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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

ENVELOPE DATE OCT 29 2013
 POSTMARK DATE

Name of foundation
SASCO FOUNDATION P60100008

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
10 S DEARBORN IL1-0117

City or town, state, and ZIP code
CHICAGO, IL 60603

A Employer identification number
13-6046567

B Telephone number (see instructions)
866- 888-5157

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
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **5,691,129.**

J Accounting method: 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	109,395.	105,168.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	113,658.			
b	Gross sales price for all assets on line 6a	2,912,469.			
7	Capital gain net income (from Part IV, line 2)		113,658.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	8,364.			STMT 1
12	Total. Add lines 1 through 11	231,417.	218,826.		
13	Compensation of officers, directors, trustees, etc.	67,699.	50,774.		16,925.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	8,576.	1,261.		STMT 2
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	76,275.	52,035.		16,925.
25	Contributions, gifts, grants paid	254,500.			254,500.
26	Total expenses and disbursements. Add lines 24 and 25	330,775.	52,035.		271,425.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-99,358.			
b	Net investment income (if negative, enter -0-)		166,791.		
c	Adjusted net income (if negative, enter -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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		8,608.	8,608.
	2	Savings and temporary cash investments	459,089.	120,724.	120,724.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶	16,583.		
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)	2,734,298.	3,375,322.	3,841,101.
	c	Investments - corporate bonds (attach schedule)	1,571,625.	1,268,932.	1,269,915.
	11	Investments - land, buildings, and equipment, basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	563,850.	455,211.	450,781.
	14	Land, buildings, and equipment, basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,345,445.	5,228,797.	5,691,129.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,345,445.	5,228,797.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	5,345,445.	5,228,797.		
31	Total liabilities and net assets/fund balances (see instructions)	5,345,445.	5,228,797.		

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 5,345,445.
2	Enter amount from Part I, line 27a	2 -99,358.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 5,246,087.
5	Decreases not included in line 2 (itemize) ▶ <u>PRIOR PERIOD ADJUSTMENT</u>	5 17,290.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,228,797.

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 PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 2,912,469.		2,798,811.	113,658.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			113,658.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	113,658.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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	267,611.	5,748,196.	0.046556
2010	258,154.	5,591,803.	0.046167
2009	243,606.	5,130,380.	0.047483
2008	329,791.	6,044,367.	0.054562
2007	362,207.	7,188,232.	0.050389
2 Total of line 1, column (d)			0.245157
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			0.049031
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		5,619,363.	
5 Multiply line 4 by line 3			275,523.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,668.
7 Add lines 5 and 6			277,191.
8 Enter qualifying distributions from Part XII, line 4			271,425.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,164.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax returns, and substantial contributors. Includes sub-rows 4a-4b and 6a-6b.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of JPMORGAN CHASE BANK, NA Telephone no (866)888-5157
Located at 10 S DEARBORN IL1-0117, CHICAGO, IL ZIP+4 60603
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X
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 X 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 X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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 No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? Yes No **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
JPMORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	67,699.	-0-	-0-
KATHERINE EMORY STOOKEY 270 PARK AVENUE, NEW YORK, NY 10017	TRUSTEE 2			
LUCY E AMBACH 270 PARK AVENUE, NEW YORK, NY 10017	TRUSTEE 2			
BENJAMIN EMORY 270 PARK AVENUE, NEW YORK, NY 10017	TRUSTEE 2			

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

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

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	5,319,945.
b	Average of monthly cash balances	1b	384,992.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,704,937.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,704,937.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,574.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,619,363.
6	Minimum investment return. Enter 5% of line 5	6	280,968.

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	280,968.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,336.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	277,632.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	277,632.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	277,632.

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	271,425.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	271,425.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	271,425.

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				277,632.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				NONE
b From 2008				1,459.
c From 2009				NONE
d From 2010				NONE
e From 2011				NONE
f Total of lines 3a through e	1,459.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 271,425.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				271,425.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	1,459.			1,459.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,748.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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).

N/A

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.

N/A

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a Paid during the year</p> <p>SEE STATEMENT 21</p>				<p>254,500.</p>
<p>Total ▶ 3a</p>				<p>254,500.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 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, 12 Subtotal, 13 Total.

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.)

Table with 2 columns: Line No. and Explanatory text. The text 'NOT APPLICABLE' is centered in the table.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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?
b If "Yes," complete the following schedule.

Table with 3 columns: (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 of officer or trustee: Anthony Ward
Date: 10/23/2013
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, Firm's name, Firm's address, Firm's EIN, Phone no.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	8,364.
TOTALS	----- 8,364. =====

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	1,315.	
FEDERAL ESTIMATES - INCOME	3,000.	
FEDERAL ESTIMATES - PRINCIPAL	3,000.	
FOREIGN TAXES ON QUALIFIED FOR	956.	956.
FOREIGN TAXES ON NONQUALIFIED	305.	305.
TOTALS	8,576.	1,261.

RECIPIENT NAME:

MR JOHN J POWERS, MANAGING DIRECTOR

ADDRESS:

JPMORGAN CHASE BANK NA 270 PARK AVE
NEW YORK, NY 10017

FORM, INFORMATION AND MATERIALS:

WRITTEN PROPOSAL SETTING GOALS AND HOW
FUNDS WILL BE SPENT

SUBMISSION DEADLINES:

SEPTEMBER 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

RECIPIENT NAME:

AQUIDNECK ISLAND LAND TRUST

ADDRESS:

790 AQUIDNECK AVENUE

MIDDLETOWN, RI 02842

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BERKSHIRE BOTANICAL GARDEN

ADDRESS:

PO BOX 826

STOCKBRIDGE, MA 01262-0826

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

BERKSHIRE CHORAL FESTIVAL

ADDRESS:

245 N. UNDERMOUNTAIN ROAD

SHEFFIELD, MA 01257

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

BERKSHIRE SCHOOL
ADDRESS:
245 N. UNDERMOUNTAIN ROAD
SHEFFIELD, MA 01257

RELATIONSHIP:

NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BERKSHIRE SOUTH COMMUNITY CENTER
ADDRESS:
15 CRISSEY ROAD
GREAT BARRINGTON, MA 01230

RELATIONSHIP:

NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BOSTON SYMPHONY ORCHESTRA
DEVELOPMENT OFFICE SYMPHONY HALL
ADDRESS:
301 MASSACHUSETTS AVENUE
BOSTON, MA 02115

RELATIONSHIP:

NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

CENTRAL ASIA INSTITUTE

ADDRESS:

P.O. BOX 7209
BOZEMAN, MT 59771-7209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

DeCORDOVA MUSEUM

ADDRESS:

51 SANDY PONY ROAD
LINCOLN, MA 01773

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

DOCTORS WITHOUT BORDERS USA

ADDRESS:

P.O. BOX 5023
HAGERSTOWN, MD 21741-5030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

FIRST PARISH CHURCH OF LINCOLN MA

ADDRESS:

14 BEDFORD ROAD
LINCOLN, MA 01773

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

HEIFER INTERNATIONAL

ADDRESS:

P.O. BOX 8058
LITTLE ROCK, AR 72203-8058

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

KINGSLEY MONTESSORI SCHOOL

ADDRESS:

30 FAIRFIELD STREET
BOSTON, MA 02116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

LIFT INC.

ADDRESS:

1620 I STREET N.W., SUITE 820
WASHINGTON, DC 20006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MAHAIWE PERFORMING ARTS CENTER

ADDRESS:

244 MAIN STREET, SUITE 3
GREAT BARRINGTON, MA 01230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NORTHFIELD MT. HERMON SCHOOL
DEVELOPMENT OFFICE

ADDRESS:

ONE LAMPLIGHTER WAY
MOUNT HERMON, MA 01354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

THE MASSACHUSETTS CHAPTER OF
THE NATURE CONSERVANCY

ADDRESS:

205 PORTLAND STREET, SUITE 400
BOSTON, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

RECIPIENT NAME:

OCEAN CONSERVANCY

ADDRESS:

1300 19TH ST N.W. 8TH FLOOR
WASHINGTON, DC 20036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

THE PENNFIELD SCHOOL

ADDRESS:

110 SANDY POINT AVENUE
PORTSMOUTH, RI 02871

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

PER SCHOLAS

ADDRESS:

804 EAST 138TH STREET, 2ND FLOOR

BRONX, NY 10454

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

RHODE ISLAND COMMUNITY FOOD BANK

ADDRESS:

200 NIANTIC AVENUE

PROVIDENCE, RI 02907

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

SHEFFIELD LAND TRUST

ADDRESS:

P.O.BOX 940

SHEFFIELD, MA 01257-0940

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

SUDBURY VALLEY TRUSTEES

ADDRESS:

18 WOLBACH ROAD
SUDBURY, MA 01776

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BLUE HILL HERITAGE TRUST

ADDRESS:

BLUE HILL, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BLUE HILL MEMORIAL HOSPITAL

ADDRESS:

BLUE HILL, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

CALVIN HILL DAYCARE CENTER

ADDRESS:

NEW HAVEN, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CONNECTICUT FOOD BANK

ADDRESS:

NEW HAVEN, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ELM SHAKESPEARE COMPANY

ADDRESS:

NEW HAVEN, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 600.

=====

RECIPIENT NAME:

FANCONI ANEMIA RESEARCH FUND

ADDRESS:

EUGENE, OR
RELATIONSHIP:

NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

KNEISEL HALL

ADDRESS:

BLUE HILL, ME
RELATIONSHIP:

NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

LIFEFLIGHT FOUNDATION

ADDRESS:

BANGOR, ME
RELATIONSHIP:

NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

MAINE COAST HERITAGE TRUST

ADDRESS:

TOPSHAM, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MAINE COMMUNITY FOUNDATION

ADDRESS:

ELLSWORTH, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 95,000.

RECIPIENT NAME:

MAINE ENVIRONMENTAL RESEARCH

INSTITUTE

ADDRESS:

BLUE HILL, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:
NATIONAL RESOURCES COUNCIL OF MAINE
ADDRESS:

AUGUSTA, ME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
NATURAL RESOURCES DEFENSE COUNCIL
ADDRESS:

NEW YORK, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NEW HAVEN SYMPHONY ORCHESTRA
ADDRESS:

NEW HAVEN, CT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:
NORTHWEST HARVEST
ADDRESS:

SEATTLE, WA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID

1,000.

RECIPIENT NAME:
PENINSULA AMBULANCE CORPS, INC
ADDRESS:

BLUE HILL, ME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID

1,000.

RECIPIENT NAME:
PLANNED PARENTHOOD FEDERATION OF
AMERICA
ADDRESS:

NEW YORK, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID

3,000.

=====

RECIPIENT NAME:

RADCLIFFE INSTITUTE FOR ADVANCED
STUDY

ADDRESS:

CAMBRIDGE, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

SMITHSONIAN INSTITUTION

ADDRESS:

WASHINGTON, DC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

THE APPRENTICESHOP

ADDRESS:

ROCKLAND, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

=====

RECIPIENT NAME:
THE FOOTE SCHOOL
ADDRESS:

NEW HAVEN, CT

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,400.

RECIPIENT NAME:
THE LAND TRUST ALLIANCE
ADDRESS:

WASHINGTON, DC

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY - THE
MASSACHUSETTS CHAPTER
ADDRESS:

BOSTON, MA

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

=====

RECIPIENT NAME:

U S FUND FOR UNICEF

ADDRESS:

NEW YORK, NY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

VERMONT FOOD BANK

ADDRESS:

BRATTLEBORO, VT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF SOUTHERN

NEW ENGLAND

ADDRESS:

NEW HAVEN, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

YALE-NEW HAVEN HOSPITAL

ADDRESS:

NEW HAVEN, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

THE HOTCHKISS FUND

ADDRESS:

LAKEVILLE, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HARVARD GRADUATE SCHOOL OF

EDUCATION

ADDRESS:

CAMBRIDGE, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

GREAT BARRINGTON LAND CONSERVANCY

ADDRESS:

GREAT BARRINGTON, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 254,500.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust SASCO FOUNDATION P60100008	Employer identification number 13-6046567
--	---

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,454.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-14,454.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					35,308.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	92,804.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	128,112.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-14,454.
14	Net long-term gain or (loss):			
a	Total for year	14a		128,112.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		113,658.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

Account Summary

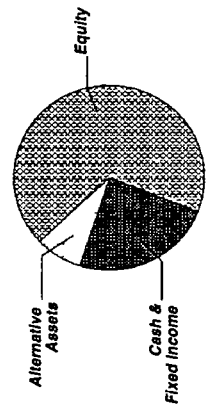
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	3,840,268.84	3,841,100.92	832.08	45,192.76	68%
Alternative Assets	452,805.12	450,781.10	(2,024.02)	10,273.84	8%
Cash & Fixed Income	1,412,891.36	1,390,638.78	(22,252.58)	39,605.57	24%
Market Value	\$5,705,965.32	\$5,682,520.80	(\$23,444.52)	\$95,072.17	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	526.63	(8,607.73)	8,081.10
Accruals	2,409.53	8,222.32	5,812.79
Market Value	\$2,936.16	\$16,830.05	\$13,893.89

Asset Allocation



PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	5,705,965.32	5,340,866.75
Withdrawals & Fees	(49,500.00)	(180,600.00)
Net Additions/Withdrawals	(\$49,500.00)	(\$180,600.00)
Income		33,480.74
Change In Investment Value	26,055.48	522,254.05
Ending Market Value	\$5,682,520.80	\$5,682,520.80
Accruals	--	--
Market Value with Accruals	--	\$16,830.05

INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	526.63	41,207.27
Withdrawals & Fees	(25,399.64)	(148,913.94)
Net Additions/Withdrawals	(\$25,399.64)	(\$148,913.94)
Income	33,480.74	116,314.40
Change In Investment Value	\$8,607.73	\$8,607.73
Accruals	8,222.32	8,222.32
Market Value with Accruals	\$16,830.05	\$16,830.05



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	33,076.38	112,001.79
Interest Income	13.61	139.36
Taxable Income	\$33,089.99	\$112,141.15
Tax-Exempt Income	390.75	4,173.25
Tax-Exempt Income	\$390.75	\$4,173.25

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	34,122.61	35,492.63
ST Realized Gain/Loss	(14,452.79)	(14,452.79)
LT Realized Gain/Loss	(25,170.03)	92,801.77
Realized Gain/Loss	\$8,952.58	\$113,841.61
Unrealized Gain/Loss		\$462,331.83

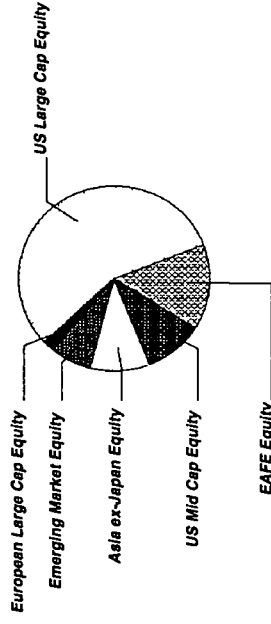
Cost Summary	Cost
Equity	3,375,322.03
Cash & Fixed Income	1,389,655.50
Total	\$4,764,977.53



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,223,009.57	2,198,177.22	(24,832.35)	38%
US Mid Cap Equity	385,582.96	386,350.24	767.28	7%
EAFE Equity	530,505.62	540,779.22	10,273.60	10%
European Large Cap Equity	61,802.22	63,079.42	1,277.20	1%
Asia ex-Japan Equity	384,506.74	389,331.27	4,824.53	7%
Emerging Market Equity	254,861.73	263,383.55	8,521.82	5%
Total Value	\$3,840,268.84	\$3,841,100.92	\$832.08	68%



Market Value/Cost

	Current Period Value
Market Value	3,841,100.92
Tax Cost	(3,375,322.03)
Unrealized Gain/Loss	465,778.89
Estimated Annual Income	45,192.76
Accrued Dividends	4,344.27
Yield	1.17%



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17.35	17,865.707	309,970.02	298,000.00	11,970.02	1,715.10	0.55%
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13.84	15,287.379	211,577.33	175,000.00	36,577.33	405.12	
GS REN SPX 12/04/13 2 XLEV- 9.7%CAP- 19.4%MAXPYMT INITIAL LEVEL-11/16/12 SPX:1359.88 38141G-JF-2	104.21	56,000.000	58,355.92	55,440.00	2,915.92		
ISHARES RUSSELL 1000 GROWTH INDEX FUND 464287-61-4 IWF	65.49	3,040.000	199,089.60	199,429.78	(340.18)	3,295.36	1.66%
JPM US EQUITY FD - SEL FUND 1224 4812A1-15-9 JUES X	11.21	31,491.522	353,019.96	264,535.98	88,483.98	6,739.18	1.91%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	13,708.674	303,235.87	242,834.63	60,401.24	4,921.41	1.62%
JPM VALUE ADVANTAGE 4812A2-59-5 JVAS X	21.28	10,053.476	213,937.97	188,000.00	25,937.97	3,890.69	1.82%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	3,855.000	548,990.55	498,425.86	50,564.69	11,962.06 3,939.15	2.18%
Total US Large Cap Equity			\$2,198,177.22	\$1,921,666.25	\$276,510.97	\$32,523.80 \$4,344.27	1.48%



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	2,230,000	226,791.00	169,561.21	57,229.79	3,235.73	1.43%
PRUDENTIAL-JENNISON MID-CAP CL Z 74441C-80-8 PEGZ X	32.42	4,921,630	159,559.24	157,000.00	2,559.24	585.67	0.37%
Total US Mid Cap Equity			\$386,350.24	\$326,561.21	\$59,789.03	\$3,821.40	0.99%
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	9,504,138	288,735.71	240,200.00	48,535.71		
GS BREN EAFE 12/04/13 10%BUFFER-2 XLEV- 8.37%CAP 16.74%MAXRTRN INITIAL LEVEL-11/16/12 SX5E:2427.32 UKX-5605 59 TPX:751.34 38141G-JG-0	105.17	56,000,000	58,895.76	55,440.00	3,455.76		
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSIG X	18.04	10,706,638	193,147.75	200,000.00	(6,852.25)	1,627.40	0.84%
Total EAFE Equity			\$540,779.22	\$495,640.00	\$45,139.22	\$1,627.40	0.30%



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

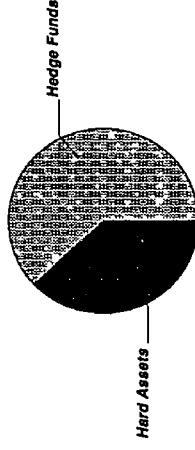
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E.2594.56 2515A1-LR-0	101.74	62,000,000	63,079,42	61,225.00	1,854.42		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	7,843,631	191,463.03	147,097.58	44,365.45	1,584.41	0.83%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	11,770,865	197,868.24	195,354.11	2,514.13	1,883.33	0.95%
Total Asia ex-Japan Equity			\$389,331.27	\$342,451.69	\$46,879.58	\$3,467.74	0.89%
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	2,800,000	124,684.00	107,777.88	16,906.12	2,730.00	2.19%
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10.31	13,452,915	138,699.55	120,000.00	18,699.55	1,022.42	0.74%
Total Emerging Market Equity			\$263,383.55	\$227,777.88	\$35,605.67	\$3,752.42	1.43%



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	264,303.97	262,669.59	(1,634.38)	5%
Hard Assets	188,501.15	188,111.51	(389.64)	3%
Total Value	\$452,805.12	\$450,781.10	(\$2,024.02)	8%



Alternative Assets as a percentage of your portfolio - 8 %

Alternative Assets Detail

Hedge Funds	Price	Quantity	Estimated Value	Cost
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRV X	12.53	4,344.453	54,436.00	56,000.00



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

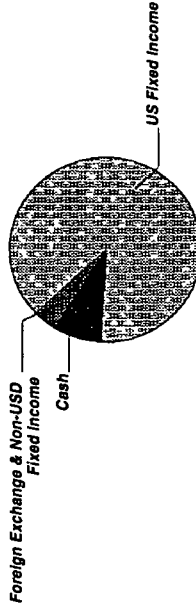
	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	21,183.478	208,233.59	219,291.44
Total Hedge Funds			\$262,669.59	\$275,291.44
Hard Assets				
BARC PALLADIUM CBEN 4/17/13 LNKD TO PLDMLNPM 7.55%CPN, 80% BARRIER, 17% CAP 4/05/12; INITIAL STRIKE: 635.00 06738K-2T-7	110.77	58,000.000	64,246.60	57,420.00
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10.89	11,374.188	123,864.91	122,500.00
Total Hard Assets			\$188,111.51	\$179,920.00



SASCO FOUNDATION ACCT P60100008
For the Period 12/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	138,201.01	(120,723.81)	(17,477.20)	2%
US Fixed Income	1,217,779.59	1,212,442.22	(5,337.37)	21%
Foreign Exchange & Non-USD Fixed Income	56,910.76	57,472.75	561.99	1%
Total Value	\$1,412,891.36	\$1,390,638.78	(\$22,252.58)	24%



Market Value/Cost	Current Period Value
Market Value	(1,390,638.78)
Tax Cost	(1,389,655.50)
Unrealized Gain/Loss	983.28
Estimated Annual Income	39,605.57
Accrued Interest	3,181.85
Yield	2.84%

Cash & Fixed Income as a percentage of your portfolio - 24 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	1,390,638.78	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	120,723.81	8%
International Bonds	166,728.28	11%
Mutual Funds	947,116.21	70%
Other	156,070.48	11%
Total Value	\$1,390,638.78	100%



SASCO FOUNDATION ACCT. P60100008
For the Period 12/1/12 to 12/31/12

Note: ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	120,723.81	120,723.81	120,723.81		36.21 3.99	0.03% ¹
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	9,235.46	109,255.53	106,207.83	3,047.70	4,405.31 378.65	4.03%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	9,893.05	112,088.23	111,000.00	1,088.23	7,113.10 557.55	6.35%
JPM TOTAL RETURN FD - SEL FUND 3218 4812A4-43-5	10.35	29,062.64	300,798.29	317,364.00	(16,565.71)	10,724.11 959.07	3.57%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	38,327.54	421,219.66	413,170.88	8,048.78	6,324.04 498.26	1.50%
T. ROWE PRICE INSTL INCOME FDS FLTG RATE FD F 77958B-10-5	10.20	11,079.42	113,010.03	111,188.98	1,821.05	5,517.54 453.73	4.88%



SASCO FOUNDATION ACCT. P60100008
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
JPM INTERMEDIATE TAX FREE BD FD -SEL FUND 685 4812A0-44-1	11.33	13,774.98	156,070.48	155,000.00	1,070.48	4,683.49 330.60	3.00 %
Total US Fixed Income			\$1,212,442.22	\$1,213,931.69	(\$1,489.47)	\$38,767.59 \$3,177.86	3.20 %
Foreign Exchange & Non-USD Fixed Income							
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	3,746.59	57,472.75	55,000.00	2,472.75	801.77	1.40 %