Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation		A Employer identification number
MARY ELIZABETH SANDERS FNDTN		43-6936576
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
1 WEST 4TH STREET D4000-041		336- 747-8169
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
WINSTON SALEM, NC 27101		

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,598,036.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ______ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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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).)*

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		STMT 1
	4 Dividends and interest from securities	44,545.	43,397.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	112,383.			
	b Gross sales price for all assets on line 6a 2,084,769.				
	7 Capital gain net income (from Part IV, line 2)		112,383.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	156,935.	155,787.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,937.	23,203.		7,734.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	5,058.	1,963.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	23.	23.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	36,018.	25,189.	NONE	7,734.
	25 Contributions, gifts, grants paid	110,759.			110,759.
	26 **Total expenses and disbursements** Add lines 24 and 25	146,777.	25,189.	NONE	118,493.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	10,158.			
	b **Net investment income** (if negative, enter -0-)		130,598.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED JUL 24 2013

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	77,591.	61,510.	61,510.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 6	2,375,461.	2,396,981.	2,528,615.
	c Investments - corporate bonds (attach schedule) STMT 10			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 11	3.	3.	7,911.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,453,055.	2,458,494.	2,598,036.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	2,453,055.	2,458,494.	
	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)	2,453,055.	2,458,494.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,453,055.	2,458,494.	

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	2,453,055.
2	Enter amount from Part I, line 27a	2	10,158.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	2,601.
4	Add lines 1, 2, and 3	4	2,465,814.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	7,320.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,458,494.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,084,769.		1,972,386.	112,383.
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				112,383.
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** 112,383.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	119,395.	2,504,304.	0.047676
2010	106,908.	2,304,389.	0.046393
2009	NONE	2,047,267.	NONE
2008	144,392.	2,287,622.	0.063119
2007	124,982.	2,575,845.	0.048521

2	**Total** of line 1, column (d)	2	0.205709
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	0.041142
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,483,567.
5	Multiply line 4 by line 3	5	102,179.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,306.
7	Add lines 5 and 6	7	103,485.
8	Enter qualifying distributions from Part XII, line 4	8	118,493.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,306.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,306.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,306.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,676.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,676.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	370.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 370. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ LA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK NA Telephone no. ▶ (336)747-8169

Located at ▶ 1 WEST 4TH ST - 2ND FLOOR, WINSTON SALEM, NC ZIP+4 ▶ 27101-3818

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to.		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
WELLS FARGO BANK NA 1525 W W.T. HARRIS BLVD. D1114-044, CHARLOTTE, NC 282	TRUSTEE 4	30,937	-0-	-0-

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,439,273.
b	Average of monthly cash balances	1b	82,115.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,521,388.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,521,388.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,821.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,483,567.
6	**Minimum investment return.** Enter 5% of line 5	6	124,178.

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	124,178.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,306.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,306.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	122,872.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	122,872.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	122,872.

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	118,493.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	118,493.
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	1,306.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	117,187.

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				122,872.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			19,995.	
b	Total for prior years 20 10 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 118,493.				
a	Applied to 2011, but not more than line 2a			19,995.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				98,498.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				24,374.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9.				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
YOUNG-SANDERS CENTER FOUNDATION ATTN: ROLAND 104 COMMERCIAL ST, P.O. BOX 595 FRANKLIN LA	NONE	PRIVATE OP	EDUCATIONAL	110,759.
Total ▶ 3a				110,759.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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	7.	
4 Dividends and interest from securities			14	44,545.	
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	112,383.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				156,935.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 156,935.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

S.V.P.

Wells Fargo Bank, N.A. | 07/03/2013 | Trustee

Signature of officer or trustee | Date | Title

WACHOVIA BANK NA

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		7-3-13	X	P01251603

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219-2777 — Phone no 412-355-6000

Statement B

Mary Elizabeth Sanders Foundation
EIN 43-6936576
Tax year End 12/31/2012

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53 4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Dates of Reports Received from the Grantee
Young Sanders Center Foundation	$110,759	Various - 2012	Funds are used for the preservation, education and study of the conflict of the Confederate State of America and in particular its involvement in the conflict known as the War Between the States	$110,759	No	3/31/12, 6/30/12, 9/30/12, 12/31/12

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	7.	7.
TOTAL	7.	7.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	320.	320.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	289.	289.
ANHEUSER-BUSCH INBEV SPN ADR	382.	382.
APACHE CORP COM RTS EXP 01/31/2006	86.	86.
APPLE COMPUTER INC COM	254.	254.
ARTISAN FDS INC INTL FD INVESTOR CLASS	2,376.	2,376.
AUTOMATIC DATA PROCESSING INC COM	517.	517.
BAKER HUGHES INC COM	41.	41.
BHP LIMITED SPONS ADR COM	302.	302.
BOEING CO COM	178.	178.
CME GROUP INC	495.	495.
CVS CORP COM	132.	132.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	29.	29.
CELANESE CORP	43.	43.
CHEVRONTEXACO CORP COM	609.	609.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	366.	366.
COMCAST CORP NEW CL A	288.	288.
CONOCOPHILLIPS COM	83.	83.
DIAGEO PLC SPONSORED ADR NEW	340.	340.
DIAMOND HILL LONG-SHORT FD CL I #11	539.	539.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	465.	465.
DODGE & COX INT'L STOCK FD # 1048	5,042.	5,042.
EXXON MOBIL CORP COM	188.	188.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	1,429.	1,429.
GATEWAY FUND - Y #1986	339.	339.
GOLDMAN SACHS GRP INC COM	129.	129.
HEWLETT-PACKARD CO COM	78.	78.
HUSSMAN STRATEGIC GROWTH FD	730.	730.
ILLINOIS TOOL WORKS INC COM	180.	180.
INTEL CORP COM	310.	310.
INTL BUSINESS MACHINES CORP COM	225.	225.
ISHARES TR RUSSELL MIDCAP GROWTH	250.	250.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN CHASE & CO COM	668.	668.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	271.	271.
KEELEY SMALL CAP VAL FD CL I #2251	646.	646.
MERGER FD SH BEN INT	843.	843.
MICROSOFT CORP COM	296.	296.
MORGAN STANLEY DEAN WITTER & CO COM NEW	13.	13.
NESTLE S A SPONSORED ADR REPSTG REG SH	444.	444.
NOVARTIS AG SPONSORED ADR	385.	385.
ORACLE CORP COM	133.	133.
OPPENHEIMER DEVELOPING MKT-Y #788	1,900.	1,900.
PROCTER & GAMBLE CO COM	525.	525.
QUEST DIAGNOSTICS INC COM	199.	199.
SPDR DJ WILSHIRE INTERNATIONAL REAL	7,431.	7,431.
SCHLUMBERGER LTD COM	183.	183.
TJX COS INC NEW COM	90.	90.
TARGET CORP COM	332.	332.
TEVA PHARMACEUTICAL INDS LTD ADR	276.	276.
THERMO ELECTRON CORP COM W/RTS ATTACHED	78.	78.
3M CO COM	330.	330.
TOTAL FINA ELF S A SPONSORED ADR	162.	162.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	552.	552.
UNION PAC CORP COM	462.	462.
UNITED PARCEL SERVICE CL B COM	319.	319.
UNITEDHEALTH GRP INC COM	201.	201.
VANGARD MSCI EMERGING MARKETS EFT	5,738.	5,738.
VANGUARD REIT VIPER	3,681.	2,533.
VODAFONE GROUP PLC SPONSORED ADR	802.	802.
WAL MART STORES INC COM	402.	402.
COOPER INDUSTRIES PLC NEW IRELAND	149.	149.
TOTAL	44,545.	43,397.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	524.	524.
FEDERAL TAX PAYMENT - PRIOR YE	1,419.	
FEDERAL ESTIMATES - PRINCIPAL	1,676.	
FOREIGN TAXES ON QUALIFIED FOR	1,054.	1,054.
FOREIGN TAXES ON NONQUALIFIED	385.	385.
TOTALS	5,058.	1,963.

MARY ELIZABETH SANDERS FNDTN 43-6936576

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	23.	23.
TOTALS	23.	23.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
437076102 HOME DEPOT INC		
824348106 SHERWIN WILLIAMS		
948626106 WEIGHT WATCHERS		
487836108 KELLOGG CO		
742718109 PROCTER & GAMBLE CO		
427866108 THE HERSHEY COMPANY		
931142103 WAL MART STORES		
931422109 WALGREEN CO		
81369Y506 AMEX ENERGY SELECT		
166764100 CHEVRON CORP	15,640.	18,384.
30231G102 EXXON MOBIL CORP		
084670702 BERKSHIRE HATHAWAY I	15,382.	19,286.
46625H100 JPMORGAN CHASE & CO	16,851.	17,368.
857477103 STATE STREET CORP		
902973304 US BANCORP DEL NEW	9,594.	13,095.
075887109 BECTON DICKINSON & C		
478160104 JOHNSON & JOHNSON		
717081103 PFIZER INC		
74834L100 QUEST DIAGNOSTIC		
941848103 WATERS CORP		
053611109 AVERY DENNISON CORP		
384802104 GRAINGER W W		
452308109 ILLNOIS TOOL WORKS		
88579Y101 3M CO	12,219.	12,535.
053015103 AUTOMATIC DATA		
426281101 HENRY JACK & ASSOC		
459200101 INTERNATIONAL BUS		
594918104 MICROSOFT CORP	6,472.	8,948.
959802109 WESTERN UNION		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
826552101 SIGMA ALDRICH CORP		
810186106 THE SCOTTS MIRACLE		
25243Q205 DIAGEO PLC - ADR	4,856.	12,241.
H89128104 TYCO INTERNATIONAL		
001055102 AFLAC INC	13,475.	12,218.
057224107 BAKER HUGHES INC COM		
20030N101 COMCAST CORP CLASS A	9,945.	15,878.
22544R305 CREDIT SUISSE COMM R	159,957.	147,006.
25264S833 DIAMOND HILL LONG-SH	145,967.	154,688.
254687106 WALT DISNEY CO	12,675.	15,933.
268648102 E M C CORP MASS	9,729.	9,994.
29875E100 AMERICAN EUROPACIFIC		
339128100 JP MORGAN MID CAP VA	87,154.	98,639.
38142Y401 GOLDMAN SACHS GRTH O		
448108100 HUSSMAN STRATEGIC GR	56,982.	51,499.
464287465 ISHARES MSCI EAFE		
487300808 KEELEY SMALL CAP VAL	102,839.	114,226.
589509108 MERGER FD SH BEN INT	51,598.	51,481.
617446448 MORGAN STANLEY		
65339F101 NEXTERA ENERGY INC		
78463X863 SPDR DJ WILSHIRE INT	96,998.	108,709.
87234N849 TCW SMALL CAP GROWTH	109,952.	99,993.
87612E106 TARGET CORP	13,695.	14,497.
881624209 TEVA PHARMACEUTICAL	14,101.	9,708.
907818108 UNION PACIFIC CORP	14,621.	19,487.
922042858 VANGUARD MSCI EMERGI	235,242.	229,864.
922908553 VANGUARD REIT VIPER	87,683.	102,714.
92857W209 VODAFONE GROUP PLC N	9,024.	7,809.
008252108 AFFILIATED MANAGERS	13,776.	16,920.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
03524A108 ANHEUSER-BUSCH INBEV	10,142.	13,811.
037411105 APACHE CORP	16,982.	13,188.
037833100 APPLE INC	23,727.	25,544.
04314H204 ARTISAN INTERNATIONA	189,299.	212,648.
04314H600 ARTISAN MID CAP FUND	112,101.	115,747.
088606108 BHP BILLITON LIMITED	9,626.	9,803.
097023105 BOEING CO	10,082.	10,174.
12572Q105 CME GROUP INC	12,104.	11,401.
126650100 CVS/CAREMARK CORPORA	11,223.	12,619.
14040H105 CAPITAL ONE FINANCIA	9,372.	11,296.
150870103 CELANESE CORP	9,750.	8,683.
17275R102 CISCO SYSTEMS INC	16,643.	17,154.
256206103 DODGE & COX INT'L ST	195,475.	213,439.
367829884 GATEWAY FUND - Y #19	51,932.	51,103.
375558103 GILEAD SCIENCES INC	9,144.	12,487.
38141G104 GOLDMAN SACHS GROUP	8,002.	8,929.
38259P508 GOOGLE INC	12,190.	14,148.
458140100 INTEL CORP	12,526.	9,691.
478366107 JOHNSON CONTROLS INC	12,613.	11,900.
58155Q103 MCKESSON CORP	11,379.	11,635.
611740101 MONSTER BEVERAGE COR	5,341.	6,341.
641069406 NESTLE S.A. REGISTER	10,858.	12,056.
66987V109 NOVARTIS AG - ADR	7,266.	8,229.
68389X105 ORACLE CORPORATION	10,549.	12,328.
683974505 OPPENHEIMER DEVELOPI	213,204.	228,372.
806857108 SCHLUMBERGER LTD	16,549.	14,899.
872540109 TJX COS INC NEW	8,570.	10,613.
883556102 THERMO FISHER SCIENT	10,573.	12,118.
89151E109 TOTAL S.A. - ADR	9,976.	11,494.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
911312106 UNITED PARCEL SERVIC	10,341.	9,954.
91324P102 UNITEDHEALTH GROUP I	12,838.	13,018.
G29183103 EATON CORP PLC	10,177.	10,673.
TOTALS	2,396,981.	2,528,615.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
29875E100 AMERICANEUROPACIFIC
464287465 ISHARES MSCI
TOTALS

MARY ELIZABETH SANDERS FNDTN 43-6936576

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
9AGER0409 CLAIBORNE PARISH, LA	C	1.	1,729.
9AGER0417 CLAIBORNE PARISH, LA	C	1.	4,091.
9AGER0425 CLAIBORNE PARISH, LA	C	1.	2,091.
TOTALS		3.	7,911.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TIMING DIFFERENCE	5,902.
PY RETURN OF CAPITAL ADJUSTMENT	1,418.
TOTAL	7,320.