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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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 , and ending

Name of foundation

## SANDERS FAMILY FOUNDATION

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

1800 BLANKENSHIP RD STE 450

A Employer identification number

20-5679987

City or town state, and ZIP code

WEST LINN OR 97068

B Telephone number (see instructions)

503-723-7600

G 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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 33,895,281 (Part I, column (d) must be on cash basis )

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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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) )		Revenue	Operating and Administrative Expenses
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	139,439	139,439	
4 Dividends and interest from securities	709,573	708,730	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	818,887		
b Gross sales price for all assets on line 6a	11,490,044		
7 Capital gain net income (from Part IV, line 2)		818,887	
8 Net short-term capital gain			0
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)	Stmt 1	-435	
12 Total. Add lines 1 through 11		1,667,464	1,667,056
			0
13 Compensation of officers, directors, trustees, etc		0	
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule) See Stmt 2	1,967	RECEIVED	983
b Accounting fees (attach schedule) Stmt 3	11,400	5-700	5,700
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions) Stmt 4	58,162	MAY 06 2013	1,200
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings	602		602
22 Printing and publications			
23 Other expenses (att sch) Stmt 5	149,072	2013	69
24 Total operating and administrative expenses.			
Add lines 13 through 23	221,203	165,231	8,554
25 Contributions, gifts, grants paid	1,700,000		1,700,000
26 Total expenses and disbursements. Add lines 24 and 25	1,921,203	165,231	1,708,554
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	-253,739		
b Net investment income (if negative, enter -0-)		1,501,825	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

Assets			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing		18,494	45,838	45,838
2	Savings and temporary cash investments		7,399,367	5,260,556	5,260,556
3	Accounts receivable ►	45,590			
	Less allowance for doubtful accounts ►		47,360	45,590	45,590
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)	0			
7	Other notes and loans receivable (att. schedule) ►				
	Less allowance for doubtful accounts ►	0			
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments – U S and state government obligations (attach schedule)	See Stmt 6			
b	Investments – corporate stock (attach schedule)	See Stmt 6	14,417,371	14,668,679	16,139,775
c	Investments – corporate bonds (attach schedule)	See Stmt 7	10,511,086	12,117,199	12,403,522
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch.) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch.) ►				
15	Other assets (describe ►)	)			
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		32,393,678	32,137,862	33,895,281
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 ►)	)	0	0
	23	<b>Total liabilities</b> (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			► <input checked="" type="checkbox"/>	
	24	Unrestricted	32,393,678	32,137,862	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			► <input type="checkbox"/>	
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	32,393,678	32,137,862	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	32,393,678	32,137,862	

**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	32,393,678
2	Enter amount from Part I, line 27a	2	-253,739
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	32,139,939
5	Decreases not included in line 2 (itemize) ► <b>See Statement 8</b>	5	2,077
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	32,137,862

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)

(b) How acquired  
P - Purchase  
D - Donation(c) Date acquired  
(mo., day, yr.)(d) Date sold  
(mo., day, yr.)

## 1a See Worksheet

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			
b			
c			
d			
e			

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

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

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	818,887
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	223,334

## 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

 Yes  No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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	1,631,665	34,697,964	0.047025
2010	1,565,919	33,341,441	0.046966
2009	1,698,264	31,724,752	0.053531
2008	1,497,946	35,156,180	0.042608
2007	50	35,676,558	0.000001

2 Total of line 1, column (d)	2	0.190131
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	0.038026
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,595,838
5 Multiply line 4 by line 3	5	1,277,515
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,018
7 Add lines 5 and 6	7	1,292,533
8 Enter qualifying distributions from Part XII, line 4	8	1,708,554

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	15,018
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	15,018
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	15,018
6	<b>Credits/Payments</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	30,400
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	30,400
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,382
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ► 15,382	11	Refunded

## Part VII-A Statements 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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		<input checked="" type="checkbox"/>	
c	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			
d	Did the foundation file Form 1120-POL for this year?	1b		
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	1c		
f	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	2		
g	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	3		
h	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	4a		
i	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b		
j	If "Yes," has it filed a tax return on Form 990-T for this year?	5		
k	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	N/A		
l	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		
m	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		
n	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>OR</b>	8b		
o	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	9		
p	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	10		
q	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

**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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <b>JERRY POLLARD</b> <b>1800 BLANKENSHIP RD SUITE 450</b>	Telephone no ► <b>503-723-7600</b>	
	Located at ► <b>WEST LINN</b>	OR	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> – Check here and enter the amount of tax-exempt interest received or accrued during the year	ZIP+4 ► <b>97068</b>	► <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**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.		
<b>1a</b>	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>
<b>c</b>	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?	<b>N/A</b>
<b>2</b>	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))	
<b>a</b>	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? If "Yes," list the years ► <b>20 20 20 20</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>b</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)	<b>N/A</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <b>20 20 20 20</b>	
<b>3a</b>	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>b</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)	<b>N/A</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
<b>b</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?	

## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
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		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
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		7b
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	

## 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
See Statement 9				

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

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

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

▶ 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

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**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	27,303,872
b	Average of monthly cash balances	1b	6,803,578
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	34,107,450
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	34,107,450
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	511,612
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,595,838
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,679,792

**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	1,679,792
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,018
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	15,018
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,664,774
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,664,774
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,664,774

**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	1,708,554
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,708,554
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	15,018
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,693,536

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				1,664,774
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				1,690,817
b Total for prior years 20_____, 20_____, 20_____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,708,554				1,690,817
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				17,737
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
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				1,647,037
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				
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				

**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 foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							(e) Total
	Tax year	Prior 3 years						
	(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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)****1 Information Regarding Foundation Managers:**

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

**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 If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

**N/A**

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

**N/A**

c Any submission deadlines

**N/A**

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

**N/A**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
a Paid during the year <b>See Statement 10</b>				<b>1,700,000</b>
<b>Total</b>			► 3a	<b>1,700,000</b>
b Approved for future payment <b>N/A</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	139,439	
4	Dividends and interest from securities			14	709,573	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	818,887	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	<b>BLACKSTONE GROUP</b>			1	933	
c	<b>ENTERPRISE PRODUCTS</b>			1	-1,368	
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		1,667,464	0
13	Total. Add line 12, columns (b), (d), and (e)			13		1,667,464

(See worksheet in line 13 instructions to verify calculations )

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

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**Part XVI-D Relationship of Activities to**

**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 )
N/A	



Capital Gains and Losses for Tax on Investment Income				
Form <b>990-PF</b>	For calendar year 2012, or tax year beginning _____, and ending _____		2012	
Name		Employer Identification Number		
<b>SANDERS FAMILY FOUNDATION</b>		<b>20-5679987</b>		
(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) <b>SEE ATTACHED-US BANK</b>		P	Various	Various
(2) <b>SEE ATTACHED-US BANK</b>		P	Various	Various
(3) <b>SEE ATTACHED-RIVERVIEW</b>		P	Various	Various
(4) <b>SEE ATTACHED-RIVERVIEW</b>		P	Various	Various
(5) <b>BLACKSTONE GROUP LTCG</b>		P	Various	Various
(6) <b>RIVERVIEW</b>				
(7) <b>US BANK</b>				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				
(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)
(1) <b>4,060,448</b>			3,850,054	210,394
(2) <b>3,274,927</b>			3,259,720	15,207
(3) <b>1,733,494</b>			1,720,554	12,940
(4) <b>2,280,645</b>			1,840,829	439,816
(5) <b>487</b>				487
(6) <b>96,412</b>				96,412
(7) <b>43,631</b>				43,631
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				
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))
(1) <b>F M V as of 12/31/69</b>	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		(i) Gains (Col (h) gain minus col (k), but not less than 0-) or Losses (from col (h))
(2)				210,394
(3)				15,207
(4)				12,940
(5)				439,816
(6)				487
(7)				96,412
(8)				43,631
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

SANDERS FAMILY FOUNDATION MGD AGENCY  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
3499. 152 ABERDEEN FDS EMRGN	10/12/2011	08/28/2012	49,722.95	46,083.83	3,639.12
2744. 04 ABERDEEN FDS EMRGN	04/03/2012	08/28/2012	38,992.81	40,556.91	-1,564.10
24579. 453 ABERDEEN FDS EMRGN	04/03/2012	11/26/2012	369,920.77	363,284.31	6,636.46
671. ALLERGAN INC	12/08/2011	04/03/2012	63,703.31	55,352.07	8,351.24
951. AMERICAN TOWER CORP	12/08/2011	04/03/2012	60,224.42	55,300.65	4,923.77
1698. AMERIPRISE FINL INC	09/19/2011	04/03/2012	96,853.61	72,976.64	23,876.97
1087. AUTOMATIC DATA PROCESSING	04/03/2012	11/26/2012	60,378.89	60,643.73	-264.84
799. BOEING CO	12/08/2011	04/03/2012	59,644.01	55,882.06	3,761.95
1062. CAMERON INTL CORP	12/08/2011	11/26/2012	57,081.54	54,576.18	2,505.36
2953. CENTERPOINT ENERGY INC	12/08/2011	04/03/2012	58,084.20	57,521.49	562.71
790. CLIFFS NATURAL RESOURCES	12/08/2011	04/03/2012	55,460.78	53,686.43	1,774.35
791. CONOCOPHILLIPS	04/03/2012	11/26/2012	44,579.76	46,465.38	-1,885.62
1627. DISCOVERY COMMUNICATIONS INC CL A	12/08/2011	04/03/2012	82,993.03	66,920.79	16,072.24
1499. EATON CORP	12/08/2011	03/21/2012	75,058.53	66,076.06	8,982.47
3037. GENERAL ELEC CO	04/03/2012	11/26/2012	63,562.98	60,615.18	2,947.80
1570. HARRIS CORP DEL	12/08/2011	11/26/2012	73,236.50	55,191.15	18,045.35
3849. ISHARES DJ SELECT DIVIDEND E T F	07/27/2011	04/03/2012	216,308.18	200,840.43	15,467.75
1196. LAUDER ESTEE COS INC CL A	04/14/2011	04/03/2012	74,907.75	56,758.28	18,149.47
1903. LINCOLN NATL CORP COM	04/14/2011	04/03/2012	48,773.74	54,596.88	-5,823.14
1864. MACYS INC	09/01/2011	04/03/2012	76,441.29	49,321.44	27,119.85
1584. MERCK AND CO INC	12/08/2011	03/21/2012	59,763.24	56,010.24	3,753.00
6185. 001 LOOMIS SAYLES ABS STRAT	09/01/2011	04/03/2012	60,736.71	60,427.46	309.25
3413. 915 NUVEEN REAL ESTATE SECS	07/27/2011	03/21/2012	70,838.74	68,790.39	2,048.35
56483. 445 NUVEEN SHORT TERM BOND FUND CL I	11/22/2011	04/03/2012	563,704.78	554,667.43	9,037.35
5250. 307 NUVEEN INFLATION PRO SEC CL I	11/17/2011	04/03/2012	60,483.54	60,798.56	-315.02
9375. 379 NUVEEN INFLATION PRO SEC CL I	11/17/2011	08/28/2012	112,035.78	108,566.89	3,468.89
1706. 753 OPENHEIMER DEVELOPING MKTS FDS CL Y	04/03/2012	08/28/2012	54,786.77	57,312.77	-2,526.00
11371. 033 PIMCO EDS TOTAL RETURN ED	11/17/2011	04/03/2012	125,763.62	122,920.87	2,842.75
<b>Totals</b>					

SANDERS FAMILY FOUNDATION MGD AGENCY  
Schedule D Detail of Short-term Capital Gains and Losses

Description		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
5472.418	P I M C O FDS TOTAL					
RETURN FD		08/29/2011	04/03/2012	60,524.94	59,649.35	875.59
911. PEPSICO INC COMMON STOCK	04/03/2012	11/26/2012	63,568.70	60,817.90	2,750.80	
.5 PHILLIPS 66	04/03/2012	05/10/2012	16.47	17.46	-0.99	
395. PHILLIPS 66	04/03/2012	05/15/2012	12,639.91	13,791.36	-1,151.45	
543. PIONEER NAT RES CO	04/03/2012	08/28/2012	53,624.61	60,760.07	-7,135.46	
714. PROCTER & GAMBLE CO	10/12/2011	08/28/2012	47,872.63	46,574.22	1,298.41	
402. RALPH LAUREN CORP	04/27/2011	04/03/2012	70,674.23	52,970.10	17,704.13	
1043. ROCKWELL COLLINS INC	04/03/2012	08/28/2012	51,109.70	60,337.86	-9,228.16	
1634. SPDR DJ WILSHIRE INTERNATIONAL	04/14/2011	04/03/2012	60,129.85	64,260.15	-4,130.30	
21608.992 TCW EMERGING MARKETS	08/28/2012	11/26/2012	201,827.99	197,506.19	4,321.80	
18405.558 TURNER SPECTRUM FUND	10/12/2011	04/03/2012	206,326.31	212,768.25	-6,441.94	
11834.594 TURNER SPECTRUM FUND	10/12/2011	08/28/2012	128,168.65	136,807.91	-8,639.26	
11770. WELLS FARGO & CO NEW VAR		04/03/2012	60,825.39	58,722.99	2,102.40	
1753. WILLIAMS COS INC VAR	03/21/2012	54,447.19	43,770.26	10,676.93		
.3333 WPX ENERGY INC	04/14/2011	01/10/2012	5.43	5.68	-0.25	
583. WPX ENERGY INC VAR	03/21/2012	11,041.99	9,901.80	1,140.19		
1. WPX ENERGY INC	09/19/2011	04/03/2012	18.41	14.92	3.49	
502. WYNDHAM WORLDWIDE CORP	09/19/2011	05/15/2012	25,642.08	15,902.61	9,739.47	
1209. WYNDHAM WORLDWIDE CORP	09/19/2011	08/28/2012	62,709.42	38,299.30	24,410.12	
6744. XEROX CORP	12/08/2011	03/21/2012	55,232.36	55,031.04	201.32	
<b>Totals</b>						
					4060448.00	3850054.00
						210,395.00

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STATEMENT 6

SANDERS FAMILY FOUNDATION MGD AGENCY  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
30285.264 ABERDEEN FDS EMRGN	01/07/2011	08/28/2012	430,353.60	436,713.50	-6,359.90
297. AMAZON COM INC	01/10/2011	04/03/2012	59,589.84	54,581.65	5,008.19
99. APPLE COMPUTER INC	03/09/2010	04/03/2012	62,275.03	22,209.24	40,065.79
293. GOLDMAN SACHS GROUP INC	01/10/2011	04/03/2012	35,979.59	49,742.61	-13,763.02
2159.557 GOLDMAN SACHS M C VALUE CL INST	01/10/2011	04/03/2012	82,279.12	79,190.96	3,088.16
10262.2 GOLDMAN SACHS M C VALUE CL INST	01/10/2011	11/26/2012	394,171.10	376,314.88	17,856.22
91. GOOGLE INC CL A	01/25/2010	04/03/2012	58,578.11	58,788.92	-210.81
50165.327 LOOMIS SAYLES ABS STRAT VAR	11/26/2012	508,174.76	473,470.88	34,703.88	
4774.829 NUVEEN INFLATION PRO SEC CL I	11/17/2011	11/26/2012	57,393.44	55,292.52	2,100.92
9677.859 OPPENHEIMER DEVELOPING MKTS FDS CL Y	08/28/2012	310,659.27	349,493.10	-38,833.83	
12116.786 ROWE T PRICE MID-CAP	01/10/2011	11/26/2012	71,388.83	72,167.58	-778.75
29995.307 T ROWE PRICE INTL BOND FUND	08/28/2012	299,353.16	313,736.71	-14,383.55	
1403. SPDR DJ WILSHIRE INTERNATIONAL	04/14/2011	11/26/2012	56,948.74	55,175.64	1,773.10
8423.729 TFS MARKET NEUTRAL FUND	01/07/2011	03/21/2012	125,513.56	124,755.43	758.13
25179.873 TFS MARKET NEUTRAL FUND	01/07/2011	04/03/2012	379,208.89	372,913.92	6,294.97
31589.319 TURNER SPECTRUM FUND	10/12/2011	11/26/2012	343,060.00	365,172.52	-22,112.52
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3274927.00	3259720.00	15,207.00
<b>Totals</b>			<b>3274927.00</b>	<b>3259720.00</b>	<b>15,207.00</b>

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STATEMENT 7

ACCT 656D 650028012  
FROM 01/01/2012  
TO 12/31/2012

RIVERVIEW ASSET MANAGEMENT CORP  
STATEMENT OF CAPITAL GAINS AND LOSSES  
SANDERS FAMILY FOUNDATION - AGENCY

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RUN 02/14/2013  
01 26 26 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1  
TRUST ADMINISTRATOR JAK  
INVESTMENT OFFICER CAB

LEGEND P - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
60000 0000 ABBOTT LABORATORIES 5 60% 11/30/17 - 002819AB6 - MINOR = 200							
SOLD 12/10/2012 73810 20							
ACQ 60000 0000 11/07/2007 73810 20				59955 60	13854 60	LT15	Y
223 0000 AMERICAN ELECTRIC POWER CO, INC - 025537101 - MINOR = 455							
SOLD 01/12/2012 9178 50							
ACQ 223 0000 09/22/2011 9178 50				8232 40	946 10	ST	
68 0000 APPLE COMPUTER INC - 037833100 - MINOR = 435							
SOLD 05/03/2012 39559 85							
ACQ 68 0000 07/16/2009 39559 85				9998 33	29561 52	LT15	Y
34 0000 APPLE COMPUTER INC - 037833100 - MINOR = 435							
SOLD 07/02/2012 20101 61							
ACQ 34 0000 07/16/2009 20101 61				4999 17	15102 44	LT15	Y
403 0000 BIOPHARMA INC - 09062X103 - MINOR = 425							
SOLD 08/01/2012 58228 20							
ACQ 403 0000 04/16/2010 58228 20				21567 66	36660 54	LT15	Y
100000 0000 UNTIA BANK CD, MOUNTAIN VIEW, WY 0 000% DUE 10/02/2012 - 1023213A2 - MINOR = 230							
SOLD 10/02/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99961 39	38 61	ST	Y
100000 0000 BANK OF AMERICA CD, CHARLOTTE, NC 0 000% DUE 10/11/2012 - 1023373A8 - MINOR = 230							
SOLD 10/11/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99954 00	46 00	ST	Y
100000 0000 FIRSTBANK CD, LAKEWOOD, CO 0 000% DUE 10/15/2012 - 1023394A3 - MINOR = 230							
SOLD 10/15/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99950 71	49 29	ST	Y
100000 0000 MERIDIAN BANK CD, BRYN Mawr, PA 0 000% DUE 10/15/2012 - 1023402A3 - MINOR = 230							
SOLD 10/15/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99950 71	49 29	ST	Y
100000 0000 CAROLINA BANK CD, GREENSBORO, NC 0 000% DUE 11/16/2012 - 1024270A0 - MINOR = 230							
SOLD 11/16/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99924 44	75 56	ST	Y
100000 0000 CITIZENS BANK OF EDMOND CD 0 000% DUE 11/16/2012 - 1024271A9 - MINOR = 230							
SOLD 11/16/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99924 44	75 56	ST	Y
100000 0000 STATE FARM BANK FSB CD 0 000% DUE 11/16/2012 - 1024273A7 - MINOR = 230							
SOLD 11/16/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99924 44	75 56	ST	Y
100000 0000 MAIN STREET BANK CORP CD 0 000% DUE 11/16/2012 - 1024328A2 - MINOR = 230							
SOLD 11/16/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99924 44	75 56	ST	Y
100000 0000 FLUSHING SAVINGS BANK FSB CD 0 000% DUE 11/19/2012 - 1024332A6 - MINOP = 230							
SOLD 11/19/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99921 98	78 02	ST	Y
100000 0000 WASHINGTON SAVINGS BANK FSB CD 0 000% DUE 11/19/2012 - 1024333A5 - MINOR = 230							
SOLD 11/19/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99921 98	78 02	ST	Y
100000 0000 TIMBERLINE BANK CD 0 000% DUE 12/17/2012 - 1025039A9 - MINOR = 230							
SOLD 12/17/2012 100000 00							
ACQ 100000.0000 08/14/2012 100000 00				99899 01	100 99	ST	Y
100000 0000 WALCOTT TRUST AND SAVINGS BANK CD 0 000% DUE 12/17/2012 - 1025048A8 - MINOR = 230							
SOLD 12/17/2012 100000 00							
ACQ 100000 0000 08/14/2012 100000 00				99899 01	100 99	ST	Y
100000 0000 UNITED BANK & TRUST CD, ANN ARBOR MI 0 000% DUE 10/29/2012 - 1034151A3 - MINOR = 230							
SOLD 10/29/2012 100000.00							
ACQ 100000 0000 08/14/2012 100000 00				99939 22	60 78	ST	Y
67 0000 CHEVRON CORP NEW - 166764100 - MINOR = 415							
SOLD 12/13/2012 7216 79							
ACQ 67 0000 09/22/2011 7216 79				6002 06	1214 73	LT15	
16190 5600 COLUMBIA ACORN FUND CLASS Z - 197199409 - MINOR = 492							
SOLD 01/27/2012 487821 56							
ACQ 3118 5030 06/18/2009 93960 49				60000 00	33960 49	LT15	Y
3031 8340 07/16/2009 91349 16				60000 00	31349 16	LT15	Y
2692 9980 08/27/2009 81140 03				60000 00	21140 03	LT15	Y
2650 1770 10/01/2009 79849 83				60000 00	19849 83	LT15	Y
2052 5450 02/16/2010 61843 18				50000 00	11843 18	LT15	Y
2644 5030 03/18/2010 79678 87				70000 00	9678 87	LT15	Y
100000 0000 COSTCO WHOLESALE CORP SR NOTES 5 30% 03/15/12 - 22160KAB1 - MINOP = 200							
SOLD 03/15/2012 100000 00							
ACQ 100000 0000 10/31/2007 100000 00				101613 00	-1613 00	LT15	Y
241 0000 DARDEN RESTAURANTS INC - 237194105 - MINOR = 405							
SOLD 11/21/2012 12670 51							
ACQ 140 0000 09/22/2011 7360 46				6103 38	1257 08	LT15	
101 0000 08/24/2012 5310 05				5276 12	33 93	ST	
609 0000 DEERE & CO - 244199105 - MINOR = 430							
SOLD 10/01/2012 50418 76							
ACQ 609 0000 10/03/2011 50418 76				38042 19	12376 57	ST	
1241 0000 DEVON ENERGY CORP NEW - 25179M103 - MINOR = 415							
SOLD 02/02/2012 78976 34							
ACQ 1009 0000 10/01/2010 64212 03				65987 88	-1775 85	LT15	Y
232 0000 10/28/2010 14764 31				14991 05	-226 74	LT15	Y
1748 0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 430							
SOLD 06/14/2012 81263 22							
ACQ 1094 0000 10/01/2010 50859 25				58530 95	-7671 70	LT15	Y
654 0000 10/28/2010 30403 97				35955 24	-5551 27	LT15	Y

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1  
TRUST ADMINISTRATOR JAK  
INVESTMENT OFFICER CAB

LEGEND F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
206 0000 EXELON CORPORATION - 30161N101 - MINOR = 455							
SOLD 11/21/2012 5973 50							
ACQ 166 0000 08/24/2012 4813 60				6105 77	-1292 17	ST	
40 0000 09/13/2012 1159 90				1415 20	-255 30	ST	
100000 0000 FHLB 3 10% 06/14/18-12 ONE-TIME CALL - 313371XU5 - MINOR = 050							
SOLD 12/14/2012 100000 00							
ACQ 100000 0000 11/24/2010 100000 00				102641 00	-2641 00	LT15 Y	
88000 0000 FHLMC GLOBAL REFERENCE NOTES 5 125% 07/15/12 - 3134A4QD9 - MINOR = 063							
SOLD 07/15/2012 88000 00							
ACQ 88000 0000 11/16/2007 88000 00				91268 32	-3268 32	LT15 Y	
280 0000 FIRSTENERGY CORP - 337932107 - MINOR = 455							
SOLD 11/02/2012 12499 45							
ACQ 179 0000 09/22/2011 7990 72				7929 54	61 18	LT15	
101 0000 08/24/2012 4508 73				4522 65	-13 92	ST	
100000 0000 GE MONEY BK DRAPER UT 1 20% 06/25/12 - 36159AUQ1 - MINOR = 230							
SOLD 06/25/2012 100000 00							
ACQ 100000 0000 11/17/2011 100000 00				100120 00	-120 00	ST Y	
1313 0000 HCP INC REIT - 40414L109 - MINOR = 420							
SOLD 03/07/2012 51390 03							
ACQ 1313 0000 04/01/2011 51390 03				49408 56	1981 47	ST	
**CHANGED** 02/13/13 MG							
1481 0000 HCP INC REIT - 40414L109 - MINOR = 420							
SOLD 04/18/2012 58431 40							
ACQ 984 0000 04/01/2011 38822 75				37028 20	1794 55	LT15	
497 0000 09/22/2011 19608 65				17461 40	2147 25	ST	
**CHANGED** 02/13/13 MG							
100000 0000 HEWLETT-PACKARD CO GLOBAL 5 25% 03/01/12 - 428236AL7 - MINOR = 200							
SOLD 03/01/2012 100000 00							
ACQ 100000 0000 08/02/2007 100000 00				99228 00	772 00	LT15 Y	
1912 0000 INTEL CORP - 458140100 - MINOR = 435							
SOLD 07/02/2012 50724 41							
ACQ 1912 0000 05/03/2007 50724 41				41758 08	8966 33	LT15 Y	
231 0000 INTEGRYS ENERGY GROUP - 45822P105 - MINOP = 455							
SOLD 12/13/2012 12270 35							
ACQ 129 0000 09/22/2011 6852 27				6145 30	706 97	LT15	
102 0000 08/24/2012 5418 08				5630 20	-212 12	ST	
681 0000 INTERCONTINENTAL EXCHANGE INC - 45865V100 - MINOR = 420							
SOLD 04/18/2012 88870 01							
ACQ 385 0000 10/02/2009 50242 22				35572 17	14670 05	LT15 Y	
70 0000 05/19/2010 9134 95				7970 05	1164 90	LT15 Y	
226 0000 10/28/2010 29492 84				25956 01	3536 83	LT15 Y	
1074 0000 KRAFT FOODS GROUP, INC - 50076Q106 - MINOR = 410							
SOLD 12/13/2012 49338 45							
ACQ 351.3330 08/06/2009 16139 87				10534 01	5605 86	LT15 Y	
602 0000 10/28/2010 27655 26				20356 65	7298 61	LT15 Y	
81 3330 09/22/2011 3736 35				32987 19	871 95	LT15	
39 3330 08/24/2012 1806 92				1731 56	75 36	ST	
0010 10/24/2012 0 05				0 05	0 00	ST	
993 0000 MCDONALDS CORP - 580135101 - MINOR = 405							
SOLD 05/03/2012 96398 38							
ACQ 366 0000 02/11/2010 35530 52				23308 41	12222 11	LT15 Y	
472 0000 05/19/2010 45820 78				32987 19	12833 59	LT15 Y	
155 0000 09/22/2011 15047 08				13242 06	1805 02	ST	
1864 0000 MICROSOFT CORP - 594918104 - MINOR = 435							
SOLD 07/03/2012 57000 02							
ACQ 1864 0000 04/18/2012 57000 02				58137 97	-1137 95	ST	
3222 0000 MONDELEZ INTERNATIONAL, INC - 609207105 - MINOR = 410							
SOLD 12/13/2012 82997 51							
ACQ 1054 0000 08/06/2009 27150 64				19485 96	7664 68	LT15 Y	
1806 0000 10/28/2010 46521 88				37656 02	8865 86	LT15 Y	
244 0000 09/22/2011 6285 35				5298 61	986 74	LT15	
118 0000 08/24/2012 3039 64				3203 07	-163 43	ST	
394 0000 NETFLIX INC - 64110L106 - MINOR = 435							
SOLD 03/01/2012 43651 48							
ACQ 394 0000 08/01/2007 43651 48				6716 91	36934 57	LT15 Y	
776.0000 NIKE, INC CL B - 654106103 - MINOR = 405							
SOLD 10/01/2012 73884 41							
ACQ 776 0000 07/01/2010 73884 41				52792 77	21091 64	LT15 Y	
648 0000 ORACLE CORP - 68389X105 - MINOR = 435							
SOLD 01/09/2012 17470 06							
ACQ 648 0000 07/16/2009 17470 06				13928 10	3541 96	LT15 Y	
1328 0000 PARKER HANNIFIN CORP - 701094104 - MINOR = 430							
SOLD 12/13/2012 109778 39							
ACQ 1117 0000 08/28/2009 92336 19				55030 80	37305 39	LT15 Y	
211 0000 10/28/2010 17442 20				16013 87	1428 33	LT15 Y	
740 0000 PHILLIPS 66 - 718546104 - MINOR = 415							
SOLD 06/14/2012 24286 32							
ACQ 577 5000 06/02/2010 18953 18				13376 96	5576 22	LT15 Y	
42 0000 10/28/2010 1378 41				1128 51	249 90	LT15 Y	
120 5000 09/22/2011 3954 73				3387 61	567 12	ST	
356 0000 PUBLIC SERVICE ENTERPRISES GROUP - 744573106 - MINOR = 455							
SOLD 04/09/2012 10512 59							
ACQ 356 0000 09/22/2011 10512 59				11705 32	-1192 73	ST	

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1  
TRUST ADMINISTRATOR JAK  
INVESTMENT OFFICER CAB

LEGEND F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
816 0000 STANLEY BLACK & DECKER, INC - 854502101 - MINOR = 430							
SOLD 10/11/2012	58650 23						
ACQ 816 0000 10/01/2012	58650 23			62227 83	-3577 60	ST	
1475 0000 TJX COMPANIES INC - 872540109 - MINOR = 405							
SOLD 07/02/2012	63423 72						
ACQ 784 0000 10/02/2009	33711 32			14219 15	19492 17	LT15 Y	
691 0000 05/19/2010	29712 40			15003 95	14708 45	LT15 Y	
**CHANGED** 01/15/13 MG							
52000 0000 US TREASURY NOTE 4 875% 02/15/2012 - 9128277L0 - MINOR = 030							
SOLD 02/15/2012	52000 00						
ACQ 52000 0000 05/03/2007	52000 00			52690 63	-690 63	LT15 Y	
240000 0000 US TREASURY NOTE 4 000% 11/15/2012 - 912828APS - MINOR = 030							
SOLD 11/15/2012	233550 00						
ACQ 240000 0000 05/03/2007	233550 00			233550 00	0 00	LT15 Y	
150 0000 VISA INC CL A - 92826C839 - MINOR = 435							
SOLD 12/13/2012	22115 84						
ACQ 150 0000 02/11/2010	22115 84			12684 58	9431 26	LT15 Y	
157 0000 WAL MART STORES INC - 931142103 - MINOR = 405							
SOLD 05/15/2012	9317 76						
ACQ 157 0000 09/22/2011	9317 76			7877 36	1440 40	ST	
330 0000 WILLIAMS COMPANIES, INC - 969457100 - MINOR = 455							
SOLD 05/15/2012	10318 90						
ACQ 330 0000 01/12/2012	10318 90			9315 90	1003 00	ST	
190 0000 SEAGATE TECHNOLOGY PLC - G7945M107 - MINOR = 498							
SOLD 09/13/2012	5726 43						
ACQ 190 0000 08/24/2012	5726 43			6463 13	736 70	ST	
155 0000 TRANSOCEAN LTD SWITZ - H8817H100 - MINOP = 498							
SOLD 01/12/2012	6313 34						
ACQ 155 0000 09/22/2011	6313 34			7951 91	-1638 57	ST	
TOTALS			4014138 52	3561382 50			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	784 23	0 00	432922 86	0 00	0 00	0 00*
COVERED FROM ABOVE	12155 73	0 00	6893 20	0 00	0 00	0 00
COMMON TRUST FUND	0 00	0 00	0 00			50 42
CAPITAL GAIN DIVIDENDS	0 00	0 00	96361 20			
	12939 96	0 00	536177 26	0 00	0 00	50 42
STATE						
NONCOVERED FROM ABOVE	784 23	0 00	432922 86	0 00	0 00	0 00*
COVERED FROM ABOVE	12155 73	0 00	6893 20	0 00	0 00	0 00
COMMON TRUST FUND	0 00	0 00	0 00			50 42
CAPITAL GAIN DIVIDENDS	0 00	0 00	96361 20			
	12939 96	0 00	536177 26	0 00	0 00	50 42

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
WASHINGTON	N/A	N/A

208401 SANDERS FAMILY FOUNDATION  
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## Federal Statements

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### Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BLACKSTONE GROUP	\$ 933	\$	\$
ENTERPRISE PRODUCTS	-1,368		
Total	\$ -435	\$ 0	\$ 0

### Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net
LEGAL FEES	\$ 1,967	\$ 984	\$ 983
Total	\$ 1,967	\$ 984	\$ 983

### Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net
ACCOUNTING FEES	\$ 11,400	\$ 5,700	\$ 5,700
Total	\$ 11,400	\$ 5,700	\$ 5,700

### Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX OR DEPT OF JUSTICE FEES	\$ 9,544	\$ 9,544	\$	\$
FEDERAL TAXES PAID	1,200			1,200
Total	\$ 47,418	\$ 58,162	\$ 0	\$ 1,200

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**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Expenses				
INVESTMENT/CONSULTING FEES	149,003	149,003		
CORP FILING FEE	50			50
OFFICE SUPPLIES	19			19
<b>Total</b>	<b>\$ 149,072</b>	<b>\$ 149,003</b>	<b>0</b>	<b>\$ 69</b>

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**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
RIVERVIEW	\$ 5,845,977	\$ 6,758,078	Cost	\$ 7,886,259
US BANK	8,571,394	7,910,601	Cost	8,253,516
<b>Total</b>	<b>\$ 14,417,371</b>	<b>\$ 14,668,679</b>		<b>\$ 16,139,775</b>

**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
US BANK	\$ 5,450,342	\$ 6,057,521	Cost	\$ 6,228,078
RIVERVIEW	5,060,744	6,059,678	Cost	6,175,444
<b>Total</b>	<b>\$ 10,511,086</b>	<b>\$ 12,117,199</b>		<b>\$ 12,403,522</b>

**Federal Statements****Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
ROUNDING	\$ 2
ADJ BASIS-PARTNERSHIPS	<u>2,075</u>
Total	\$ <u>2,077</u>

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**Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERT C. SANDERS 1800 BLANKENSHIP RD SUITE 450 WEST LINN OR 97068	CHAIRMAN	0.00	0	0	0
ROBERT T. SANDERS 1800 BLANKENSHIP RD SUITE 450 WEST LINN OR 97068	SECRETARY	0.00	0	0	0
SUSAN J. MOBLEY 1800 BLANKENSHIP RD SUITE 450 WEST LINN OR 97068	DIRECTOR	0.00	0	0	0
MOLLY SANDERS 1800 BLANKENSHIP RD SUITE 450 WEST LINN OR 97068	DIRECTOR	0.00	0	0	0
DANIEL SANDERS 1800 BLANKENSHIP RD SUITE 450 WEST LINN OR 97068	PRESIDENT	0.00	0	0	0
SAMUEL SANDERS 1800 BLANKENSHIP RD SUITE 450 WEST LINN OR 97068	DIRECTOR	0.00	0	0	0

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Name	Address	Relationship	Status	Purpose	Amount
UNIV OF OREGON FOUNDATION EUGENE OR 97401	360 E 10TH AVE SUITE 202			ATHLETIC DEPARTMENT	500,000
OREGON STATE UNIV FND CORVALLIS OR 97459	850 SW 35TH ST			ATHLETIC DEPARTMENT	500,000
PARTNERS IN HEALTH BOSTON MA 02284	P.O. BOX 8455578			UNRESTRICTED GENERAL FUND	50,000
MEDICAL TEAMS INT'L TIGARD OR 97224	14150 SW MILTON COURT			UNRESTRICTED GENERAL FUND	50,000
FANCONI ANEMIA RESEARCH EUGENE OR 97401	1801 WILLAMETTE ST. #200			RESEARCH DISEASE-FANCONI ANEMIA	50,000
SALVATION ARMY VANCOUVER WA 98668	P.O. BOX 5559			UNRESTRICTED GENERAL FUND	50,000
CENTRAL CATHOLIC HIGH SCH PORTLAND OR 97214	2401 SE STARK STREET			BUILDING PROJECT	100,000
SETON CATHOLIC HIGH SCH VANCOUVER WA 98684	811 NE 112TH AVE #200			UNRESTRICTED GENERAL FUND	60,000
SETON CATHOLIC HIGH SCH VANCOUVER WA 98684	811 NE 112TH AVE #200			UNRESTRICTED GENERAL FUND	150,000
ST. THOMAS MOORE SCHOOL SPOKANE WA 99208	515 W ST THOMAS MOORE WAY			BUILDING FUND	
ST. JOSEPH CATHOLIC SCH ISSAQAH WA 98027	220 MT. PARK BLVD SW			UNRESTRICTED GENL FUND	70,000
CATALYST-CAMPAIGN VERNONIA SCHOOLS PORTLAND OR 97204	519 SW THIRD AVE, STE 700			UNRESTRICTED GENL FUND	70,000
Total				SCHOOL CAMPAIGN	50,000
					<u><u>1,700,000</u></u>