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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE SARA BLAKELY FOUNDATION INC		<b>A Employer identification number</b>  20-5088833	
% KIM JONES		<b>B Telephone number</b> (see instructions)  (678) 500-1271	
Number and street (or P O box number if mail is not delivered to street address) 3344 PEACHTREE ROAD Suite 1700			
Room/suite		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
City or town, state, and ZIP code ATLANTA, GA 30326			
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 19,368,273		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	4,220,500			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	25,854	25,854		
	<b>4</b> Dividends and interest from securities. . . . .	27,784	27,784		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	6,340			
	<b>b</b> Gross sales price for all assets on line 6a _____ 613,713				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		6,340		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	4,280,478	59,978		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	5,980	2,990	0	2,990
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	1,427			
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	15,568	15,568		
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	22,975	18,558	0	2,990
	<b>25</b> Contributions, gifts, grants paid . . . . .	509,000			509,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	531,975	18,558	0	511,990
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	3,748,503			
	<b>b Net investment income</b> (if negative, enter -0-)		41,420		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	15,591,871	18,889,659	18,907,505
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .		200,990	202,937
	c	Investments—corporate bonds (attach schedule). . . . .		249,725	257,831
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	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)	15,591,871	19,340,374	19,368,273	
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) . . . . .		0	
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	12,401,304	15,591,871	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,190,567	3,748,503	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	15,591,871	19,340,374	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	15,591,871	19,340,374		

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	15,591,871
2	Enter amount from Part I, line 27a . . . . .	2	3,748,503
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	19,340,374
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	19,340,374

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 )
1 a	ISHARES IBOXX			2012-12-07
b	VANGUARD			2012-12-28
c	STIFEL NICOLAUS - CORPORATE - SEE ATTACHED			2012-10-22
d	STIFEL NICOLAUS - CORPORATE - SEE ATTACHED			2012-10-22
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 4			4
b			53
c 401,840		406,309	-4,469
d 211,869		201,117	10,752
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			4
b			
c			-4,469
d			10,752
e			

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	6,340
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	

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 page 18 of 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	335,500	12,378,445	0 027104
2010			
2009			
2008			
2007			

2	Total of line 1, column (d). . . . .	2	0 027104
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 027104
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	16,326,946
5	Multiply line 4 by line 3. . . . .	5	442,526
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	414
7	Add lines 5 and 6. . . . .	7	442,940
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	511,990

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	414
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	
3		Add lines 1 and 2. . . . .		3	414
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	414
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	760	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,840	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	2,600
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	2,186
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,186	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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? <input checked="" type="checkbox"/> . . . . .		Yes	No
	1a			No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	1b			No
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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
If "Yes," attach a detailed description of the activities.				
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 <input checked="" type="checkbox"/> . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
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? . . . . .	5		No
If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> GA _____			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶SARABLAKELYFOUNDATION.COM				
14	The books are in care of ▶KIM JONESTelephone no ▶(678) 500-1271 Located at ▶3344 PEACHTREE ROAD SUITE 1700 ATLANTA GAZIP +4 ▶30326			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See 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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
SARA BLAKELY 3344 PEACHTREE ROAD ATLANTA, GA 30326	DIRECTOR & PRESIDENT 5 0	0		
JOHN BLAKELY 3344 PEACHTREE ROAD ATLANTA, GA 30326	DIRECTOR & VICE PRESIDENT 5 0	0		
LAURIE ANN GOLDMAN 3344 PEACHTREE ROAD ATLANTA, GA 30326	DIRECTOR & SECRETARY 3 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
Total number of other employees paid over \$50,000.				

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
Total number of others receiving over \$50,000 for professional services. . . . .		

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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	932,232
b	Average of monthly cash balances. . . . .	1b	15,643,348
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	16,575,580
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	0
3	Subtract line 2 from line 1d. . . . .	3	16,575,580
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	248,634
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,326,946
6	Minimum investment return. Enter 5% of line 5. . . . .	6	816,347

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	816,347
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	414
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	414
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	815,933
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	815,933
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	815,933

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	511,990
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	511,990
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	414
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	511,576
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				815,933
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			282,797	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				0
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 511,990				
a Applied to 2011, but not more than line 2a			282,797	
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 2012 distributable amount. . . . .				229,193
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				586,740
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	0			

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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization 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) )

SARA BLAKELY

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	25,854	
<b>4</b> Dividends and interest from securities. . . . .			14	27,784	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	6,340	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				59,978	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		59,978

[illegible]

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

[illegible]

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-09-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name	ERNST & YOUNG US LLP		Firm's EIN	
	155 NORTH WACKER DRIVE			
Firm's address	CHICAGO, IL 60606		Phone no (404) 874-8300	

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	OMB No 1545-0047
		2012

<div>Name of the organization</div> <div>THE SARA BLAKELY FOUNDATION INC</div>	<div>Employer identification number</div> <div>20-5088833</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)( ) (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

<b>Name of organization</b> THE SARA BLAKELY FOUNDATION INC	<b>Employer identification number</b> 20-5088833
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	SPANX INC 3344 PEACHTREE ROAD SUITE 1700  ATLANTA, GA 30326	\$ 4,200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>2</u>	Sara Blakely 3344 PEACHTREE ROAD SUITE 1700  Atlanta, GA 30326	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> THE SARA BLAKELY FOUNDATION INC	<b>Employer identification number</b> 20-5088833
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<b>Part II</b>	<b>Noncash Property</b> (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE SARA BLAKELY FOUNDATION INC	<b>Employer identification number</b> 20-5088833
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Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

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

**TY 2012 Accounting Fees Schedule**

**Name:** THE SARA BLAKELY FOUNDATION INC

**EIN:** 20-5088833

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,980	2,990		2,990

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2012 Depreciation Schedule**

**Name:** THE SARA BLAKELY FOUNDATION INC

**EIN:** 20-5088833

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** THE SARA BLAKELY FOUNDATION INC

**EIN:** 20-5088833

Name of Bond	End of Year Book Value	End of Year Fair Market Value
STIFEL	249,725	257,831

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** THE SARA BLAKELY FOUNDATION INC  
**EIN:** 20-5088833

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STIFEL NICOLAUS	200,990	202,937

**TY 2012 Land, Etc. Schedule****Name:** THE SARA BLAKELY FOUNDATION INC**EIN:** 20-5088833

## TY 2012 Other Expenses Schedule

**Name:** THE SARA BLAKELY FOUNDATION INC

**EIN:** 20-5088833

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	433	433		
ADVISORY FEES	15,135	15,135		



# TY 2012 Taxes Schedule

**Name:** THE SARA BLAKELY FOUNDATION INC

**EIN:** 20-5088833

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	1,427			

**Sara Blakely Foundation**  
**12/31/2012**

<u>Charity</u>	<u>EIN</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Donation</u>
<b>Intl Wilderness Leadership Foundation, Inc.</b> 717 Poplar Avenue Boulder, CO 80304	23-7389749	None	501c3	General	\$10,000
<b>Smile Train</b> 41 Madison Avenue 28th Floor New York, NY 10010	13-3661416	None	501c3	General	\$10,000
<b>University of Illinois Foundation</b> 1305 West Green Street Urbana, IL 61801	37-6006007	None	501c3	Scholarships	\$10,000
<b>Stl. Baldrick's Foundation, Inc.</b> 1333 South Mayflower Drive #400 Monrovia, CA 91016	20-1173824	None	501c3	General	\$5,000
<b>Morton Plant Mease Foundation, Inc.</b> 1200 Druid Road South Clearwater, FL 33756	59-1751535	None	501c3	General	\$5,000
<b>Fashion Accessories Benefit Ball, Inc.</b> 9 Harbor Road Westport, CT 06880	13-3592313	None	501c3	General	\$2,000
<b>The Oprah Winfrey Leadership Academy Foundation</b> 110 North Carpenter Street Chicago, IL 60607	74-3048315	None	501c3	Scholarships	\$150,000
<b>Fund for the City of New York, Inc.</b> 121 Avenue of the Americas 6th Floor New York, NY 10013	13-2612524	None	501c3	General	\$5,000
<b>Navy Seal Foundation Inc.</b> 1619 D Street Bldg 5326 Virginia Beach, VA 23459	31-1728910	None	501c3	General	\$5,000
<b>Felix Organization - Adoptees for Children, Inc.</b> P O Box 563 Locust Valley, NY 11560	20-4413828	None	501c3	General	\$1,000
<b>Challenged Athletes Inc.</b> PO Box 910769 San Diego, CA 92191	33-0739596	None	501c3	General	\$2,500
<b>Chai Lifeline Inc.</b> 151 West 30th Street New York, NY 10001	11-2940331	None	501c3	General	\$1,000
<b>Harold Robinson Foundation</b> 10008 National Blvd #324 Los Angeles, CA 90034	26-4807035	None	501c3	General	\$5,000
<b>American Heart Association, Inc.</b> 7272 Greenville Avenue Dallas, TX 75231	13-5613797	None	501c3	General	\$5,000
<b>The Leukemia and Lymphoma Society Inc.</b> 1311 Mamaroneck Ave White Plains, NY 10605	13-5644916	None	501c3	Cancer research	\$3,000
<b>The Committee of 200 Foundation</b> 980 N Michigan Avenue 1575 Chicago, IL 60611	43-1438051	None	501c3	General	\$5,000
<b>The Carter Center</b> 453 Freedom Parkway Atlanta, GA 30307	58-1454716	None	501c3	General	\$5,000
<b>Pesticide Action Network North America</b> 49 Powell Street San Francisco, CA 94102	94-2949686	None	501c3	General	\$2,000
<b>G-CAPP</b> 1718 Peachtree Street, NWSuite 465, Atlanta, GA 30309	31-1520709	None	501c3	General	\$2,500

<u>Charity</u>	<u>EIN</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Donation</u>
<b>Special Operations Warrior Foundation</b> 4409 El Prado Blvd Tampa, FL 33629	52-1183585	None	501c3	General	\$10,000
<b>NAWBO Institute for Entrepreneurial Development</b> 601 Pennsylvania Ave, NW South Building #900 Washington, DC 20004	20-0218275	None	501c3	General	\$10,000
<b>American Jewish Committee</b> 165 East 56th Street New York, NY 10022	13-5563393	None	501c3	General	\$25,000
<b>Habitat for Humanity in Atlanta, Inc.</b> 519 Memorial Drive, SE Atlanta, GA 30312	58-1535414	None	501c3	General	\$75,000
<b>Women's Way</b> 123 South Broad Street Philadelphia, PA 19109	23-1989161	None	501c3	General	\$10,000
<b>The Empowerment Plan</b> 1401 Vermont St Detroit, MI 48216	45-3265365	None	501c3	General	\$100,000
<b>American Red Cross</b> 2025 E Street NW Washington, DC 20006	53-0196605	None	501c3	General	\$10,000
<b>Northeast Florida Conservatory</b> 11363 San Jose Blvd Jacksonville, FL 32223	80-0479923	None	501c3	General	\$20,000
<b>Hillside, Inc.</b> 690 Courtenay Drive NE Atlanta, GA 30306	58-0603148	None	501c3	General	\$5,000
<b>National Dance Institute</b> 217 West 14th Street New York, NY 10039	13-2890779	None	501c3	General	\$10,000
					<hr/> \$509,000

## ASSET SUMMARY

### Value as of December 31, 2012

	At Stifel	Not at Stifel	Total	% of assets *	Gains/(-)Losses		
					Unrealized	This Period	Realized
Cash							
Money Market Funds	13,068,274.53		13,068,274.53	94.45%			
Margin Balance							
<b>Net Cash Equivalents</b>	<b>\$13,068,274.53</b>		<b>\$13,068,274.53</b>	<b>94.45%</b>			
Equities	202,937.22		202,937.22	1.47%	1,947.18		-4,469.31
Preferreds							
Municipal Bonds							
Corporate/Government Bonds	257,831.31		257,831.31	1.86%	8,106.72		10,752.55
Mutual Funds	307,844.43		307,844.43	2.22%	7,844.43		
Unit Investment Trusts							
Insurance Products							
Alternative Investments							
Other Investments							
<b>Net Portfolio Assets</b>	<b>\$768,612.96</b>	<b>\$0.00</b>	<b>\$768,612.96</b>	<b>5.55%</b>	<b>\$17,898.33</b>	<b>\$0.00</b>	<b>\$6,283.24</b>
<b>Net Portfolio Value</b>	<b>\$13,836,887.49</b>	<b>\$0.00</b>	<b>\$13,836,887.49</b>	<b>100.00%</b>	<b>\$17,898.33</b>	<b>\$0.00</b>	<b>\$6,283.24</b>

## INCOME & DISTRIBUTION SUMMARY

	Year-to-date	This period
Dividends		
Tax-Exempt		
Taxable	27,528.07	4,020.04
Interest		
Tax-Exempt		
Taxable	256.02	98.68
Capital Gain Distributions	56.95	56.95
Return of Principal		
Other		
<b>Total Income &amp; Distributions</b>	<b>\$27,841.04</b>	<b>\$4,175.67</b>

## TAX INFORMATION SUMMARY

	Year-to-date	This period
Accrued Interest Paid		
Tax-Exempt		
Taxable		
Accrued Interest Received		
Tax-Exempt		
Taxable		
Gross Proceeds	613,708.73	
Federal Withholding		
Foreign Taxes Paid		
Margin Interest Charged		

\* Please note "% of assets" figures are shown gross of any amounts owed to Stifel and/or net short positions.

## ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary and you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

## NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	13,068,274.53	13,068,274.53	2,613.65	0.02%
<b>Total Net Cash Equivalents</b>	<b>\$13,068,274.53</b>	<b>\$13,068,274.53</b>	<b>\$2,613.65</b>	<b>0.02%</b>

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on [www.stifel.com](http://www.stifel.com) The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank.

## PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ALPS ALERIAN MLP ETF CUSIP: 00162Q866	AML Cash	6,250	15.9500 99,687.50	16.1599 100,999.38	-1,311.88	6,225.00	6.24%
ISHARES S&P U S PREFERRED STOCK INDEX ETF CUSIP: 464288687	PFF Cash	2,606	39.6200 103,249.72	38.3694 99,990.66	3,259.06	6,209.83	6.01%
<b>Total Equities</b>			<b>\$202,937.22</b>	<b>\$200,990.04</b>	<b>\$1,947.18</b>	<b>\$12,434.83</b>	<b>6.13%</b>



## ASSET DETAILS (continued)

## PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ISHARES IBOXX \$ INVESTMENT GRADE CORP BOND FUND CUSIP: 464287242	LQD Cash	429	120.9900 51,904.71	116.8049 50,109.31	N/A	1,795.40	1,985.79	3.83%
ISHARES IBOXX \$ HIGH YIELD CORP BOND ETF CUSIP: 464288513	HYG Cash	560	93.3500 52,276.00	89.0299 49,856.74	N/A	2,419.26	3,449.65	6.60%
ISHARES BARCLAYS MBS BOND ETF CUSIP: 464288588	MBB Cash	460	107.9900 49,675.40	108.4000 49,863.99	N/A	-188.59	908.96	1.83%
SPDR DB INTL GOVERNMENT INFLATION PROTECTED BOND ETF CUSIP: 78464A490	WIP Cash	840	63.5400 53,373.60	59.5034 49,982.86	N/A	3,390.74	1,322.16	2.48%
VANGUARD SHORT TERM CORP BOND ETF CUSIP: 92206C409	VCSH Cash	630	80.3200 50,601.60	79.2249 49,911.69	N/A	689.91	1,099.35	2.17%
<b>Total Corporate/Government Bonds</b>		<b>2,919</b>	<b>\$257,831.31</b>	<b>\$249,724.59</b>	<b>\$0.00</b>	<b>\$8,106.72</b>	<b>\$8,765.91</b>	<b>3.40%</b>

Principal Protected Notes are subject to the credit risk of the issuer. Principal Protected Market Linked CDs are subject to applicable limits.

THE SARA BLAKELY FOUNDATION  
SOLUTIONS MANAGED ACCOUNT

December 1 -  
December 31, 2012  
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N175 3479-0493

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NICOLAUS

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment/ Cumulative Return <sup>2</sup>	Unrealized Gain/(-)Loss <sup>*</sup>	Estimated Annualized Income	Estimated Yield %
<b>Open-End Funds</b>								
FORWARD SELECT INCOME INSTL CL CUSIP: 34987A160	KIFX Cash	4,271.679	24.3800 104,143.53	23.4100 100,000.00	100,000.00 4,143.53	4,143.53	7,782.99	7.47%
HARTFORD FLOATING RATE CL I CUSIP: 418649804	HFLX Cash	11,261.261	8.9500 100,788.28	8.8800 100,000.00	100,000.00 788.28	788.28	4,648.64	4.61%
STEELPATH OPPENHEIMER MLP SELECT 40 CL I CUSIP: 858268204	MLPX Cash	9,708.738	10.6000 102,912.62	10.3000 100,000.00	100,000.00 2,912.62	2,912.62	6,854.36	6.66%
<b>Total Mutual Funds</b>			<b>\$307,844.43</b>	<b>\$300,000.00</b>		<b>\$7,844.43</b>	<b>\$19,285.99</b>	<b>6.26%</b>
<b>Total Portfolio Assets - Held at Stifel</b>			<b>\$768,612.96</b>	<b>\$750,714.63</b>		<b>\$17,898.33</b>	<b>\$40,486.73</b>	<b>5.27%</b>
<b>Total Net Portfolio Value</b>			<b>\$13,836,887.49</b>	<b>\$13,818,989.16</b>		<b>\$17,898.33</b>	<b>\$43,100.38</b>	<b>0.31%</b>

<sup>1</sup> Original Investment: Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.  
<sup>2</sup> Cumulative Return: Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.  
<sup>\*</sup> Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.



ACTIVITY SUMMARY			
Type of Activity	Activity	Year-to-date	This period
Opening Balance - Net Cash Equivalents			
			\$1,266,266.69
Buy and Sell Transactions	Assets Bought	-1,358,140.12	
	Assets Sold/Redeemed	613,708.73	
Deposits	Deposits Made To Your Account	13,800,000.00	11,800,000.00
Withdrawals	Withdrawals From Your Account		
Income and Distributions	Income and Distributions	27,841.04	4,175.67
Money Market Activity	Money Market Activity		
Margin Interest	Margin Interest Charged		
Other	Other Transactions	-15,135.12	-2,167.83
Cash Management Activity	Card Activity		
	ACH/ATM Activity		
Checkwriting Activity	Checks You Wrote		
Closing Balance - Net Cash Equivalents			
			\$13,068,274.53
Securities Transferred	Securities Transferred In/Out		
ACTIVITY DETAILS			
Opening Balance - Net Cash Equivalents			
Deposits Made To Your Account		Quantity	Total
Date	Activity	Description	
12/21/2012	Deposit	FUNDS WIRED IN WELLS FARGO BANK	5,000,000.00
12/24/2012	Deposit	FUNDS WIRED IN WELLS FARGO BANK	5,000,000.00
12/26/2012	Deposit	FUNDS WIRED IN WELLS FARGO BANK	1,800,000.00
Total Deposits Made To Your Account			\$11,800,000.00



## ACTIVITY DETAILS continued

## CASH EQUIVALENTS continued

Income And Distributions Date Activity	Quantity	Description	Total	Cash	Money Market	Margin
12/3/2012 Dividend		HARTFORD FLOATING RATE CL 1 113012 11,261.26100 CUSIP: 416649804	391.04	391.04		
12/6/2012 Dividend		HARTFORD FLOATING RATE CL 1 103112 11,261.26100 CUSIP: 416649804	13.72	13.72		
12/6/2012 Dividend		VANGUARD SHORT TERM CORP BOND ETF 120612 630 CUSIP: 92206C409	83.16	83.16		
12/7/2012 Long Term Cap Gain		ISHARES IBOXX \$INVESTMENT GRADE CORP BOND FUND 120712 429 CUSIP: 464287242	4.03	4.03		
12/7/2012 Dividend		ISHARES IBOXX \$INVESTMENT GRADE CORP BOND FUND 120712 429 CUSIP: 464287242	157.05	157.05		
12/7/2012 Dividend		ISHARES TRUST S&P U S PFD STOCK INDEX FUND 120712 2,606 CUSIP: 464288587	505.06	505.06		
12/7/2012 Dividend		ISHARES TRUST IBOXX \$ HIGH YIELD CORP BOND FD 120712 560 CUSIP: 464288513	273.84	273.84		
12/7/2012 Dividend		ISHARES TRUST BARCLAYS MBS BOND FUND 120712 460 CUSIP: 464288588	46.57	46.57		



## ACTIVITY DETAILS continued

## CASH EQUIVALENTS continued

## Income And Distributions continued

Date	Activity	Quantity	Description	Total	Cash	Money Market	Margin
12/7/2012	Short Term Cap Gain		ISHARES TRUST BARCLAYS MBS BOND FUND 120712 460 CUSIP: 464288588	104.71	104.71		
12/11/2012	Dividend		SPDR DB INTL GOVERNMENT INFLATION PROTECTED BOND ETF 121112 840 CUSIP: 78464A490	381.32	381.32		
12/27/2012	Dividend		FORWARD SELECT INCOME INSTL CL 122712 4,271 67900 CUSIP: 34987A160	1,959.62	1,959.62		
12/28/2012	Short Term Cap Gain		VANGUARD SHORT TERM CORP BOND ETF 123112 630 CUSIP: 92206C409	20.79	20.79		
12/28/2012	Long Term Cap Gain		VANGUARD SHORT TERM CORP BOND ETF 123112 630 CUSIP: 92206C409	52.92	52.92		
12/28/2012	Dividend		VANGUARD SHORT TERM CORP BOND ETF 123112 630 CUSIP: 92206C409	83.16	83.16		
12/31/2012	Interest		INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC 123112 13,068,274 CUSIP: 09999435	98.68	98.68		
Total Income And Distributions				\$4,175.67	\$4,175.67		

## ACTIVITY DETAILS continued

## CASII EQUIVALENTS continued

Money Market Activity Date	Activity	Description	Total	Cash	Money Market	Margin
12/4/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-391.04	391.04	
12/7/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-96.88	96.88	
12/10/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-1,091.26	1,091.26	
12/12/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-381.32	381.32	
12/24/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-5,000,000.00	5,000,000.00	
12/26/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-6,800,000.00	6,800,000.00	
12/28/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-1,959.62	1,959.62	
12/31/2012	Purchase	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		-98.68	98.68	
12/31/2012	Sale	INSURED BANK PROGRAM MONEY MARKET NOT INSURED BY SIPC		2,010.96	-2,010.96	
Total Money Market Activity				-\$11,802,007.84	\$11,802,007.84	

## ACTIVITY DETAILS continued

## CASH EQUIVALENTS continued

Other Transactions Date	Activity	Quantity	Price	Description	Total	Cash	Money Market	Margin
12/31/2012	Advisory Fee			ADVISORY FEE BILL VAL 5,000,000.00 12/21/12 THRU 12/31/12	-1,197.01	-1,197.01		
12/31/2012	Advisory Fee			ADVISORY FEE BILL VAL 5,000,000.00 12/24/12 THRU 12/31/12	-776.16	-776.16		
12/31/2012	Advisory Fee			ADVISORY FEE BILL VAL 1,800,000.00 12/26/12 THRU 12/31/12	-194.66	-194.66		
<b>Total Other Transactions</b>					<b>-\$2,167.83</b>	<b>-\$2,167.83</b>		

This period					Cash	Money Market	Margin
<b>Closing Balance - Net Cash Equivalents</b>					<b>\$0.00</b>	<b>\$13,068,274.53</b>	<b>\$0.00</b>

## REALIZED GAINS/(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. To calculate gains or losses, the trading tax lot relief method indicated on the first page of this statement was used, unless another method was in effect at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
ISHARES TR RUSSELL 1000 GROWTH INDX CUSIP: 484287614		09/13/12	11/26/12	3,019	204,381.47	196,371.29	-8,010.18 (ST)
SECTOR SPDR TR SHS BEN INT MATERIALS CUSIP: 81369Y100		08/07/12	10/22/12	1,125	40,398.75	41,534.06	1,135.31 (ST)
SECTOR SPDR TR SBI CONSUMER DISCRETIONARY CUSIP: 81369Y407		08/07/12	10/22/12	897	40,379.98	41,476.35	1,096.37 (ST)
SECTOR SPDR TR SBI FINANCIAL CUSIP: 81369Y605		08/07/12	10/22/12	2,683	40,379.15	42,927.03	2,547.88 (ST)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

THE SARA BLAKELY FOUNDATION  
SOLUTIONS MANAGED ACCOUNT

December 1 -  
December 31, 2012  
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REALIZED GAINS/(-)LOSSES continued

Equities	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
SECTOR SPDR TR SBI INDUSTRIAL CUSIP: 81369Y704		08/07/12	10/22/12	1,101	40,379.18	40,163.58	-215.60 (ST)
SECTOR SPDR TR SBI TECHNOLOGY CUSIP: 81369Y803		08/07/12	10/22/12	1,345	40,390.35	39,367.26	-1,023.09 (ST)
<b>Total Equities</b>					<b>\$406,308.88</b>	<b>\$401,839.57</b>	<b>-\$4,469.31</b>
Corporate/Government Bonds	Closing Transaction	Date Acquired	Date Sold	Quantity	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss**
SPDR SER TRUST		06/14/12	10/22/12	1,360	50,204.25	53,858.32	3,654.07 (ST)
BARCLAYS CAPITAL		07/27/12	10/22/12	2,650	100,274.38	104,944.54	4,670.16 (ST)
CUSIP: 78464A359		07/27/12	10/22/12	1,340	50,637.98	53,066.30	2,428.32 (ST)
<b>Total Corporate/Government Bonds</b>				5,350	201,116.61	211,869.16	10,752.55
<b>Total Realized Gains/(-)Losses</b>					<b>\$201,116.61</b>	<b>\$211,869.16</b>	<b>\$10,752.55</b>
<b>Total Net Short-Term (ST)</b>					<b>\$607,425.49</b>	<b>\$613,708.73</b>	<b>\$6,283.24</b>
<b>Total Net Long-Term (LT)</b>					<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>Total Net Other-Term (OT)</b>					<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.

INTERESTED PARTIES AND/OR SUPPORTING FINANCIAL ADVISOR(S)

For the account of:

THE SARA BLAKELY FOUNDATION  
SOLUTIONS MANAGED ACCOUNT  
3344 PEACH TREE RD  
NE STE 1700  
ATLANTA GA 30326-4801



# Business Cash Manager

Account number: 2000028592226 ■ December 1, 2012 - December 31, 2012 ■ Page 1 of 3



DCWB11DTHU 004031



THE SARA BLAKELY FOUNDATION  
3344 PEACHTREE RD NE STE 1700  
ATLANTA GA 30326-4800

## Questions?

Call your Customer Service Officer or Client Services  
**1-800-AT WELLS** (1-800-289-3557)  
5:00 AM TO 6:00 PM Pacific Time Monday - Friday

Online: [wellsfargo.com](http://wellsfargo.com)

Write: Wells Fargo Bank, N.A. (297)  
Wb-Wing Greater Atlanta Hub  
171 17th St NW  
Atlanta, GA 30363



## IMPORTANT ACCOUNT INFORMATION

Getting ready for tax season can be a hassle! Creating a checklist, and preparing in advance will set you up for a successful meeting with your tax preparer. Remember to bring your deposit routing and account number when preparing your taxes and you may be able to take advantage of using direct deposit for your tax refund into one of your Wells Fargo checking or savings accounts.

## Account summary

### Business Cash Manager

Account number	Beginning balance	Total credits	Total debits	Ending balance
2000028592226	\$13,259,521.27	\$21,564,813.75	-\$29,294,521.27	\$5,529,813.75

## Credits

### Electronic deposits/bank credits

Effective date	Posted date	Amount	Transaction detail
	12/06	10,000.00	MM Sweep Credit From 000006421122141
	12/11	20,000.00	MM Sweep Credit From 000006421122141
	12/14	5,000.00	MM Sweep Credit From 000006421122141
	12/18	4,200,000.00	WT Seq#34080 Spanx Inc /Org=Spanx Srf# IN12121806535186 Trn#121218034080 Rfb# 000001057
	12/21	5,000,000.00	MM Sweep Credit From 000006421122141
	12/24	12,329,813.75	MM Exceed Tran Allowance Credit
		<b>\$21,564,813.75</b>	<b>Total electronic deposits/bank credits</b>
		<b>\$21,564,813.75</b>	<b>Total credits</b>

DCWB11DTHU 004031 NNNNNNNNNN NNN NNN 001 002 297 014599 10455727.1.1

# Money Market Savings Sweep

Account number: 6421122141 ■ December 1, 2012 - December 31, 2012 ■ Page 1 of 2



DCWB11DTHU 004149



THE SARA BLAKELY FOUNDATION  
3344 PEACHTREE RD NE STE 1700  
ATLANTA GA 30326-4800

## Questions?

Call your Customer Service Officer or Client Services  
**1-800-AT WELLS (1-800-289-3557)**  
5.00 AM TO 6:00 PM Pacific Time Monday - Friday

Online: [wellsfargo.com](http://wellsfargo.com)

Write: Wells Fargo Bank, N.A. (297)  
Wb-Wmg Greater Atlanta Hub  
171 17th St NW  
Atlanta, GA 30363



## IMPORTANT ACCOUNT INFORMATION

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## Account summary

### Money Market Savings Sweep

Account number	Beginning balance	Total credits	Total debits	Ending balance
6421122141	\$6,001.02	\$17,361,093.38	-\$17,365,522.29	\$1,572.11

## Interest summary

Annual percentage yield earned this period	0.20%
Interest earned during this period	\$1,572.11
Year to date interest and bonuses paid	\$25,853.95

## Credits

### Electronic deposits/bank credits

Effective date	Posted date	Amount	Transaction detail
	12/03	13,259,521.27	MM Sweep Credit From 002000028592226
	12/18	4,100,000.00	MM Sweep Credit From 002000028592226
	12/31	1,572.11	Interest Payment
		<b>\$17,361,093.38</b>	<b>Total electronic deposits/bank credits</b>
		<b>\$17,361,093.38</b>	<b>Total credits</b>

DCWB11DTHU 004149 NNNNNNNNNN NNN 001 001 297 015217 10455727 1 1