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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SANDERS FAMILY FOUNDATION		A Employer identification number 20-5679987
Number and street (or P.O. box number if mail is not delivered to street address) 1800 BLANKENSHIP RD STE 450	Room/suite	B Telephone number (see instructions) 503-723-7600
City or town, state, and ZIP code WEST LINN OR 97068		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 33,895,281	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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		
Operating and Administrative Expenses	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			983
	b Accounting fees (attach schedule) Stmt 3	11,400			5,700
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 4	58,162			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	149,003		69
	24 Total operating and administrative expenses. Add lines 13 through 23	221,203	165,231	0	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	0	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.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	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)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	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 ▶			
Liabilities		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	Total assets (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 ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <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	Total net assets or fund balances (see instructions)	32,393,678	32,137,862	
	31	Total liabilities and net assets/fund balances (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) ▶ See Statement 8	5	2,077
6	Total net assets or fund balances at end of year (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) FMV 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)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	818,887
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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.

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	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	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,018
6	Credits/Payments		
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	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	15,382
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 15,382 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OR		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JERRY POLLARD 1800 BLANKENSHIP RD SUITE 450 Located at ► WEST LINN	Telephone no ► 503-723-7600 OR ZIP+4 ► 97068		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► <input type="checkbox"/>	
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	Yes	No X

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 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	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	N/A ► <input type="checkbox"/>	
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 ▶

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	Total (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	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,595,838
6	Minimum investment return. 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	Distributable amount as adjusted. 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	1a	1,708,554
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B		
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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	Adjusted qualifying distributions. 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				
a Applied to 2011, but not more than line 2a			1,690,817	
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 ☐ 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**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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

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
Name and address (home or business)				
a Paid during the year See Statement 10				1,700,000
Total			▶ 3a	1,700,000
b Approved for future payment N/A				
Total			▶ 3b	

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2012**

For calendar year 2012, or tax year beginning

, and ending

Name

Employer Identification Number

SANDERS FAMILY FOUNDATION**20-5679987**(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)	SEE ATTACHED-US BANK	P	Various	Various
(2)	SEE ATTACHED-US BANK	P	Various	Various
(3)	SEE ATTACHED-RIVERVIEW	P	Various	Various
(4)	SEE ATTACHED-RIVERVIEW	P	Various	Various
(5)	BLACKSTONE GROUP LTCG	P	Various	Various
(6)	RIVERVIEW			
(7)	US BANK			
(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) 4,060,448		3,850,054	210,394
(2) 3,274,927		3,259,720	15,207
(3) 1,733,494		1,720,554	12,940
(4) 2,280,645		1,840,829	439,816
(5) 487			487
(6) 96,412			96,412
(7) 43,631			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) 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))
(1)			210,394
(2)			15,207
(3)			12,940
(4)			439,816
(5)			487
(6)			96,412
(7)			43,631
(8)			
(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 OPPENHEIMER DEVELOPING MKTS FDS CL Y	04/03/2012	08/28/2012	54,786.77	57,312.77	-2,526.00
11371.033 P I M C O FDS TOTAL RETURN FD	11/17/2011	04/03/2012	125,763.62	122,920.87	2,842.75
Totals					

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SANDERS FAMILY FOUNDATION MGD AGENCY

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
1770. 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
Totals			4060448.00	3850054.00	210,395.00

SANDERS FAMILY FOUNDATION MGD AGENCY

Schedule D Detail of Long-term Capital Gains and

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
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	VAR	08/28/2012	310,659.27	349,493.10	-38,833.83
1216.786 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	VAR	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
Totals			3274927.00	3259720.00	15,207.00

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STATEMENT OF CAPITAL GAINS AND LOSSES
SANDERS FAMILY FOUNDATION - AGENCY

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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
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 BIOGEN IDEC 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 UINTA 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, BERWYN, 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 FSE CD 0 000% DUE 11/19/2012 - 1024332A6 - MINOR = 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 - MINOR = 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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PIVERVIEW ASSET MANAGEMENT CORP
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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	2864 40	871 95	LT15	
	39 3330	08/24/2012	1806 92	1731 56	75 36	ST	
	0010	10/24/2012	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	

ACCT 656D 65008012
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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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
ACQ 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 - 912828AP5 - 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 - MINOR = 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	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	96361 20			50 42
	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	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	96361 20			50 42
	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

Federal Statements

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	Charitable Purpose
LEGAL FEES	\$ 1,967	\$ 984	\$	\$ 983
Total	\$ 1,967	\$ 984	\$ 0	\$ 983

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 11,400	\$ 5,700	\$	\$ 5,700
Total	\$ 11,400	\$ 5,700	\$ 0	\$ 5,700

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

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

Federal Statements

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

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

Federal Statements

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

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

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

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

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

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

Federal Statements

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

Federal Statements

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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
Address							
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 845578				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				BUILDING FUND	150,000
ST. THOMAS MOORE SCHOOL SPOKANE WA 99208		515 W ST THOMAS MOORE WAY				UNRESTRICTED GENL FUND	70,000
ST. JOSEPH CATHOLIC SCH ISSAQUAH 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				SCHOOL CAMPAIGN	50,000
Total							<u>1,700,000</u>