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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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation HARRY AND HELEN SANDS CHARITABLE TRUST		A Employer identification number 55-6015175						
R72858005								
Number and street (or P.O. box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117		B Telephone number (see instructions) 866- 888-5157						
Room/suite								
City or town, state, and ZIP code CHICAGO, IL 60603								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☒ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☒ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☒ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,572,378. J Accounting method: ☒ Cash ☐ Accrual Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,715.	49,715.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,471.			
	b Gross sales price for all assets on line 6a	810,860.			
	7 Capital gain net income (from Part IV, line 2)		33,471.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-2,777.	885.		STMT 1
	12 Total. Add lines 1 through 11	80,409.	84,071.		
	13 Compensation of officers, directors, trustees, etc.	20,549.	15,412.		5,137.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,402.	1,282.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	29,951.	16,694.		5,137.
	25 Contributions, gifts, grants paid	75,000.			75,000.
	26 Total expenses and disbursements. Add lines 24 and 25	104,951.	16,694.		80,137.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-24,542.			
	b Net investment income (if negative, enter -0-)		67,377.		
	c Adjusted net income (if negative, enter -0-)				

JSA 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		19,432.	46,988.	46,988.
	2	Savings and temporary cash investments		136,687.	87,948.	87,948.
	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 ▶				
	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)	1,844,289.	1,648,639.	1,785,143.	
	c	Investments - corporate bonds (attach schedule)	448,490.	275,014.	292,262.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)		365,958.	360,037.	
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)	2,448,898.	2,424,547.	2,572,378.	
Net Assets or Fund Balances	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)		NONB		
Part III Analysis of Changes in 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. ▶ ☒					
	27	Capital stock, trust principal, or current funds	2,448,898.	2,424,547.		
	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)	2,448,898.	2,424,547.		
31	Total liabilities and net assets/fund balances (see instructions)	2,448,898.	2,424,547.			

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	2,448,898.
2	Enter amount from Part I, line 27a	2	-24,542.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	191.
4	Add lines 1, 2, and 3	4	2,424,547.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,424,547.

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 810,860.		777,389.	33,471.		
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			33,471.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	33,471.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	135,121.	2,605,457.	0.051861
2010	243,045.	2,586,187.	0.093978
2009	143,659.	2,426,132.	0.059213
2008	145,387.	2,906,441.	0.050022
2007	149,090.	3,455,223.	0.043149
2 Total of line 1, column (d)			2 0.298223
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 0.059645
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,468,831.
5 Multiply line 4 by line 3			5 147,253.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 674.
7 Add lines 5 and 6			7 147,927.
8 Enter qualifying distributions from Part XII, line 4			8 80,137.

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 ☐ and enter 1% of Part I, line 27b		1	1,348.
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	1,348.
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	1,348.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,480.	
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	4,480.	
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	3,132.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,348. Refunded ☐ 1,784.	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)?		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?		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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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) ☐ WV		
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

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Part VII-A Statements Regarding Activities (continued)

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** ☒
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	20,549.	-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**

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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 <u>N/A</u>	
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 <u>N/A</u>	
2	
All other program-related investments See instructions.	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,381,859.
b	Average of monthly cash balances	1b	124,568.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,506,427.
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	2,506,427.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,596.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,468,831.
6	Minimum investment return. Enter 5% of line 5	6	123,442.

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	123,442.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,348.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,348.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	122,094.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	122,094.
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	122,094.

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	80,137.
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	80,137.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,137.

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				122,094.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	7,493.			
d From 2010	115,388.			
e From 2011	9,328.			
f Total of lines 3a through e	132,209.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>80,137.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				80,137.
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))	41,957.			41,957.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	90,252.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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	90,252.			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	80,924.			
d Excess from 2011	9,328.			
e Excess from 2012				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income .

Part XV Supplementary Information (Complete this part only if the 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:

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SANDSCREST FOUNDATION 143 SANDSCREST DRIVE WHEELING WV 26003	NONE	PUBLIC CHA	GENERAL	75,000.
Total			3a	75,000.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	49,715.		
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	33,471.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b DEFERRED INCOME			14	-2,777.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				80,409.		
13 Total. Add line 12, columns (b), (d), and (e)				80,409.		

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DEFERRED INCOME POWERSHARES DB COMMODITY INDEX	-2,777.	885.
TOTALS	-2,777. =====	885. =====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	3,640.	
FEDERAL ESTIMATES - INCOME	4,480.	
FOREIGN TAXES ON QUALIFIED FOR	1,121.	1,121.
FOREIGN TAXES ON NONQUALIFIED	161.	161.
	-----	-----
TOTALS	9,402.	1,282.
	=====	=====

HARRY AND HELEN SANDS CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d

55-6015175

=====

RECIPIENT NAME:

JPMORGAN CHASE BANK NA ATTN NCAA

ADDRESS:

PO BOX 227237

DALLAS, TX 75222-7237

RECIPIENT'S PHONE NUMBER: 866-300-6222

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM AND COPY OF IRS 501(C)(3)

EXEMPTION LETTER

SUBMISSION DEADLINES:

NOVEMBER 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR USE IN THE STATE OF WEST VIRGINIA

STATEMENT 3

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust

HARRY AND HELEN SANDS CHARITABLE TRUST

Employer identification number

55-6015175

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-479.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-479.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					22,362.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	11,588.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	33,950.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-479.
14	Net long-term gain or (loss):			
a	Total for year	14a		33,950.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		4,494.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		33,471.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

HARRY AND HELEN SANDS CHARITABLE TRUST

55-6015175

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-479.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

FY0010 501G 10/21/2013 15:20:23

R72858005

22 -

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HARRY AND HELEN SANDS CHARITABLE TRUST

55-6015175

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3529.709 JPMORGAN HIGH YIE	12/27/2007	03/09/2012	27,920.00	27,385.00	535.00
92. SPDR TR UNIT SER 1	11/13/2009	03/09/2012	12,624.00	10,052.00	2,572.00
5888.741 EATON VANCE MUT F	09/24/2010	05/10/2012	53,293.00	51,644.00	1,649.00
2502.328 JPMORGAN STRATEGI OPPTYS FUND SEL	VAR	05/10/2012	29,027.00	25,440.00	3,587.00
1143. POWERSHARES DB COMMO TRACKING FUND	01/14/2011	05/24/2012	29,661.00	32,111.00	-2,450.00
637.239 THORNBURG VALUE FU	04/25/2011	05/30/2012	18,652.00	23,699.00	-5,047.00
1835.07 DREYFUS/LAUREL FDS	01/14/2011	06/06/2012	25,012.00	26,572.00	-1,560.00
2600.932 JPMORGAN INTERNAT CURRENCY	VAR	06/06/2012	28,064.00	30,190.00	-2,126.00
3560.05 JPMORGAN ASIA EQUI	VAR	06/22/2012	100,037.00	102,190.00	-2,153.00
1742.235 JPMORGAN US REAL	VAR	06/28/2012	31,116.00	25,821.00	5,295.00
1690.139 MANNING & NAPIER	01/14/2011	07/23/2012	30,338.00	33,414.00	-3,076.00
1601.786 THORNBURG VALUE F	VAR	07/23/2012	46,596.00	41,122.00	5,474.00
1354.024 JPMORGAN US REAL	11/23/2010	09/21/2012	24,846.00	20,040.00	4,806.00
345.56 ASTON OPTIMUM MID C	03/02/2011	10/19/2012	11,673.00	11,732.00	-59.00
1096.593 EDGEWOOD GROWTH F	01/14/2011	10/19/2012	14,804.00	12,808.00	1,996.00
334.734 HARTFORD CAPITAL A FUND	01/14/2011	10/19/2012	11,073.00	12,047.00	-974.00
2638.618 JOHN HANCOCK II-E	VAR	10/19/2012	26,861.00	30,975.00	-4,114.00
8.092 JPM TR I MLT SC INCO	04/25/2011	10/19/2012	83.00	82.00	1.00
381.14 JPMORGAN INTREPID A	04/25/2011	10/19/2012	10,165.00	9,448.00	717.00
573.952 JPMORGAN US LARGE PLUS FUND SEL	04/16/2007	10/19/2012	13,287.00	11,266.00	2,021.00
59. SPDR GOLD TRUST	05/19/2009	10/19/2012	9,848.00	5,354.00	4,494.00
.279 JPMORGAN INTERNATIONAL	01/14/2011	11/16/2012	3.00	3.00	
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					11,588.00

Schedule D-1 (Form 1041) 2012



SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

Account Summary

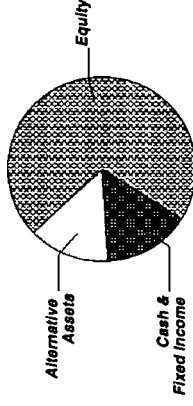
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,781,396.82	1,785,142.74	3,745.92	24,312.41	71%
Alternative Assets	366,126.20	360,037.48	(6,088.72)	7,282.81	14%
Cash & Fixed Income	359,245.12	380,210.48	20,965.36	9,027.72	15%
Market Value	\$2,506,768.14	\$2,525,390.70	\$18,622.56	\$40,622.94	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	24,476.91	(46,988.26)	22,511.35
Accruals	914.37	2,776.82	1,862.45
Market Value	\$25,391.28	\$49,765.08	\$24,373.80

Asset Allocation



INCOME

	Current Period Value	Year-to-Date Value
	24,476.91	19,431.60
	(1,998.16)	(18,394.52)
	(\$1,998.16)	(\$18,394.52)
	24,509.51	45,951.18
	\$46,988.26	\$46,988.26
	2,776.82	2,776.82
	\$49,765.08	\$49,765.08

PRINCIPAL

	Current Period Value	Year-to-Date Value
	2,506,768.14	2,361,443.83
	(878.15)	(85,274.44)
	(\$878.15)	(\$85,274.44)
	19,500.71	249,221.31
	\$2,525,390.70	\$2,525,390.70
	--	--
	--	--

Portfolio Activity

Beginning Market Value	
Withdrawals & Fees	
Net Additions/Withdrawals	
Income	
Change In Investment Value	
Ending Market Value	
Accruals	
Market Value with Accruals	

J.P. Morgan



SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	24,506.90	45,909.00
Interest Income	2.61	42.18
Taxable Income	\$24,509.51	\$45,951.18

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	21,445.24	22,065.29
ST Realized Gain/Loss		(480.05)
LT Realized Gain/Loss		11,783.08
Realized Gain/Loss	\$21,445.24	\$33,368.32

	To-Date Value
Unrealized Gain/Loss	\$147,832.31

Cost Summary	Cost
Equity	1,648,638.61
Cash & Fixed Income	362,961.68
Total	\$2,011,600.29

J.P.Morgan



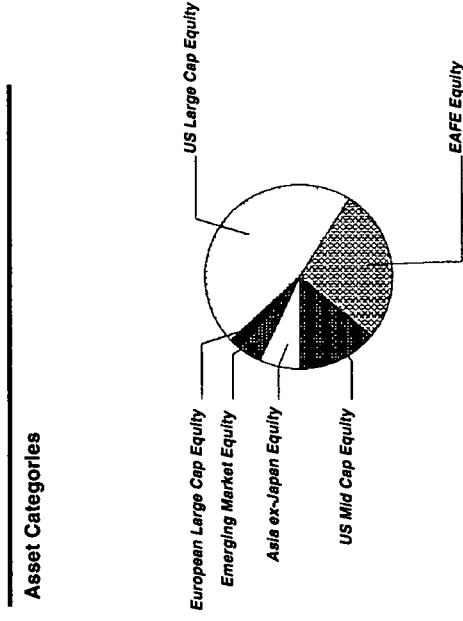
SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	842,346.00	829,960.96	(12,385.04)	33%
US Mid Cap Equity	252,912.76	251,977.18	(935.58)	10%
EAFE Equity	459,037.56	469,303.62	10,266.06	19%
European Large Cap Equity	25,110.40	25,982.88	872.48	1%
Asia ex-Japan Equity	131,321.83	133,033.38	1,711.55	5%
Emerging Market Equity	70,668.27	74,884.72	4,216.45	3%
Total Value	\$1,781,396.82	\$1,785,142.74	\$3,745.92	71%

Market Value/Cost	Current Period Value
Market Value	1,785,142.74
Tax Cost	1,638,638.61
Unrealized Gain/Loss	136,504.13
Estimated Annual Income	24,312.41
Accrued Dividends	1,586.67
Yield	1.36%

Equity Detail



Equity as a percentage of your portfolio - 71 %

J.P.Morgan



SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13.84	3,602.636	49,860.48	42,078.79	7,781.69	95.47	
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17.10	3,253.861	55,641.02	35,434.55	20,206.47	637.75 238.44	1.15%
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	3,756.559	129,150.50	129,513.92	(363.42)	1,299.76	1.01%
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	26.09	1,859.037	48,502.28	46,085.54	2,416.74	920.22	1.90%
JPM TRI GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10.03	10,324.908	103,558.83	73,616.60	29,942.23		
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	3,211.944	71,048.20	60,580.46	10,467.74	542.81	0.76%
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	17.14	5,250.630	89,995.80	103,804.95	(13,809.15)	183.77	0.20%
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10.97	4,664.894	51,173.89	48,235.00	2,938.89	629.76	1.23%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	1,226.000	174,594.66	144,838.86	29,755.80	3,804.27 1,252.76	2.18%



SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
VICTORY PORTFOLIOS DIVRS STK CL I 92646A-85-6 VDSI X	16.63	3,393,584	56,435.30	54,433.09	2,002.21	763.55	1.35 %
Total US Large Cap Equity			\$829,960.96	\$738,621.76	\$91,339.20	\$8,781.89 \$1,586.67	1.06 %
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33.84	2,932.231	99,226.70	97,098.24	2,128.46		
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	1,011,000	102,818.70	81,620.78	21,197.92	1,466.96	1.43 %
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGM I X	10.61	4,706.106	49,931.78	31,907.40	18,024.38	550.61	1.10 %
Total US Mid Cap Equity			\$251,977.18	\$210,626.42	\$41,350.76	\$2,017.57	0.80 %
EAFE Equity							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	3,879.283	134,378.36	138,071.30	(3,692.94)	2,897.82	2.16 %
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	1,351.000	76,817.86	83,909.53	(7,091.67)	2,376.40	3.09 %
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12.86	6,095.247	78,384.88	84,501.32	(6,116.44)	1,932.19	2.47 %

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SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7.75	6,043 652	46,838.30	53,667.63	(6,829.33)	731 28	1.56 %
MFS INTL VALUE-I 55273E-82-2 MINI X	28.17	2,837 736	79,939.02	72,493.00	7,446.02	1,458.59	1.82 %
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSIG X	18.04	2,934 878	52,945.20	50,656.00	2,289 20	446 10	0.84 %
Total EAFE Equity			\$469,303.62	\$483,298.78	(\$13,995.16)	\$9,842.38	2.10 %

European Large Cap Equity

VANGUARD MSCI EUROPE ETF 922042-87-4 VGK	48.84	532 000	25,982 88	25,810.19	172.69	781 50	3.01 %
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Asia ex-Japan Equity

COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13.07	4,295.986	56,148.54	48,158.00	7,990.54	1,099.77	1.96 %
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	4,573 756	76,884.84	60,513.49	16,371.35	731.80	0.95 %
Total Asia ex-Japan Equity			\$133,033.38	\$108,671.49	\$24,361.89	\$1,831.57	1.38 %

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SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14.41	3,354 951	48,344.84	54,887.00	(6,542.16)	476 40	0 99 %
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	596 000	26,539.88	26,722.97	(183 09)	581.10	2.19 %
Total Emerging Market Equity			\$74,884.72	\$81,609.97	(\$6,725.25)	\$1,057.50	1.42 %

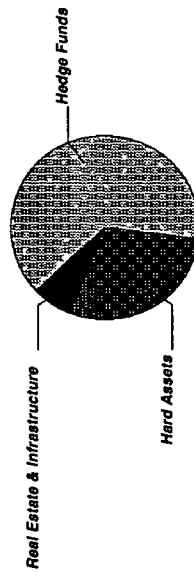


SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	224,302.91	221,444.47	(2,858.44)	9%
Real Estate & Infrastructure	24,762.89	25,463.52	700.63	1%
Hard Assets	117,060.40	113,129.49	(3,930.91)	4%
Total Value	\$366,126.20	\$360,037.48	(\$6,088.72)	14%

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS	12.53	3,806.564	47,696.25	46,973.00
BAL RISK ALL Y				
00141V-69-7 ABRY X				
EATON VANCE FLOATING-RATE ADVANTAGE I	11.10	4,333.309	48,099.73	47,493.06
277923-63-7 EIFA X				

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SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	5,400.619	53,088.08	55,894.16
HSBC FDS TOTAL RETURN I 40428X-15-6 HTRI X	10.30	2,447.150	25,205.65	25,328.00
PIMCO FDS UNCONSTR BD 72201M-45-3 PUCP X	11.48	4,124.979	47,354.76	48,386.00
Total Hedge Funds			\$221,444.47	<u>\$224,074.22</u>



SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
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Real Estate & Infrastructure

JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	2,189.47	(25,573.00)		25,463.52	481.68	1.89%
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Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	2,780.645	38,845.61	52,387.35
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.78	1,805.000	50,142.90	50,403.54

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SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hard Assets				
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	149,000	24,140.98	13,519.99
Total Hard Assets			\$113,129.49	\$116,310.88

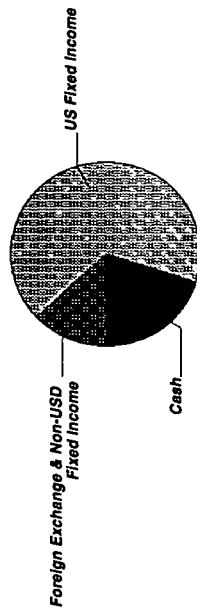


SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	67,380.93	(87,948.02)	20,567.09	3%
US Fixed Income	240,802.18	240,871.96	69.78	10%
Foreign Exchange & Non-USD Fixed Income	51,062.01	51,390.50	328.49	2%
Total Value	\$359,245.12	\$380,210.48	\$20,965.36	15%

Market Value/Cost	Current Period Value
Market Value	(380,210.48)
Tax Cost	(362,961.68)
Unrealized Gain/Loss	17,248.80
Estimated Annual Income	9,027.72
Accrued Interest	759.47
Yield	2.37%



Cash & Fixed Income as a percentage of your portfolio - 15 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	380,210.48	100%

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	87,948.02	23%
International Bonds	77,299.71	20%
Mutual Funds	214,962.75	57%
Total Value	\$380,210.48	100%

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SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	87,948.02	87,948.02	87,948.02		26.38	0.03% ¹
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	4,257.20	50,362.65	43,125.42	7,237.23	1,779.50 174.55	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	2,055.41	23,287.76	23,000.00	287.76	1,477.83 115.84	6.35%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	6,402.32	52,114.86	46,271.92	5,842.94	3,335.60 332.92	6.40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	10,473.77	115,106.69	112,801.08	2,305.61	1,466.32 136.16	1.27%
Total US Fixed Income			\$240,871.96	\$225,198.42	\$15,673.54	\$8,059.25 \$759.47	3.34%

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SANDS CHARITABLE TRUST ACCT. R72858005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	2,169.78	24,453.44	24,388.35	65.09	566.31	2.32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	1,756.00	26,937.06	25,426.89	1,510.17	375.78	1.40%
Total Foreign Exchange & Non-USD Fixed Income			\$51,390.50	\$49,815.24	\$1,575.26	\$942.09	1.84%