total	Long Term	Short Term
EXXI 05/18/2013 26 00 C	CALL ENERGY XXI LTD $26	05/18/2013	41	$465 04	$0 00	+$465 04		+$465 04
EXXI 07/20/2013 26 00 C		07/01/2013 *06/28/2013*	16	$314 10	$80 29	+$233 81		+$233 81
EXXI 07/20/2013 26 00 C		07/01/2013 *06/28/2013*	15	$544 47	$75 27	+$469 20		+$469 20
EXXI 07/20/2013 26 00 C		07/01/2013 *06/28/2013*	6	$267 79	$30 11	+$237 68		+$237 68
EXXI 07/20/2013 26 00 C		07/01/2013 *06/28/2013*	4	$78 52	$20 07	+$58 45		+$58 45
EXXI 06/22/2013 27 00 C	CALL ENERGY XXI LTD $27	05/29/2013 *05/28/2013*	20	$492 70	$907 35	-$414 65		-$414 65
EXXI 06/22/2013 27 00 C	CALL ENERGY XXI LTD $27	05/29/2013 *05/28/2013*	11	$270 98	$488 04	-$217 06		-$217 06
EXXI 06/22/2013 27 00 C	CALL ENERGY XXI LTD $27	05/29/2013 *05/28/2013*	10	$246 35	$443 68	-$197 33		-$197 33
EXXI 06/22/2013 29 00 C	CALL ENERGY XXI LTD $29	06/21/2013	41	$204 28	$0,00	+$204 28		+$204 28
FCX 01/25/2013 35 00 C	CALL FREEPORT MCMORAN $3	01/25/2013	30	$319 12	$0 00	+$319 12		+$319 12
LINE 06/22/2013 29 00 C	CALL LINN ENERGY $29 EXP	06/20/2013 *06/19/2013*	40	$4,785 21	$16,414 71	-$11 629 50		-$11,629 50
LINE 06/22/2013 35 00 C	CALL LINN ENERGY $35 EXP	06/21/2013	9	$44 83	$0 00	+$44 83		+$44 83
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	16	$314 16	$80 29	+$233 87		+$233 87
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	8	$157 08	$40 14	+$116 94		+$116 94
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	6	$117 81	$30 11	+$87 70		+$87 70
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	6	$117 81	$30 11	+$87 70		+$87 70
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	1	$19 63	$5 01	+$14 62		+$14 62
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	1	$19 64	$5 01	+$14 63		+$14 63
LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 *06/18/2013*	1	$19 63	$5 01	+$14 62		+$14 62

LINE 06/22/2013 37 00 C	CALL LINN ENERGY $37 EXP	06/19/2013 06/18/2013	1	$19 63	$5 01	+$14 62	+$14 62
LINE 02/16/2013 38 00 C	CALL LINN ENERGY $38 EXP	01/10/2013 01/09/2013	27	$665 19	$954 79	-$289 60	-$289 60
LINE 02/16/2013 38 00 C	CALL LINN ENERGY $38 EXP	01/10/2013 01/09/2013	8	$165 10	$242 90	-$77 80	-$77 80
LINE 02/16/2013 38 00 C	CALL LINN ENERGY $38 EXP	01/10/2013 01/09/2013	5	$103 19	$151 81	-$48 62	-$48 62
LINE 02/16/2013 38 00 C	CALL LINN ENERGY $38 EXP	01/10/2013 01/09/2013	5	$103 18	$151 81	-$48 63	-$48 63
LINE 02/16/2013 38 00 C	CALL LINN ENERGY $38 EXP	01/10/2013 01/09/2013	3	$73 91	$91 09	-$17 18	-$17 18
LINE 02/16/2013 38 00 C	CALL LINN ENERGY $38 EXP	01/10/2013 01/09/2013	2	$41 27	$60 73	-$19 46	-$19 46
LINE 04/20/2013 38 00 C	CALL LINN ENERGY $38 EXP	04/04/2013 04/03/2013	10	$96 35	$853 65	-$757 30	-$757 30
LINE 04/20/2013 38 00 C	CALL LINN ENERGY $38 EXP	04/04/2013 04/03/2013	3	$28 91	$256 10	-$227 19	-$227 19
LINE 04/20/2013 38 00 C	CALL LINN ENERGY $38 EXP.	04/04/2013 04/03/2013	2	$19 27	$170 73	-$151 46	-$151 46
LINE 04/20/2013 39 00 C	CALL LINN ENERGY $39 EXP	04/04/2013 04/03/2013	21	$223 34	$532 66	-$309 32	-$309 32
LINE 04/20/2013 39 00 C	CALL LINN ENERGY $39 EXP	04/04/2013 04/03/2013	15	$159 53	$455 47	-$295 94	-$295 94
LINE 04/20/2013 39 00 C	CALL LINN ENERGY $39 EXP	04/04/2013 04/03/2013	8	$85 08	$202 92	-$117 84	-$117 84
LINE 04/20/2013 39 00 C	CALL LINN ENERGY $39 EXP	04/04/2013 04/03/2013	5	$53 17	$151 82	-$98 65	-$98 65
LINE 04/20/2013 39 00 C	CALL LINN ENERGY $39 EXP	04/04/2013 04/03/2013	1	$10 63	$25 36	-$14 73	-$14 73
LINE 03/16/2013 40 00 C	CALL LINN ENERGY $40 EXP	02/26/2013 02/25/2013	38	$189 44	S773 86	-$584 42	-$584 42
LINE 03/16/2013 40 00 C	CALL LINN ENERGY $40 EXP	02/26/2013 02/25/2013	16	$79 76	$309 84	-$230 08	-$230 08
LINE 03/16/2013 40 00 C	CALL LINN ENERGY $40 EXP	02/26/2013 02/25/2013	11	$54 84	$224 01	-$169 17	-$169 17
LINE 05/18/2013 40 00 C	CALL LINN ENERGY $40 EXP	05/18/2013	20	$292 70	$0 00	+$292 70	+$292 70
LINE 05/18/2013 41 00 C	CALL LINN ENERGY $41 EXP	05/18/2013	20	$99 70	$0 00	+$99 70	+$99 70
MMR 07/21/2012 15 00 C	CALL MCMORAN EXPLORATION	07/21/2012	20	$19 83	$0 00	+$19 83	+$19 83
MMR 07/27/2012 14 00 C	CALL MCMORAN EXPLORATION	07/27/2012	100	$299 12	$0 00	+$299 12	+$299 12
MMR 08/03/2012 14 00 C	CALL MCMORAN EXPLORATION	08/03/2012	55	$357 02	$0 00	+$357 02	+$357 02
MMR 08/03/2012 18 00 C	CALL MCMORAN EXPLORATION	08/03/2012	50	$382 05	$0 00	+$382 05	+$382 05
MMR 08/18/2012 19 00 C	CALL MCMORAN EXPLORATION	08/18/2012	10	$96 41	$0 00	+$96 41	+$96 41
MMP 09/22/2012 20 00 C	CALL MCMORAN EXPLORATION	09/22/2012	55	$348 77	$0 00	+$348 77	+$348 77
MMR 09/22/2012 18 00 C	CALL MCMORAN EXPLORATION	09/22/2012	40	$555 60	$0 00	+$555 60	+$555 60
MMR 09/22/2012 19 00 C	CALL MCMORAN EXPLORATION	09/22/2012	33	$219 09	$0 00	+$219 09	+$219 09
MMP 09/22/2012 17 00 C	CALL MCMORAN EXPLORATION	09/22/2012	20	$322 78	$0 00	+$322 78	+$322 78
MMR 09/22/2012 15 00 C	CALL MCMORAN EXPLORATION	09/22/2012	7	$67 47	$0 00	+$67 47	+$67 47

MMR 10/20/2012 15 00 C	CALL MCMORAN EXPLORATION	10/20/2012	155	$2,424 02	$0 00	+$2 424.02		+$2 424 02
MMR 11/17/2012 16 00 C	CALL MCMORAN EXPLORATION	11/17/2012	100	$398 92	$0 00	+$398 92		+$398 92
MMR 11/17/2012 18 00 C	CALL MCMORAN EXPLORATION	11/17/2012	55	$308 92	$0 00	+$308 92		+$308 92
MMR 12/22/2012 16 00 C	CALL MCMORAN EXPLORATION	12/06/2012 *12/05/2012*	60	$1,498 34	$441 64	+$1 056 70		+$1 056 70
MMR 12/22/2012 12 00 C	CALL MCMORAN EXPLORATION	12/10/2012 *12/07/2012*	25	$240 98	$8 484 02	-$8,243 04		-$8 243 04
MMR 12/22/2012 12 00 C	CALL MCMORAN EXPLORATION	12/10/2012 *12/07/2012*	20	$192 78	$6,807 21	-$6,614 43		$6,614 43
MMR 12/22/2012 15 00 C	CALL MCMORAN EXPLORATION	12/10/2012 *12/07/2012*	15	$189 58	$605 41	-$415 83		-$415 83
MMR 12/22/2012 12 00 C	CALL MCMORAN EXPLORATION	12/10/2012 *12/07/2012*	10	$96 39	$3 403 61	-$3,307 22		-$3 307 22
MMR 12/22/2012 15 00 C	CALL MCMORAN EXPLORATION	12/10/2012 *12/07/2012*	5	$63 20	$201 80	-$138 60		-$138 60
FCX	FREEPORT MCMORAN COPPER	01/10/2013	1,500	$53,474 35	$52 897 55	+$576 80		+$576 80
FCX	FREEPORT MCMORAN COPPER	02/01/2013	3,000	$105,789 81	$100 930 55	+$4 859 26		+$4 859 26
LINE	LINN ENERGY	07/20/2012	1,800	$67,125 11	$66 890 80	+$234 31		+$234 31
LINE	LINN ENERGY	01/09/2013	2,700	$100 484 80	$97,768 26	+$2,716 54		+$2,716 54
LINE	LINN ENERGY	01/09/2013	1,000	$37,022 22	$35 219 40	+$1,802 82		+$1 802 82
LINE	LINN ENERGY	01/09/2013	800	$29,616 39	$28,084 28	+$1 532 11		+$1 532 11
LINE	LINN ENERGY	01/09/2013	300	$11,107 80	$10,862 09	+$245 71		+$245 71
LINE	LINN ENERGY	01/09/2013	200	$7 406 88	$7 021 07	+$385 81		+$385 81
LINE	LINN ENERGY	04/19/2013	2,500	$95,731 78	$92 194 75	+$3 537 03		+$3 537 03
LINE	LINN ENERGY	06/19/2013	150	$4,942 96	$5 531 09	-$588 13		-$588 13
MMR	MCMORAN EXPLORATION CO	12/05/2012	3,400	$51,844 90	$44,034 73	+$7 810 17		+$7 810 17
MMR	MCMORAN EXPLORATION CO	12/05/2012	2,100	$32,042 85	$27,413 48	+$4,629 37		+$4 629 37
MMR	MCMORAN EXPLORATION CO	12/05/2012	2,000	$28,092 21	$25,693 90	+$2 398 31		+$2 398 31
MMR	MCMORAN EXPLORATION CO	12/05/2012	500	$7,624 75	$6 475 69	+$1,149 06		+$1,149 06
MMR	MCMORAN EXPLORATION CO	12/10/2012	2,500	$38,267 19	$31,905 30	+$6 361 89		+$6 361 89
MMR	MCMORAN EXPLORATION CO	12/11/2012	1,000	$15,462 70	$12,686 95	+$2,775 75		+$2 775 75
MMR	MCMORAN EXPLORATION CO	12/11/2012	1,000	$15,472 70	$13,853 90	+$1 618 80		+$1 618 80
MMR	MCMORAN EXPLORATION CO	12/11/2012	1,000	$15,482 70	$13 793 90	+$1,688 80		+$1 688 80
MMR	MCMORAN EXPLORATION CO	12/11/2012	1,000	$15,573 70	$13,708 90	+$1 864 80		+$1 864 80
MMR	MCMORAN EXPLORATION CO	12/12/2012	2,000	$30,892 36	$28 997 34	+$1,895 02		+$1 895 02
MMR	MCMORAN EXPLORATION CO	12/13/2012	2,900	$44,568 18	$44,374 03	+$194 15		+$194 15

MMR	MCMORAN EXPLORATION CO	12/13/2012	1,000	$15,402 70	$15 301 09	+$101 61	+$101 61
MMR	MCMORAN EXPLORATION CO	12/13/2012	100	$1,536 74	$1,530 14	+$6 60	+$6 60
PXP	PLAINS EXPL & PRODTN CO	07/20/2012	1,000	$37,778 62	$38,193 90	-$415 28	-$415 28

Total includes missing cost basis values for one or more lots

Data for this holding has been edited

Wash Sale activity has adjusted this cost. For additional information, click here

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions, please see the Help Section

N/A Not Available

Values for fixed income securities have been adjusted for amortization/accretion, with the exception of variable rate and mortgage-backed securities or for accounts with this preference turned off

Total Cash represents income and expenses as they occur it may be inconsistent with values shown elsewhere on Schwab com and on your monthly account statement.

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

Please view the Cost Basis Disclosure Statement for additional information on cost basis methods choices and how Schwab reports adjusted cost basis information to the IRS

Please note that gains and losses realized in retirement accounts are not recognized for tax purposes Rather income may be recognized when you receive a cash distribution from these accounts Please contact your tax advisor for further information

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions please see the Help Section.

(0611-3926)

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Account. XXXX-X405
Today's Date 12 47 PM ET, 07/23/2013

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Bank sweep accounts are generally held at Charles Schwab Bank Funds deposited at Schwab Bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000 when aggregated with all other deposits held by you in the same capacity at Schwab Bank Funds on deposit at Schwab Bank are not deposits or obligations of Charles Schwab & Co, Inc and may not be covered by the Securities Investor Protection Corporation (SIPC) NOTE Funds deposited at an FDIC insured institution are insured in aggregate, up to $250,000 per depositor, per insured institution based upon account type by the Federal Deposit Insurance Corporation (FDIC)