Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: Jeanette Travis Foundation

A Employer identification number: 71-0907506

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 340025

Room/suite:

B Telephone number (see instructions): 615-252-2337

City or town, state or province, country, and ZIP or foreign postal code: Nashville, TN 37203

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 17,524,485

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts grants etc, received (attach schedule)	20,997			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,889	1,889	0	
	4	Dividends and interest from securities	281,666	281,666	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2)		621,646		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule)	0	0		
	12	**Total.** Add lines 1 through 11	304,552	905,201	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16a	Legal fees (attach schedule) STMT 1	33,593	0	0	33,593
	b	Accounting fees (attach schedule)	800	0	0	800
	c	Other professional fees (attach schedule) STMT 2	68,393	68,393	0	0
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see instructions) STMT 3	17,667	17,667	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule) STMT 4	145	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	120,598	86,060	0	34,393
	25	Contributions, gifts, grants paid	875,000			875,000
	26	**Total expenses and disbursements** Add lines 24 and 25	995,598	86,060	0	909,393
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-691,046			
	b	**Net investment income** (if negative, enter -0-)		819,141		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	0	0	0
2	Savings and temporary cash investments	134,294	156,556	156,556
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶		0	
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶		0	
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	12,598,716	12,508,500	17,367,929
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶		0	
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶		0	
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,733,010	12,665,056	17,524,485
Liabilities 17	Accounts payable and accrued expenses	0	0	
18	Grants payable	0	0	
19	Deferred revenue	0	0	
20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
21	Mortgages and other notes payable (attach schedule)	0	0	
22	Other liabilities (describe ▶)	0	0	
23	**Total liabilities** (add lines 17 through 22)	0	0	
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, ▶ X **check here and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	12,733,010	12,665,056	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see instructions)	12,733,010	12,665,056	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,733,010	12,665,056	

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	12,733,010
2	Enter amount from Part I, line 27a	2	-691,046
3	Other increases not included in line 2 (itemize) ▶ STMT 6	3	623,092
4	Add lines 1, 2, and 3	4	12,665,056
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,665,056

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Statment 7.			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,522,973	0	2,901,327	621,646
b				0
c				0
d				0
e				0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0	621,646
b			0	0
c			0	0
d			0	0
e			0	0

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	621,646
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	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))
2012	719,905	14,425,827	0.0499
2011	540,483	6,896,097	0.0784
2010	36,191	4,263,307	0.0085
2009	146,319	1,663,937	0.0879
2008	69,991	1,360,557	0.0514

2 **Total** of line 1, column (d)	2	0.2761
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0552
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,027,635
5 Multiply line 4 by line 3	5	884,725
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,191
7 Add lines 5 and 6	7	892,916
8 Enter qualifying distributions from Part XII, line 4	8	909,393

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 ▶ ☒ and enter 1% of Part I, line 27b			1	8,191
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	8,191
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	8,191
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,000		
b	Exempt foreign organizations - tax withheld at source	6b	1,791		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d			7	11,791
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,600
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,600 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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?	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) ▶ Tennessee			
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 2013 or the taxable year beginning in 2013 (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 ▶

14 The books are in care of ▶ Richard F. Warren, Jr. Telephone no ▶ 615-252-2337

Located at ▶ 1600 Division Street, Suite 700, 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

		Line	Yes	No
16	At any time during calendar year 2013, 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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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)	2b		X
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 2013 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 2013)*	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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes	X 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	X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes	X No	
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	Yes	X 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	X 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)?			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?	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	X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b No: 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	X No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas Baker 1504 17th Avenue, Nashville TN 37212	Dir/Treas. 1	0	0	0
Richard F. Warren, Jr. 1600 Division Street, Ste 700, Nashville, TN	Dir/Pres. 1	0	0	0
Barbara Kimmins 1600 Division Street, Ste 700, Nashville, TN	Dir/Sec. 1	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None.		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 The sole charitable activity of the Foundation during the tax year was the identification of charitable organizations to which grants are to be made.	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None.	0
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	16,075,753
b	Average of monthly cash balances	1b	195,958
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	16,271,711
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	16,271,711
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	244,076
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,027,635
6	**Minimum investment return.** Enter 5% of line 5	6	801,382

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	801,382
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 8,191		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b: 0		
c	Add lines 2a and 2b	2c	8,191
3	Distributable amount before adjustments Subtract line 2c from line 1	3	793,191
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	793,191
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	793,191

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	909,393
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	909,393
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	8,191
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	901,202

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				793,191
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011 60,525				
e	From 2012 8,173				
f	Total of lines 3a through e	68,698			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 909,393				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				793,191
e	Remaining amount distributed out of corpus	116,202			
5	Excess distributions carryover applied to 2013 (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	184,900			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	184,900			
10	Analysis of line 9				
a	Excess from 2009 0				
b	Excess from 2010 0				
c	Excess from 2011 20,525				
d	Excess from 2012 8,173				
e	Excess from 2013 116,202				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

Jeanette Travis, Deceased, January 2010

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

None.

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

Check here ▶ [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 address of the person to whom applications should be addressed

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

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

c Any submission deadlines

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

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

Part XV Supplementary Information (continued)

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

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*				
Belmont University		c(3)	Nursing scholarships	500,000
St. Thomas Foundation		c(3)	Nursing education	150,000
Nashville Public Television		c(3)	Unrestricted	100,000
Ladies of Charity Nashville		c(3)	Unrestricted	15,000
UT Foundation		c(3)	Nursing scholarships	50,000
Middle Tennessee Council of the Boy Scouts		c(3)	Venture scout program	10,000
Magdalene, Inc.		c(3)	Unrestricted	50,000
Total . . . . . ▶ **3a**				875,000
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	1,889	
4 Dividends and interest from securities			14	281,666	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		283,555	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 283,555

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	The Foundation has no exempt function income from its activities, only passive income.

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

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

Sign Here

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

[signature] 9/8/14 ▶ Director/Pres.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Brian S. Shelton	[signature]	9/3/14		P01065304
Firm's name ▶ Bradley Arant Boult Cummings LLP			Firm's EIN ▶ 63-0243316	
Firm's address ▶ 1600 Division Street, Suite 700 Nashville, TN 37203			Phone no 615-252-2313	

JSA
3E1493 1 000

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
Jeanette Travis Foundation	71-0907506

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization: Jeanette Travis Foundation

Employer identification number: 71-0907506

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Anthony Anglin, Jr. Charitable Lead Trust 1600 Division Street, Suite 700 Nashville, TN 37203	$ 5,000.00	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	Kimberly Anglin Charitable Lead Trust 1600 Division Street, Suite 700 Nashville, TN 37203	$ 5,000.00	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	Jeanette Travis (Deceased) 1600 Division Street, Suite 700 Nashville, TN 37203	$ 10,997.00	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 1

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

Legal fees totaling $33,593 were paid to the law firm of Bradley Arant Boult Cummings LLP in Nashville, Tennessee for professional services rendered in connection with the Foundation. These services include maintaining the Foundation's corporate books and financial records; periodic researching of applicable state and federal laws and regulations governing private foundations; numerous office and telephone conferences throughout the year; and preparation of the Form 990-PF for the Foundation's year ended December 31, 2013.

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 2

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

Brokerage commissions and fees totaling $68,393 were paid to Capital Wealth Advisors for professional services rendered in connection with the Foundation's investments.

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 3

Part I, Line 18. Taxes.

The Foundation paid the following taxes during the year:

Federal excise taxes for 2012 - $5,876

Estimated payment of federal excise taxes for 2013 - $10,000

Foreign withheld taxes - $1,791

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 4

Part I, Line 23. Other Expenses.

The Foundation paid the following other expenses during the year:

Tennessee Secretary of State - $20.00

Bank Fees - $70.00

Miscellaneous – $54.63

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 5

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

See attached.

BOOK VALUE OF SECURITIES

STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD		CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
3M Company (MMM)	825	$ 64 072 60	$ 77 66			825 000	$ 64 072 60
3M Company (MMM)	1 000 000	$ 87 771 70	$ 87 77			1 000 000	$ 87 771 70
3M Company (MMM)	500 000	$ 40 402 95	$ 80 81			500 000	$ 40 402 95
SUBTOTAL	2 325 000	$ 192 247 25		0 000		2 325 000	$ 192 247 25
American Electric Power Co	3 000 000	$ 106 837 50	$ 35 61	3000		0 000	$ -
Apple Inc (AAPL)	325 000	$ 226 957 42	$ 698 33			325 000	$ 226 957 42
Barrick Gold Corp	5 500 000	$ 104 775 90	$ 19 05	5 500 00		0 000	$ -
Bank of America (BAC)	4 250	$ 63 636 63	$ 14 97			4 250 000	$ 63 636 63
Bank of America (BAC)	5 600	$ 36 865 95	$ 6 58			5 600 000	$ 36 865 95
Bank of America (BAC)	1 150	$ 10 425 34	$ 9 07			1 150 000	$ 10 425 34
Bank of America (BAC)	4 000	$ 35 017 95	$ 8 75			4 000 000	$ 35 017 95
Bank of America (BAC)	5 000	$ 78 617 45	$ 15 72			5 000 000	$ 78 617 45
SUBTOTAL	20 000	$ 224 563 32		0		20 000	$ 224 563 32
BP PLC (BP)	2 000	$ 92 699 75	$ 46 35	2 000 000		0 000	$ -
BP PLC (BP)	3 100	$ 138 742 64	$ 44 76	3 100 000		0 000	$ -
SUBTOTAL	5 100	$ 231 442 39		5 100		0 000	$ -
Berkshire Hathaway	1 800	$ 210 287 65	$ 116 83			1 800 000	$ 210 287 65
Boeing Company (BA)	1 000	$ 73 174 15	$ 73 17			1 000 000	$ 73 174 15
Boeing Company (BA)	1 000	$ 137 757 87	$ 137 76			1 000 000	$ 137 757 87
SUBTOTAL	2 000	$ 210 932 02		0		2 000 000	$ 210 932 02
Bristol Myers Squib (BMY)	2 825	$ 63 577 63	$ 22 51			2 825 000	$ 63 577 63
Bristol Myers Squib (BMY)	2 000 000	$ 50 354 25	$ 25 18			2 000 000	$ 50 354 25
Bristol Myers Squib (BMY)	550 000	$ 17 364 95	$ 31 57			550 000	$ 17 364 95
SUBTOTAL	5 375 000	$ 131 296 83		0 000		5 375 000	$ 131 296 83
Caterpillar Inc	450 000	$ 43 226 41	$ 96 06	450		0 000	$ -
Caterpillar Inc	550 000	$ 52 828 29	$ 96 05	550		0 000	$ -
Caterpillar Inc	1 500 000	$ 143 140 15	$ 95 43	1500		0 000	$ -
SUBTOTAL	2 500 000	$ 239 194 85				0 000	$ -
Chevron Corp (CVX)	900	$ 64 690 15	$ 71 88	900 000		0 000	$ -
Chevron Corp	5 100 000	$ 407 375 25	$ 79 88	3100		2 000 000	$ 159 755 00
SUBTOTAL	6 000 000	$ 472 065 40		4 000 000		2 000 000	$ 159 755 00
Cisco Systems (CSCO)	10 000 000	$ 191 408 95	$ 19 14			10 000 000	$ 191 408 95
Citigroup (C)	1 750	$ 64 067 95	$ 36 61			1 750 000	$ 64 067 95
Citigroup (C)	500	$ 15 647 95	$ 31 30			500 000	$ 15 647 95
Citigroup (C)	950	$ 37 495 45	$ 39 47			950 000	$ 37 495 45
Citigroup (C)	800	$ 28 203 15	$ 35 25			800 000	$ 28 203 15
Citigroup (C)	1 000	$ 52 307 85	$ 52 31			1 000 000	$ 52 307 85
SUBTOTAL	5 000	$ 197 722 35		0		5 000	$ 197 722 35
Coca-Cola Company (KO)	1 275	$ 32 112 20	$ 25 19			1 275 000	$ 32 112 20
Coca-Cola Company (KO)	1 300 000	$ 38 998 65	$ 30 00			1 300 000	$ 38 998 65
Coca-Cola Company (KO)	900 000	$ 30 775 48	$ 34 19			900 000	$ 30 775 48
Coca-Cola Company (KO)	3 475 000	$ 101 886 33	$ 29 32			3 475 000	$ 101 886 33
SUBTOTAL	6 950	$ 203 772 65		0		6 950	$ 203 772 65
Conagra Foods	3 000 000	$ 77 360 95	$ 25 79	3000		0 000	$ -
Clorox Company (CLX)	975 000	$ 60 202 71	$ 61 75	975		0 000	$ -
Clorox Company (CLX)	1 025	$ 63 432 04	$ 61 88	1 025 000		0 000	$ -
SUBTOTAL	2 000 000	$ 123 634 75		2 000 000		0 000	$ -
Conoco Phillips (COP)	1 300	$ 46 641 81	$ 35 88			1 300 000	$ 46 641 81
Conoco Phillips (COP)	600	$ 35 249 54	$ 58 75			600 000	$ 35 249 54
Conoco Phillips	1 000 000	$ 46 892 74	$ 46 89			1 000 000	$ 46 892 74
SUBTOTAL	2 900 000	$ 128 784 09		0 000		2 900 000	$ 128 784 09
Costco (COST)	2 500 000	$ 204 039 20	$ 81 62	500 000		2 000 000	$ 163 231 36

BOOK VALUE OF SECURITIES						
STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD	CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Deere & Company	250 000	$ 22 397 33	$ 89 59		250 000	$ 22 397 33
Deere & Company	400 000	$ 35 824 95	$ 89 56		400 000	$ 35 824 95
Deere & Company	2 500 000	$ 189 642 95	$ 75 86		2 500 000	$ 189 642 95
SUBTOTAL	3 150 000	$ 247 865 23		0 000	3 150 000	$ 247 865 23
Dominion Resources Inc (D)	1 675	$ 64 230 58	$ 38 35	1 675 000	0 000	$ -
Dow Chemical Co	10 000 000	$ 309 637 50	$ 30 96	3000	7 000 000	$ 216 746 25
Dow Chemical Co	3 000	$ 132 959 83	$ 44 32	0 000	3 000 000	$ 132 959 83
SUBTOTAL	13 000 000	$ 442 597 33		3 000 000	10 000 000	$ 349 706 08
EMC Corp Mass (EMC)	5 500 000	$ 137 187 40	$ 24 94		5 500 000	$ 137 187 40
Equinix Inc (EQIX)	100	$ 8 645 46	$ 86 45		100 000	$ 8 645 46
Equinix Inc (EQIX)	400 000	$ 34 881 01	$ 87 20		400 000	$ 34 881 01
Equinix Inc (EQIX)	500 000	$ 86 107 90	$ 172 22		500 000	$ 86 107 90
Equinix Inc (EQIX)	500 000	$ 100 601 05	$ 201 20		500 000	$ 100 601 05
Equinix Inc (EQIX)	500 000	$ 95 585 95	$ 191 17		500 000	$ 95 585 95
SUBTOTAL	2 000	$ 325 821 37		0	2 000	$ 325 821 37
Fifth Third Bancorp (FITB)	5 250	$ 63 852 70	$ 12 16		5 250 000	$ 63 852 70
Fifth Third Bancorp (FITB)	550	$ 6 821 45	$ 12 40		550 000	$ 6 821 45
SUBTOTAL	5 800 000	$ 70 674 15		0 000	5 800 000	$ 70 674 15
Ford Motor Company	6 000	$ 90 953 95	$ 15 16		6 000 000	$ 90 953 95
Ford Motor Company	6 000	$ 89 057 35	$ 14 84		6 000 000	$ 89 057 35
SUBTOTAL	12 000 000	$ 180 011 30		0 000	12 000 000	$ 180 011 30
Frontier Communications Corp (FTR)	567	$ 4 043 91	$ 7 13	567 000	0 000	$ -
General Electric	10 000 000	$ 165 950 00	$ 16 60		10 000 000	$ 165 950 00
General Electric	2 200	$ 36 207 95	$ 16 46		2 200 000	$ 36 207 95
SUBTOTAL	12 200 000	$ 202 157 95		0 000	12 200 000	$ 202 157 95
Google	45 000	$ 34 010 05	$ 755 78		45 000	$ 34 010 05
Google	155	$ 172 610 43	$ 1 113 62		155 000	$ 172 610 43
SUBTOTAL	200 000	$ 206 620 48		0 000	200 000	$ 206 620 48
Heinz HJ Company (HNZ)	1 425	$ 63 812 35	$ 44 78	1 425 000	0 000	$ -
Hershey Company (HSY)	1 400	$ 63 925 15	$ 45 66		1 400 000	$ 63 925 15
Hershey Company (HSY)	900 000	$ 32 643 00	$ 36 27		900 000	$ 32 643 00
Hershey Company (HSY)	1 200 000	$ 69 125 95	$ 57 60		1 200 000	$ 69 125 95
SUBTOTAL	3 500 000	$ 165 694 10		0 000	3 500 000	$ 165 694 10
Home Depot	1 650 000	$ 111 041 34	$ 67 30		1 650 000	$ 111 041 34
Home Depot	1 650	$ 134 080 34	$ 81 26		1 650 000	$ 134 080 34
SUBTOTAL	3 300 000	$ 245 121 68		0 000	3 300 000	$ 245 121 68
Intel	7 500 000	$ 162 092 95	$ 21 61	7500	0 000	$ -
Intel	2 400 000	$ 59 081 95	$ 24 62	2400	0 000	$ -
SUBTOTAL	9 900 000	$ 221 174 90		9 900 000	0 000	$ -
Intuitive Surgical Inc	300 000	$ 131 921 95	$ 439 74	300	0 000	$ -
Johnson & Johnson (JNJ)	1 075	$ 64 290 05	$ 59 80		1 075 000	$ 64 290 05
Johnson and Johnson	575 000	$ 36 893 44	$ 64 16		575 000	$ 36 893 44
Johnson and Johnson	200 000	$ 12 911 95	$ 64 56		200 000	$ 12 911 95
SUBTOTAL	1 850 000	$ 114 095 44		0 000	1 850 000	$ 114 095 44
JP Morgan & Chase Co (JPM)	1 700	$ 64 393 55	$ 37 88	1 700 000	0 000	$ -
Kimberly Clark Corp (KMB)	1 050	$ 63 589 15	$ 60 56		1 050 000	$ 63 589 15
Kimberly Clark	600 000	$ 37 296 90	$ 62 16		600 000	$ 37 296 90
Kimberly Clark	1 200 000	$ 84 305 95	$ 70 25		1 200 000	$ 84 305 95
SUBTOTAL	2 850 000	$ 185 192 00		0 000	2 850 000	$ 185 192 00
Landauer Inc (LDR)	650	$ 38 540 92	$ 59 29		650 000	$ 38 540 92
Laundauer Inc	1 500 000	$ 89 957 05	$ 59 97		1 500 000	$ 89 957 05
Laundauer Inc	1 900 000	$ 96 976 85	$ 51 04		1 900 000	$ 96 976 85

BOOK VALUE OF SECURITIES

STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD	CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
SUBTOTAL	4 050 000	$ 225 474 82		0 000	4 050 000	$ 225 474 82
Level 3 Communications (LVLT)	5 000 000	$ 113 767 95	$ 22 75		5 000 000	$ 113 767 95
Level 3 Communications (LVLT)	5 000 000	$ 117 249 45	$ 23 45		5 000 000	$ 117 249 45
SUBTOTAL	10 000 000	$ 231 017 40		0 000	10 000 000	$ 231 017 40
Lockheed Martin	212 000	$ 15 986 92	$ 75 41	212	0 000	$ -
Lululemon Athletica Inc	1 500 000	$ 83 957 95	$ 55 97	1 500 00	0 000	$ -
Mako Surgical Corp	4 000 000	$ 142 263 15	$ 35 57	4000	0 000	$ -
Mako Surgical Corp	5 000 000	$ 137 633 95	$ 27 53	5000	0 000	$ -
Mako Surgical Corp	3 000 000	$ 53 700 85	$ 17 90	3000	0 000	$ -
SUBTOTAL	12 000 000	$ 333 597 95		12 000 000	0 000	$ -
McDonalds Corp	2 300 000	$ 173 525 00	$ 75 45	2300	0 000	$ -
McDonalds Corp	900 000	$ 67 912 06	$ 75 46	900	0 000	$ -
SUBTOTAL	3 200 000	$ 241 437 06		3 200 000	0 000	$ -
Merck & Company (MRK)	2 035	$ 63 955 00	$ 31 43	2 035 000	0 000	$ -
Merck & Company (MRK)	6 900	$ 237 072 28	$ 34 36		6 900 000	$ 237 072 28
SUBTOTAL	8 935 000	$ 301 027 28		2 035 000	6 900 000	$ 237 072 28
Microsoft (MSFT)	2 500	$ 63 940 45	$ 25 58	2 500 000	0 000	$ -
Microsoft (MSFT)	5 200	$ 140 833 95	$ 27 08	5 200 000	0 000	$ -
Microsoft (MSFT)	5 000	$ 187 017 45	$ 37 40	0 000	5 000 000	$ 187 017 45
SUBTOTAL	12 700 000	$ 391 791 85		7 700 000	5 000 000	$ 187 017 45
Molycorp Inc (MCP)	3 000	$ 97 069 75	$ 32 36		3 000 000	$ 97 069 75
Molycorp Inc (MCP)	3 000	$ 85 337 65	$ 28 45		3 000 000	$ 85 337 65
Molycorp Inc (MCP)	4 000	$ 44 737 55	$ 11 18		4 000 000	$ 44 737 55
Molycorp Inc (MCP)	15 000	$ 87 760 45	$ 5 85		15 000 000	$ 87 760 45
Molycorp Inc (MCP)	25 000	$ 184 767 95	$ 7 39		25 000 000	$ 184 767 95
Molycorp Inc (MCP)	40 000	$ 221 445 95	$ 5 54		40 000 000	$ 221 445 95
SUBTOTAL	90 000 000	$ 721 119 30		0 000	90 000 000	$ 721 119 30
Monsanto Company (MON)	100	$ 5 133 22	$ 51 33	100 000	0 000	$ -
Monsanto Company (MON)	100	$ 5 136 22	$ 51 36	100 000	0 000	$ -
Monsanto Company	600 000	$ 40 295 64	$ 67 16	600	0 000	$ -
Monsanto Company	600 000	$ 44 801 95	$ 74 67	600 000	0 000	$ -
SUBTOTAL	1 400	$ 95 367 03		1 400	0	$ -
National Health Invs Inc (NHI)	1 715	$ 64 132 54	$ 37 40	1 715 000	0 000	$ -
Nestles A Sponsored ADR (NSRGY)	1 100	$ 62 926 95	$ 57 21		1 100 000	$ 62 926 95
Nestles A Sponsored ADR (NSRGY)	2 900	$ 210 902 12	$ 72 72	0 000	2 900 000	$ 210 902 12
Nestles A Sponsored ADR (NSRGY)	1 000	$ 72 723 83	$ 72 72	0 000	1 000 000	$ 72 723 83
SUBTOTAL	5 000 000	$ 346 552 90		0 000	5 000 000	$ 346 552 90
Nemont Mining Corp	3 000	$ 102 462 25	$ 34 15	3000	0 000	$ -
Nextera Energy Inc (NEE) (formerly FPL Group Inc (FPL))	1 300	$ 63 600 82	$ 48 92	1 300 000	0 000	$ -
Nextera Energy Inc	5 300 000	$ 279 946 00	$ 52 82	5300	0 000	$ -
SUBTOTAL	6 600 000	$ 343 546 82		6 600 000	0 000	$ -
Oracle (ORCL)	100	$ 2 309 91	$ 23 10	100 000	0 000	$ -
Oracle	4 600 000	$ 143 496 60	$ 31 19		4 600 000	$ 143 496 60
Oracle	2 200 000	$ 68 965 95	$ 31 35	600 000	1 600 000	$ 50 157 05
Oracle	300 000	$ 7 580 95	$ 25 27	0 000	300 000	$ 7 580 95
SUBTOTAL	7 200 000	$ 222 353 41		700 000	6 500 000	$ 201 234 60
Pepsico Inc (PEP)	1 025	$ 63 913 58	$ 62 35		1 025 000	$ 63 913 58
Pepsico	575 000	$ 34 787 50	$ 60 50		575 000	$ 34 787 50
Pepsico	1 600 000	$ 100 545 95	$ 62 84		1 600 000	$ 100 545 95
SUBTOTAL	3 200 000	$ 199 247 03		0 000	3 200 000	$ 199 247 03
Phillips 66	1 450 000	$ 38 023 32	$ 26 22	1450	0 000	$ -

BOOK VALUE OF SECURITIES							
STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD		CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Procter & Gamble (PG)	1 050	$ 63 719 35	$ 60 69			1 050 000	$ 63 719 35
Procter and Gamble	600 000	$ 35 980 50	$ 59 97			600 000	$ 35 980 50
Procter and Gamble	1 500 000	$ 95 671 90	$ 63 78			1 500 000	$ 95 671 90
SUBTOTAL	3 150 000	$ 195 371 75		0 000		3 150 000	$ 195 371 75
Southern Company (SO)	1 965	$ 63 995 60	$ 32 57	1 965 000		0 000	$ -
Southern Co	3 825 000	$ 125 938 13	$ 32 93	3825		0 000	$ -
SUBTOTAL	5 790 000	$ 189 933 73		5 790 000		0 000	$ -
Starbucks	1 000 000	$ 32 136 55	$ 32 14			1 000 000	$ 32 136 55
Starbucks Corp (SBUX)	2 615	$ 64 004 39	$ 24 48			2 615 000	$ 64 004 39
Starbucks Corp (SBUX)	1 785	$ 79 022 05	$ 44 27			1 785 000	$ 79 022 05
SUBTOTAL	5 400 000	$ 175 162 99		0 000		5 400 000	$ 175 162 99
SunTrust Banks	968 000	$ 22 126 06	$ 22 86	968		0 000	$ -
United Technologies Corp	2 600 000	$ 205 168 09	$ 78 91			2 600 000	$ 205 168 09
United Parcel Service	2 200 000	$ 174 894 85	$ 79 50			2 200 000	$ 174 894 85
Verizon Communications Inc (VZ)	2 365	$ 59 992 70	$ 25 37	1 450 000		915 000	$ 23 210 71
Verizon Communications	2 635 000	$ 88 949 50	$ 33 76			2 635 000	$ 88 949 50
Verizon Communications	450 000	$ 16 789 45	$ 37 31			450 000	$ 16 789 45
SUBTOTAL	5 450 000	$ 165 731 65		1 450 000		4 000 000	$ 128 949 66
Wells Fargo & Co New (WFC)	2 300	$ 63 863 65	$ 27 77	2 300 000		0 000	$ -
Wells Fargo & Co New (WFC)	1 500	$ 52 292 80	$ 34 86			1 500 000	$ 52 292 80
Wells Fargo & Co New (WFC)	900	$ 29 861 95	$ 33 18			900 000	$ 29 861 95
Wells Fargo & Co	20 037 000	$ 579 570 23	$ 28 93	17437		2 600 000	$ 75 205 00
SUBTOTAL	24 737	$ 725 588 63		19 737		5 000	$ 157 359 75
Williams Cos Inc	6 500 000	$ 165 317 06	$ 25 43			6 500 000	$ 165 317 06
WPX Energy Inc	2 166 660	$ 37 476 19	$ 15 30	2166 66		0 000	$ -
Yahoo Inc (YHOO)	10 700 000	$ 205 623 80	$ 19 22			10 700 000	$ 205 623 80
Yum Brands Inc (YUM)	1 700 000	$ 111 710 84	$ 65 71	1700		0 000	$ -
SUBTOTAL STOCKS							$ 8,427,689 80
BONDS							
Johnson City Tn Bond	35 000 000	$ 35 248 00	$ 1 01			35 000 000	$ 35 248 00
SUTOTAL BONDS							$ 35,248 00
OTHER							
First Trust Advantage	5 000	$ 857 15	$ 171 43			5 000	$ 857 15
Mint Discount Tr 5 Monthly	90 000	$ 6 380 10	$ 70 89	90		0 000	$ -
Mint Discount Tr 5 Semi Annual	71 000	$ 5 033 19	$ 70 89	71		0 000	$ -
iShares Silver Trust	2 300 000	$ 65 082 65	$ 28 30	2300		0 000	$ -
SUTOTAL OTHER							$ 857 15
MUTUAL FUNDS							
American Mutual Fund Inc Class F (AMFFX)	5 168 375	$ 131 084 95	$ 25 36	5 168 375		0 000	$ -
American Mutual Fund Inc Class F (AMFFX)	29 985	$ 764 92	$ 25 51	29 985		0 000	$ -
SUBTOTAL	5 198 360	$ 131 849 87		5 198 360		0 000	$ -
American Balanced Fund Inc Cl F (BALFX)	189 207	$ 3 385 00	$ 17 89	189 207		0 000	$ -
American Balanced Fund Inc Cl F (BALFX)	72 910 471	$ 1 193 575 00	$ 16 37	33 454 84		39 455 628	$ 645 905 18
American Balanced Fund Inc Cl F (BALFX)	355 547	$ 6 986 54	$ 19 65			355 547	$ 6 986 54
American Balanced Fund Inc Cl F (BALFX)	256 707	$ 4 851 77	$ 18 90			256 707	$ 4 851 77
American Balanced Fund Inc Cl F (BALFX)	237 071	$ 4 769 87	$ 20 12			237 071	$ 4 769 87
American Balanced Fund Inc Cl F (BALFX)	232 203	$ 4 771 77	$ 20 55			232 203	$ 4 771 77
American Balanced Fund Inc Cl F (BALFX)	400 089	$ 7 305 63	$ 18 26			400 089	$ 7 305 63
American Balanced Fund Inc Cl F (BALFX)	219 550	$ 4 757 65	$ 21 67			219 550	$ 4 757 65
American Balanced Fund Inc Cl F (BALFX)	219 166	$ 4 865 48	$ 22 20			219 166	$ 4 865 48
American Balanced Fund Inc Cl F (BALFX)	211 259	$ 4 782 91	$ 22 64			211 259	$ 4 782 91
American Balanced Fund Inc Cl F (BALFX)	199 671	$ 4 792 10	$ 24 00			199 671	$ 4 792 10
SUBTOTAL	75 430 941	$ 1 244 843 72		33 644 050		41 786 891	$ 693 788 90

BOOK VALUE OF SECURITIES							
STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD		CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Baron Investment Funds Trust Growth Fund (BGRFX)	2 564 469	$ 131 084 95	$ 51 12	2 564 469		0 000	$ -
Baron Investment Funds Trust Growth Fund (BGRFX)	43 046	$ 2 115 69	$ 49 15	43 046		0 000	$ -
Baron Investment Funds Trust Growth Fund (BGRFX)	278 387	$ 14 883 64	$ 53 46	278 387		0 000	$ -
SUBTOTAL	2 885 902	$ 148 084 28		2 885 902		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	4 125 590	$ 131 084 95	$ 31 77	4 125 590		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	9 031	$ 285 82	$ 31 65	9 031		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	17 613	$ 525 92	$ 29 86	17 613		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	28 987	$ 891 36	$ 30 75	28 987		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	24 447	$ 808 23	$ 33 06	24 447		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	16 719	$ 521 29	$ 31 18	16 719		0 000	$ -
Calamos Invt Tr New Growth & Income (CVTRX)	16 016	$ 538 31	$ 33 61	16 016		0 000	$ -
SUBTOTAL	4 238 403	$ 134 655 88		4 238 403		0 000	$ -
Capital Income Builder	20 470 796	$ 995 699 52	$ 48 64	6 241 30		14 229 498	$ 692 122 78
DFA Invt Dimensions (DFSVX)	3 808 900	$ 83 125 14	$ 21 82	3 808 900		0 000	$ -
DFA Invt Dimensions (DFSVX)	55 707	$ 1 241 70	$ 22 29	55 707		0 000	$ -
DFA Invt Dimensions (DFSVX)	12 645	$ 281 86	$ 22 29	12 645		0 000	$ -
DFA Invt Dimensions (DFSVX)	11 115	$ 267 53	$ 24 07	11 115		0 000	$ -
DFA Invt Dimensions (DFSVX)	5 935	$ 159 42	$ 26 86	5 935		0 000	$ -
SUBTOTAL	3 894 302	$ 85 075 65		3 894 302		0 000	$ -
DFA Invt Dimensions Emerging Markets (DFEVX)	3 094 199	$ 83 125 14	$ 26 86	3094 199		0 000	$ -
DFA Invt Dimensions Emerging Markets (DFEVX)	46 186	$ 1 194 36	$ 25 86	46 186		0 000	$ -
DFA Invt Dimensions Emerging Markets (DFEVX)	25 366	$ 655 97	$ 25 86	25 366		0 000	$ -
DFA Invt Dimensions Emerging Markets (DFEVX)	17 357	$ 449 54	$ 25 90	17 357		0 000	$ -
SUBTOTAL	3 183 108	$ 85 425 01		3 183 108		0 000	$ -
Dodge & Cox Inc Fd (DODIX)	22 744 503	$ 300 000 00	$ 13 19	22 744 503		0 000	$ -
Fidelity Floating Rate High Income Fund (FFRHX)	10 747 614	$ 105 878 95	$ 9 85	10 747 614		0 000	$ -
Fundamental Investors	28 173 168	$ 942 302 00	$ 33 45	16 793 233		11 379 935	$ 380 622 28
Fundamental Investors	3 562 653	$ 131 084 95	$ 36 79			3 562 653	$ 131 084 95
Fundamental Investors	10 803	$ 418 61	$ 38 75			10 803	$ 418 61
Fundamental Investors	11 133	$ 419 17	$ 37 65			11 133	$ 419 17
Fundamental Investors	12 931	$ 440 55	$ 34 07			12 931	$ 440 55
Fundamental Investors	231 517	$ 7 885 49	$ 34 06			231 517	$ 7 885 49
Fundamental Investors	99 200	$ 3 907 47	$ 39 39			99 200	$ 3 907 47
Fundamental Investors	111 389	$ 4 051 20	$ 36 37			111 389	$ 4 051 20
Fundamental Investors	98 906	$ 3 962 17	$ 40 06			98 906	$ 3 962 17
Fundamental Investors	214 465	$ 8 782 33	$ 40 95			214 465	$ 8 782 33
Fundamental Investors	88 026	$ 3 889 01	$ 44 18			88 026	$ 3 889 01
Fundamental Investors	64 015	$ 2 929 97	$ 45 77			64 015	$ 2 929 97
Fundamental Investors	56 745	$ 2 718 09	$ 47 90			56 745	$ 2 718 09
Fundamental Investors	107 605	$ 5 457 71	$ 50 72			107 605	$ 5 457 71
Fundamental Investors	374 794	$ 19 009 53	$ 50 72			374 794	$ 19 009 53
SUBTOTAL	33 217 350	$ 1 137 258 25		16 793 233		16 424 117	$ 575 578 53
Harris Assoc Invt Tr (OAKIX)	6 830 120	$ 131 084 95	$ 19 19	6830 12		0 000	$ -
Harris Assoc Invt Tr (OAKIX)	53 383	$ 857 86	$ 16 07	53 383		0 000	$ -
SUBTOTAL	6 883 503	$ 131 942 81		6 883 503		0 000	$ -
JP Morgan Small Cap Value Select CL (PSOPX)	5 095 994	$ 106 368 34	$ 20 87			5 095 994	$ 106 368 34
JP Morgan Small Cap Value Select CL (PSOPX)	19 847	$ 424 14	$ 21 37			19 847	$ 424 14
JP Morgan Small Cap Value Select CL (PSOPX)	22 266	$ 537 06	$ 24 12			22 266	$ 537 06
JP Morgan Small Cap Value Select CL (PSOPX)	14 418	$ 358 28	$ 24 85			14 418	$ 358 28
JP Morgan Small Cap Value Select CL (PSOPX)	4 591	$ 123 45	$ 26 89			4 591	$ 123 45
JP Morgan Small Cap Value Select CL (PSOPX)	96 295	$ 2 611 51	$ 27 12			96 295	$ 2 611 51
JP Morgan Small Cap Value Select CL (PSOPX)	18 025	$ 504 53	$ 27 99			18 025	$ 504 53
JP Morgan Small Cap Value Select CL (PSOPX)	30 694	$ 832 41	$ 27 12			30 694	$ 832 41
SUBTOTAL	5 302 1301	$ 111 759 72				5 302 1301	$ 111 759 72

BOOK VALUE OF SECURITIES

STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD		CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
JP Morgan Trust I Income Builder Fund	7 524 094	$ 70 590 95	$ 9 38	7524 094		0 000	$ -
JP Morgan Trust II Equity Income Fund	26 551 119	$ 240 037 07	$ 9 04	26 551 119		0 000	$ -
JP Morgan Trust II Equity Income Fund	70 917	$ 663 78	$ 9 36	70 917		0 000	$ -
JP Morgan Trust II Equity Income Fund	13 642	$ 131 51	$ 9 64	13 642		0 000	$
JP Morgan Trust II Equity Income Fund	52 308	$ 520 46	$ 9 95	52 308		0 000	$ -
JP Morgan Trust II Equity Income Fund	68 499	$ 698 69	$ 10 20	68 499		0 000	$ -
JP Morgan Trust II Equity Income Fund	24 374	$ 249 10	$ 10 22	24 374		0 000	$ -
JP Morgan Trust II Equity Income Fund	64 280	$ 618 37	$ 9 62	64 280		0 000	$ -
JP Morgan Trust II Equity Income Fund	62 693	$ 624 42	$ 9 96	62 693		0 000	$
JP Morgan Trust II Equity Income Fund	12 553	$ 127 54	$ 10 16	12 553		0 000	$ -
JP Morgan Trust II Equity Income Fund	62 055	$ 638 55	$ 10 29	62 055		0 000	$ -
JP Morgan Trust II Equity Income Fund	55 489	$ 579 31	$ 10 44	55 489		0 000	$ -
JP Morgan Trust II Equity Income Fund	34 689	$ 360 42	$ 10 39	34 689		0 000	$ -
JP Morgan Trust II Equity Income Fund	66 380	$ 690 35	$ 10 40	66 380		0 000	$ -
JP Morgan Trust II Equity Income Fund	150 906	$ 1 558 86	$ 10 33	150 906		0 000	$ -
JP Morgan Trust II Equity Income Fund	41 536	$ 429 07	$ 10 33	41 536		0 000	$ -
JP Morgan Trust II Equity Income Fund	139 021	$ 1 430 53	$ 10 29	139 021		0 000	$ -
JP Morgan Trust II Equity Income Fund	8 110	$ 87 91	$ 10 84	8 110		0 000	$ -
JP Morgan Trust II Equity Income Fund	58 100	$ 635 03	$ 10 93	58 100		0 000	$ -
JP Morgan Trust II Equity Income Fund	72 987	$ 829 13	$ 11 36	72 987		0 000	$ -
JP Morgan Trust II Equity Income Fund	15 002	$ 174 77	$ 11 65	,15 002		0 000	$ -
JP Morgan Trust II Equity Income Fund	42 208	$ 498 90	$ 11 82	42 208		0 000	$ -
JP Morgan Trust II Equity Income Fund	75 220	$ 885 34	$ 11 77	75 220		0 000	$ -
JP Morgan Trust II Equity Income Fund	12 108	$ 149 53	$ 12 35	12 108		0 000	$ -
JP Morgan Trust II Equity Income Fund	48 856	$ 580 90	$ 11 89	48 856		0 000	$ -
JP Morgan Trust II Equity Income Fund	65 268	$ 798 23	$ 12 23	65 268		0 000	$ -
JP Morgan Trust II Equity Income Fund	29 206	$ 371 21	$ 12 71	29 206		0 000	$ -
JP Morgan Trust II Equity Income Fund	33 409	$ 436 32	$ 13 06	33 409		0 000	$ -
JP Morgan Trust II Equity Income Fund	372 087	$ 4 684 58	$ 12 59	372 087		0 000	$ -
JP Morgan Trust II Equity Income Fund	109 106	$ 1 373 64	$ 12 59	109 106		0 000	$ -
SUBTOTAL	35 936 222	$ 331 454 47		34 855 534		0 000	$ -
JP Morgan Trust II Large Cap Growth Fund Select Class (SEEGX)	2 551 085	$ 60 628 72	$ 23 77	2551 085		0 000	$ -
JP Morgan Trust II Large Cap Growth Fund Select Class (SEEGX)	10 985	$ 266 82	$ 24 29	10 985		0 000	$ -
JP Morgan Trust II Large Cap Growth Fund Select Class (SEEGX)	0 575	$ 13 80	$ 24 00	0 575		0 000	$ -
SUBTOTAL	2 562 070	$ 60 909 34		2 562 070		0 000	$ -
Lord Abbett Bd -Deb Fd	27 548 209	$ 200 000 00	$ 7 26	27 548 209		0 000	$ -
Lord Abbett Fundamental Equity (LDFVX)	10 012 987	$ 131 084 95	$ 13 09	10 012 987		0 000	$ -
Reinvest	230 768	$ 2 658 45	$ 11 52	230 768		0 000	$ -
Reinvest	19 730	$ 227 29	$ 11 52	19 730		0 000	$ -
SUBTOTAL	10 263 485	$ 133 970 69		10 263 485		0 000	$ -
Lord Abbett Invt Tr Short Duration Income Fund Class I							
Initial Purcahse	218 818 381	$ 1 000 000 00	$ 4 57	218 818 381		0 000	$ -
Reinvest	1 203 500	$ 5 536 10	$ 4 60	1 203 500		0 000	$ -
SUBTOTAL	220 021 881	$ 1 005 536 10		220 021 881		0 000	$ -
Matthews International Funds Pacific Tiger (MAPTX)	7 139 828	$ 166 372 95	$ 23 30	7 139 828		0 000	$ -
New Perspective FD Inc	23 714 999	$ 576 858 08	$ 24 32			23 714 999	$ 576 858 08
New Perspective Fund Inc (NPFFX)	2 315 724	$ 65 549 95	$ 28 31			2 315 724	$ 65 549 95
New Perspective Fund Inc (NPFFX)	280 477	$ 7 312 03	$ 26 07			280 477	$ 7 312 03
New Perspective Fund Inc (NPFFX)	272 898	$ 8 438 00	$ 30 92			272 898	$ 8 438 00
New Perspective Fund Inc (NPFFX)	1 256 416	$ 46 575 34	$ 37 07			1 256 416	$ 46 575 34
New Perspective Fund Inc (NPFFX)	199 506	$ 7 395 70	$ 37 07			199 506	$ 7 395 70
SUBTOTAL	28 040 020	$ 712 129 10		0 000		28 040 020	$ 712 129 10
New World Fd Inc (NWFFX)	1 226 099	$ 65 549 95	$ 53 46	1226 099		0 000	$ -
Oppenheimer Equity Fund (OAEIX)	5 340 233	$ 135 443 27	$ 25 36	5340 233		0 000	$ -
Oppenheimer Equity Fund (OAEIX)	20 576	$ 523 24	$ 25 43	20 576		0 000	$ -
Oppenheimer Equity Fund (OAEIX)	29 022	$ 726 12	$ 25 02	29 022		0 000	$ -
Oppenheimer Equity Fund (OAEIX)	26 356	$ 536 88	$ 20 37	26 356		0 000	$ -
Oppenheimer Equity Fund (OAEIX)	78 067	$ 1 747 91	$ 22 39	78 067		0 000	$ -
SUBTOTAL	5 494 254	$ 138 977 42		5 494 254		0 000	$ -

BOOK VALUE OF SECURITIES

STOCK	INITIAL NUMBER OF SHARES	INITIAL BOOK VALUE	INITIAL BASIS PER SHARE	SHARES SOLD	CURRENT NUMBER OF SHARES	CURRENT BOOK VALUE
Pimco Fds Hi Yld Cl A (PHDAX)	23 041 475	$ 200 000 00	$ 8 68	23 041 475	0 000	$ -
Pimco Fds Low Duration (PTLAX)	10 169 452	$ 105 878 95	$ 10 41	10169 452	0 000	$ -
Pimco Fds Total Return (PTTAX)						
Initial Purcahse	27 027 027	$ 300 000 00	$ 11 10	27 027 027	0 000	$ -
Reinvest	1 349 449	$ 14 574 05	$ 10 80	1 349 449	0 000	$ -
SUBTOTAL	28 376 476	$ 314 574 05		28 376 476	0 000	$ -
Pimco Funds Unconstrianed Bond Fund (PUBAX)	12 282 971	$ 137 446 44	$ 11 19	12282 971	0 000	$ -
Pimco FDS Pac Invt (PCRAX)	8 422 495	$ 76 912 33	$ 9 13	8 422 495	0 000	$ -
Pimco FDS Pac Invt (PCRAX)	298 991	$ 2 750 72	$ 9 20	298 991	0 000	$ -
Pimco FDS Pac Invt (PCRAX)	225 292	$ 2 072 69	$ 9 20	225 292	0 000	$ -
Pimco Fds PAC Invt (PCRAX)	11 177 716	$ 100 837 95	$ 9 02	11 177 716	0 000	$ -
Pimco Fds PAC Invt (PCRAX)	1 070 429	$ 9 334 14	$ 8 72	1 070 429	0 000	$ -
Pimco Fds PAC Invt (PCRAX)	1 058 803	$ 8 798 65	$ 8 31	1 058 803	0 000	$ -
SUBTOTAL	22 253 726	$ 200 706 48		22 253 726	0 000	$ -
Templeton Global Bond Fd (TPINX)	10 409 513	$ 141 167 95	$ 13 56	10 409 513	0 000	$ -
Vanguard MidCap Index Fund (VIMSX)	6 409 291	$ 131 084 95	$ 20 45	6 409 291	0 000	$ -
SUTOTAL MUTUAL FUNDS						$ 2,785,379 04
TOTAL BOOK VALUE OF SECURITIES		$ 37,828,130 47				$ 11,249,173 99
Commercial Annuity		$ 1,259,326 50				$ 1,259,326 50
TOTAL BOOK VALUE OF INVESTMENTS/CORPORATE STOCK						$ 12,508,500 49

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 6

Part III, Line 3.

Capital Gains - $621,647
Miscellaneous Adjustment - $1,445

The Jeanette Travis Foundation
EIN: 71-0907506
Form 990-PF
FYE: 12-31-2013

STATEMENT 7

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

See attached.

CAPITAL GAINS 2013	SHARES	BASIS	AMOUNT REALIZED	GAIN (LOSS)
Lululemon Athletica Inc	500.00	$ 27.985 98	$ 34,115.53	$ 6,129 55
Southern Company	4.000.00	$ 131,637 48	$ 176,528 49	$ 44,891.01
Yum Brands	1.700.00	$ 111,710 84	$ 110,079.91	$ (1,630 93)
Baron Growth Retail	2,885 90	$ 148.084 28	$ 165,910 51	$ 17,826 23
Fundamental Investors Class	9 398	$ 314.33	$ 400 00	$ 85.67
JP Morgan Trust II Large Cap Growth Fund Select Class (SEEGX)	2,562.65	$ 60,909 34	$ 63.681 73	$ 2,772.39
BP PLC	5,100 00	$ 231.442 39	$ 214,933.05	$ (16,509 34)
Newmont Mining Corp	3.000.00	$ 102,462.25	$ 91.670.79	$ (10,791.46)
Fundamental Investors Class	5,327 08	$ 178,173 82	$ 250.000.00	$ 71,826 18
Fundamental Investors Class	3.202.39	$ 107,109 70	$ 150,000 00	$ 42,890 30
Verizon Communications	1,450 00	$ 36,781 99	$ 72,698 28	$ 35.916.29
Mako Surgical	12,000 00	$ 333,597.95	$ 353,375 90	$ 19.777.95
Intutitive Surgical	300.00	$ 131,921.95	$ 110,682.07	$ (21,239 88)
Catepillar	2,500.00	$ 239,194.85	$ 210,512 38	$ (28,682 47)
Fundamental Investors Class	3,420 641	$ 114,409 46	$ 175,000.00	$ 60,590 54
Barrick Gold Corp	5,500.00	$ 104,775 90	$ 90.623 60	$ (14,152 30)
American Balanced Fund	10.275.38	$ 168,212.28	$ 250.000.00	$ 81,787.72
Capital Income Builder	4,302 186	$ 209,258 33	$ 250.000.00	$ 40,741 67
Costco Wholesale Corp	500.000	$ 40,807.84	$ 59,386 06	$ 18,578.22
Fundamental Investors Class	4,833 720	$ 161,672 41	$ 250,000.00	$ 88,327.59
JP Morgan Trust II Equity Income Fund	28,412 128	$ 260,863 52	$ 370,494 15	$ 109,630.63
TOTAL CAPITAL GAINS		**$ 2,901,326.90**	**$ 3,450,092.45**	**$ 548,765.55**
CAPITAL GAIN DISTRIBUTION		**$ -**	**$ 72,880.96**	**$ 72,880.96**
TOTAL		**$ 2,901,326.90**	**$ 3,522,973.41**	**$ 621,646.51**