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: ROBERT C. & SADIE G. ANDERSON FOUNDATION

A Employer identification number: 56-6065233

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions): 877- 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ 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
[X] 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)* ▶ $ 2,911,063.

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 ▶ ☐

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	73,984.	73,774.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	191,793.			
	b Gross sales price for all assets on line 6a 1,286,265.				
	7 Capital gain net income (from Part IV, line 2)		191,793.		
	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	265,777.	265,567.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	31,929.	19,157.		12,772.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 7	800.	NONE	NONE	800.
	c Other professional fees (attach schedule) STMT 8	1,302.	1,302.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 9	6,180.	1,345.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 10	741.	44.		697.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	40,952.	21,848.	NONE	14,269.
	25 Contributions, gifts, grants paid	128,000.			128,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	168,952.	21,848.	NONE	142,269.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	96,825.			
	b **Net investment income** (if negative, enter -0-)		243,719.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	NONE		
2	Savings and temporary cash investments	269,369.	119,095.	119,095.
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)	NONE		
b	Investments - corporate stock (attach schedule) STMT 11	NONE	2,152,929.	2,370,035.
c	Investments - corporate bonds (attach schedule) STMT 12	NONE	398,189.	421,933.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	NONE		
12	Investments - mortgage loans	NONE		
13	Investments - other (attach schedule)	2,304,355.		
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE		
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,573,724.	2,670,213.	2,911,063.
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. ▶ ☒			
27	Capital stock, trust principal, or current funds	2,573,724.	2,573,724.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE	96,489.	
30	**Total net assets or fund balances** (see instructions)	2,573,724.	2,670,213.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,573,724.	2,670,213.	

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	2,573,724.
2	Enter amount from Part I, line 27a	2	96,825.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,670,549.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	336.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,670,213.

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	1,286,265.		1,094,472.	191,793.
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				191,793.
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	191,793.
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	151,251.	2,873,569.	0.052635
2010	137,911.	2,705,729.	0.050970
2009	128,652.	2,417,791.	0.053211
2008	221,726.	2,971,260.	0.074624
2007	154,048.	3,585,837.	0.042960

2	**Total** of line 1, column (d)	2	0.274400
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	0.054880
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,825,641.
5	Multiply line 4 by line 3	5	155,071.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,437.
7	Add lines 5 and 6	7	157,508.
8	Enter qualifying distributions from Part XII, line 4	8	142,269.

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	4,874.
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	4,874.
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	4,874.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,576.		
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	3,576.
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	1,298.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **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) ▶ NC			
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)*

		Line	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 ▶ BANK OF AMERICA, NA Telephone no. ▶ (877)446-1410
Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 ▶ 32203-0200

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

		Line	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.

		Answer	Line	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)*

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? . . . . . 6b | | X (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ 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
BANK OF AMERICA, N.A. PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203-0	TRUSTEE 01	31,929.	-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	2,667,235.
b	Average of monthly cash balances	1b	201,436.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,868,671.
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	2,868,671.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,030.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,825,641.
6	**Minimum investment return.** Enter 5% of line 5	6	141,282.

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	141,282.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,874.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,874.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	136,408.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	136,408.
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	136,408.

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	142,269.
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	142,269.
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	142,269.

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				136,408.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
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 ... 41,187.				
c From 2009 ... 8,927.				
d From 2010 ... 4,941.				
e From 2011 ... 11,148.				
f Total of lines 3a through e	66,203.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 142,269.				
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				136,408.
e Remaining amount distributed out of corpus	5,861.			
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	72,064.			
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				NONE
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	72,064.			
10 Analysis of line 9:				
a Excess from 2008 ... 41,187.				
b Excess from 2009 ... 8,927.				
c Excess from 2010 ... 4,941.				
d Excess from 2011 ... 11,148.				
e Excess from 2012 ... 5,861.				

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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*				
MONTREAT COLLEGE 310 GAITHER CIRCLE BLACK MOUNTAIN NC 28711	NONE	PC	SCHOLARSHIPS	20,000.
QUEENS UNIVERSITY OF CHARLOTTE 1900 SELWYN AVENUE CHARLOTTE NC 28274	NONE	PC	ANDERSON PROGRAM AND SCHOLARSHIPS	27,000.
ALEXANDER YOUTH NETWORK 6220 THERMAL ROAD CHARLOTTE NC 28211	NONE	EXEMPT	CHILDRENS WELFARE	2,000.
FREEDOM SCHOOL PARTNERS 110 WINDING PATH WAY CHARLOTTE NC 28204	NONE	PC	UNRESTRICTED GENERAL SUPPORT	
PRESBYTERIAN HERITAGE CENTER P O BOX 207 MONTREAT NC 28757	EXEMPT	PC	EDUCATION AND HISTORICAL PRESERVATION	20,000.
FIRST PRESBYTERIAN CHURCH 200 W TRADE STREET CHARLOTTE NC 28202-1623	NONE	PC	UNRESTRICTED GENERAL SUPPORT	4,000.
PEACE COLLEGE 15 E PEACE STREET RALEIGH NC 27604-1176	NONE	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
MONTREAT CONFERENCE CENTER P O BOX 969 MONTREAT NC 28757-0969	NONE	PC	UNRESTRICTED GENERAL SUPPORT	50,000.
Total . . . . ▶ **3a**				128,000.
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					
4 Dividends and interest from securities			14	73,984.	
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	191,793.	
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)				265,777.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 265,777.

(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

			Yes	No
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?			
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

Mary Frost | 05/08/2013 |

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A. BY:

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
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	44.	44.	
	697.		697.
TOTALS	741.	44.	697.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	964.	964.
ABBOTT LABS	261.	261.
AIRGAS INC 00	9.	9.
ALLERGAN INC	38.	38.
ALTRIA GROUP INC	453.	453.
AMERICAN CAMPUS CMNTYS INC REIT	15.	10.
AMERICAN ELECTRIC POWER	165.	165.
AMERICAN EXPRESS CO	93.	93.
AMETEK INC NEW	5.	5.
AMGEN INC COM	101.	101.
APPLE INC COM	156.	156.
ARM HLDGS PLC SPONSORED ADR	36.	36.
ASTRAZENECA PLC-SPONS ADR (UK/USD) ISIN	182.	182.
AUTOMATIC DATA PROCESSING INC	189.	189.
BHP LTD SPONSORED ADR	106.	106.
BLACKROCK INC CL A	150.	150.
BOEING CO	180.	180.
BRISTOL MYERS SQUIBB CO COM	581.	581.
BROADCOM CORP CL A	47.	47.
CME GROUP INC COM	273.	273.
CMS ENERGY CORP COM	73.	73.
CABOT OIL & GAS CORP CL A	1.	1.
CATERPILLAR INC	216.	216.
CHEESECAKE FACTORY INCORPORATED	7.	7.
CHEVRONTEXACO CORP COM	679.	679.
CHICAGO BRIDGE & IRON-NY SHR 00	4.	4.
CHUBB CORP COM	135.	135.
CINEMARK HLDGS INC COM	19.	19.
CISCO SYS INC	76.	76.
CINTAS CORP	28.	28.
CITY NATIONAL CORP COM	20.	20.
COGNEX CORP COM	4.	4.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA ACORN FUND CLASS Z SHARES	759.	759.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,565.	2,565.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	3,126.	3,126.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	349.	349.
COLUMBIA SELECT SMALL CAP FUND CLASS Z S	1,869.	1,869.
CONOCOPHILLIPS	202.	202.
CONSOLIDATED EDISON CO NY INC DEB SER 20	2,438.	2,438.
CYPRESS SEMICONDUCTOR CORP	10.	
DSW INC CL A	38.	38.
DEERE JOHN CAP CORP BD	5,100.	5,100.
DELEK US HLDGS INC COM	15.	15.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	325.	325.
DICKS SPORTING GOODS INC COM	45.	45.
DIGITAL RLTY TR INC REITS	209.	192.
DOMINION RESOURCES INC	167.	167.
DONALDSON COMPANY INC	5.	5.
DOVER CORP	169.	169.
DU PONT E I DE NEMOURS & CO	333.	333.
EOG RES INC	27.	27.
EAGLE MTLS INC	3.	3.
EASTMAN CHEM CO	7.	7.
EMERSON ELEC CO	117.	117.
EXXON MOBIL CORPORATION	397.	397.
FASTENAL CO COM	80.	80.
FOOT LOCKER INC COM	9.	9.
FRANKLIN RES INC COM	241.	241.
GNC HLDGS INC COM	7.	7.
GALLAGHER ARTHUR J & CO	172.	172.
GENERAL ELEC CO	65.	65.
GENUINE PARTS CO	50.	50.
GEORGIA PWR CO BD	5,250.	5,250.
GLAXO WELLCOME PLC SPONSORED	338.	338.
HCP INC REIT	173.	129.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HSBC HLDGS PLC SPON ADR NEW	129.	129.
HARBOR INTERNATIONAL FUND INSTL CL	1,345.	1,345.
HEALTH CARE REIT INC	189.	100.
HEINZ H J CO	434.	434.
HOME DEPOT INC	311.	311.
HOME PPTYS NY INC	18.	14.
HONEYWELL INTERNATIONAL INC	184.	184.
HUNT J B TRANS SVCS INC COM	17.	17.
IDEX CORP	13.	13.
INNOPHOS HLDGS INC COM	16.	16.
INTEL CORP	570.	570.
INTERNATIONAL BUSINESS MACHS	269.	269.
INTL FLAVORS & FRAGRANCES INC	17.	17.
ISHARES INC MSCI SINGAPORE INDEX FUND	420.	420.
ISHR MSCI TAIWAN INDEX FUND	126.	126.
ISHARES MSCI SOUTH KOREA INDEX FUND	89.	89.
ISHARES TR S & P GLOBAL INFO TECHNOLOGY	240.	240.
ISHARES S&P LATIN AMER 40 INDEX FUND	252.	252.
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	740.	740.
ISHARES S&P U S PFD STK INDEX FUND	2,122.	2,122.
ISHARES S&P GLOBAL INDUSTRIALS INDEX FUN	453.	453.
J P MORGAN CHASE & CO COM	354.	354.
JOHNSON & JOHNSON	447.	447.
KIMBERLY CLARK CORP	364.	364.
KIMBERLY CLARK CORP NT	2,813.	2,813.
KINDER MORGAN INC DEL COM	226.	226.
KRAFT FOODS INC CL A COM	130.	130.
LAS VEGAS SANDS CORP	882.	882.
LAUDER ESTEE COS INC CL A	99.	99.
LILLY ELI & CO	189.	189.
LIMITED BRANDS INC COM	117.	117.
LINDSAY MFG CO	4.	4.
MACYS INC COM	24.	24.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MARKETAXESS HLDGS INC COM	84.	43.
MCDONALDS CORP	292.	292.
MCKESSON HBOC INC	14.	14.
MEAD JOHNSON NUTRITION CO COM	53.	53.
MEDICIS PHARMACEUTICAL CORP CL A	7.	7.
MERCK & CO INC NEW COM	581.	581.
MEREDITH CORP	122.	122.
METLIFE INC	35.	35.
MICROSOFT CORP	492.	492.
MONSANTO CO NEW COM	187.	187.
NEXTERA ENERGY INC COM	264.	264.
NORDSTROM INC	65.	65.
NORFOLK SOUTHERN CORP	86.	86.
NU SKIN ENTERPRISES INC CL A	8.	8.
NUCOR CORP	121.	121.
OCCIDENTAL PETROLEUM CORP	408.	408.
OCEANEERING INTL INC	8.	8.
PG&E CORP COM	33.	33.
PIMCO HIGH YIELD FUND	5,975.	5,975.
PNC BK CORP	164.	164.
PARKER HANNIFIN CORP	63.	63.
PENN WEST PETE LTD NEW COM	137.	137.
PEPSICO INC NT	456.	456.
PERRIGO CO COM	35.	35.
PETSMART INC	14.	14.
PFIZER INC	495.	495.
PHILIP MORRIS INTL INC COM	799.	799.
PIER I INC 00	5.	5.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	4,131.	4,131.
POLARIS INDUSTRIES INC	12.	12.
PRECISION CASTPARTS CORP	3.	3.
PRICE T ROWE GROUP INC COM	137.	137.
PROCTER & GAMBLE CO	230.	230.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PUBLIC SVC ENTERPRISE GROUP	124.	124.
PUBLIC STORAGE INC	108.	108.
QUALCOMM INC COM	276.	276.
R P M INC	153.	153.
RAYTHEON CO COM NEW	322.	322.
ROYAL DUTCH SHELL PLC	189.	189.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	604.	604.
SBC COMMUNICATIONS INC NT	2,550.	2,550.
SCHLUMBERGER LTD FOREIGN	218.	218.
SEMPRA ENERGY	204.	204.
SHERWIN WILLIAMS CO	88.	88.
SMITH A O CORP COM FORMERLY CL B	4.	4.
STARBUCKS CORP COM	75.	75.
TJX COS INC NEW	41.	41.
TARGET CORP	42.	42.
TEXAS INSTRS INC	87.	87.
3M CO COM	85.	85.
TIME WARNER INC NEW COM	173.	173.
TOWERS WATSON & CO CL A COM	2.	2.
TRACTOR SUPPLY CO COM	45.	45.
TRAVELERS COS INC COM	100.	100.
US BANCORP DEL COM NEW	182.	182.
UNILEVER N V	142.	142.
UNION PAC CORP	328.	328.
UNITED TECHNOLOGIES CORP	149.	149.
UNIVERSAL HEALTH SVCS INC CL B 00	18.	18.
V F CORP	10.	10.
VANGUARD FTSE EMERGING MKTS ETF	4,201.	4,201.
VERIZON COMMUNICATIONS	887.	887.
VISA INC CL A COM	128.	128.
WAL MART STORES INC	140.	140.
WASTE MANAGEMENT INC	129.	129.
WELLS FARGO COMPANY	181.	181.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WESTAR ENERGY INC	30.	30.
WISCONSIN ENERGY CORP	58.	58.
WISDOMTREE EMERGING MKTS SMALLCAP DIV FU	2,366.	2,366.
WOLVERINE WORLD WIDE INC COM	8.	8.
YUM BRANDS INC COM	90.	90.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	161.	161.
ACCENTURE PLC CL A COM	172.	172.
ACE LTD COM	12.	12.
TRANSOCEAN LTD COM	57.	57.
TOTAL	73,984.	73,774.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	1,302.	1,302.
TOTALS	1,302.	1,302.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	133.	133.
EXCISE TAX - PRIOR YEAR	1,259.	
EXCISE TAX ESTIMATES	3,576.	
FOREIGN TAXES ON QUALIFIED FOR	736.	736.
FOREIGN TAXES ON NONQUALIFIED	476.	476.
TOTALS	6,180.	1,345.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464286673 ISHARES MSCI SINGAPO	10,098.	10,541.
464286731 ISHR MSCI TAIWAN IND	5,049.	4,767.
464286772 ISHARES MSCI SOUTH K	10,222.	10,770.
464287291 ISHARES TR S & P GLO	20,191.	22,212.
464287390 ISHARES S&P LATIN AM	10,246.	8,768.
464287614 ISHARES RUSSELL 1000	112,364.	117,555.
464288729 ISHARES S&P GLOBAL I	20,242.	19,760.
922042858 VANGUARD MSCI EMERGI	180,088.	171,886.
97717W281 WISDOMTREE EMERGING	59,494.	69,216.
197199409 COLUMBIA ACORN FUND	135,690.	162,110.
19765J830 COLUMBIA MID CAP VAL	21,341.	37,252.
19765Y589 COLUMBIA SELECT SMAL	110,852.	98,116.
693390841 PIMCO HIGH YIELD FD	61,246.	65,023.
19763T889 COLUMBIA INCOME OPPO	44,417.	49,098.
22544R305 CREDIT SUISSE COMMOD	100,154.	100,781.
411511306 HARBOR INTERNATIONAL	49,118.	59,397.
197199813 COLUMBIA ACORN INTER	125,293.	114,227.
722005220 PIMCO FOREIGN BOND F	63,273.	62,963.
TOTALS	1,139,378.	1,184,442.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
209111EA7 CONSOLIDATED EDISON	47,301.	50,175.
244217BK0 DEERE JOHN CAP CORP	98,777.	100,147.
373334GA3 GEORGIA PWR CO BD	100,604.	112,945.
713448BM9 PEPSICO INC NT	105,709.	104,956.
78387GAP8 SBC COMMUNICATIONS I	45,798.	53,710.
TOTALS	398,189.	421,933.

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

DESCRIPTION	AMOUNT
TAX EFFECTIVE ACCRETION ADJUSTMENT	6.
TAX EFFECTIVE POSTING ADJUSTMENT	169.
FOREIGN TAX RECLAIMED	133.
COST BASIS ADJUSTMENT	11.
SALES ADJUSTMENT	16.
ROUNDING	1.
TOTAL	336.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

ROBERT C. & SADIE G. ANDERSON FOUNDATION
56-6065233
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	119094.970	119,094.97	119,094.97
00206R102	AT&T INC	506.000	19,632.63	17,057.26
002824100	ABBOTT LABS	95.000	4,118.25	6,222.50
008252108	AFFILIATED MANAGERS GROUP	56.000	6,008.21	7,288.40
009363102	AIRGAS INC	9.000	762.44	821.61
015351109	ALEXION PHARMACEUTICALS INC	185.000	13,248.27	17,341.90
018490102	ALLERGAN INC	150.000	10,762.17	13,759.50
018581108	ALLIANCE DATA SYS CORP	18.000	2,364.75	2,605.68
02209S103	ALTRIA GROUP INC	370.000	10,186.28	11,632.80
023111206	AMARIN CORP PLC	79.000	963.20	639.11
023135106	AMAZON COM INC	84.000	13,582.84	21,073.08
024835100	AMERICAN CAMPUS CMNTYS INC	23.000	1,023.29	1,060.99
025537101	AMERICAN ELEC PWR INC	66.000	2,050.49	2,816.88
025816109	AMERICAN EXPRESS CO	89.000	3,291.94	5,115.72
031100100	AMETEK INC NEW	42.000	1,447.46	1,577.94
031162100	AMGEN INC	64.000	4,031.12	5,516.80
037833100	APPLE INC	34.000	9,052.73	18,093.88
043176106	ARUBA NETWORKS INC	37.000	769.27	767.38
04351G101	ASCENA RETAIL GROUP INC	50.000	981.75	923.50
046353108	ASTRAZENECA PLC	202.000	8,728.62	9,548.54
053015103	AUTOMATIC DATA PROCESSING INC	77.000	2,745.89	4,383.61
056752108	BAIDU INC	114.000	13,879.38	11,433.06
05874B107	BALLY TECHNOLOGIES INC	20.000	943.90	894.20
073302101	BE AEROSPACE INC	41.000	1,777.15	2,025.40
073685109	BEACON ROOFING SUPPLY INC	60.000	1,562.10	1,996.80
088606108	BHP BILLITON LTD	35.000	2,410.72	2,744.70
09061G101	BIOMARIN PHARMACEUTICAL INC	38.000	1,415.69	1,869.60
09062X103	BIOGEN IDEC INC	114.000	14,074.68	16,686.18
09247X101	BLACKROCK INC	18.000	2,823.49	3,720.78
094235108	BLOOMIN BRANDS INC	59.000	817.96	922.76
097023105	BOEING CO	156.000	10,975.92	11,756.16
110122108	BRISTOL MYERS SQUIBB CO	274.000	8,216.16	8,929.66
12572Q105	CME GROUP INC	60.000	2,929.71	3,040.20
125896100	CMS ENERGY CORP	82.000	1,765.61	1,999.16

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127097103	CABOT OIL & GAS CORP	16.000	570.48	795.84
127190304	CACI INTL INC	22.000	1,151.37	1,210.66
127387108	CADENCE DESIGN SYSTEM INC	153.000	1,640.93	2,067.03
13342B105	CAMERON INTL CORP	126.000	5,441.88	7,113.96
14161H108	CARDTRONICS INC	48.000	1,365.84	1,139.52
144285103	CARPENTER TECHNOLOGY CORP	25.000	1,258.60	1,290.75
148887102	CATAMARAN CORP	14.000	683.43	659.40
149123101	CATERPILLAR INC	60.000	6,034.13	5,376.51
151020104	CELGENE CORP	134.000	7,983.72	10,514.98
156782104	CERNER CORP	78.000	5,853.78	6,045.78
163072101	CHEESECAKE FACTORY INC	29.000	917.44	948.59
166764100	CHEVRON CORP	190.000	19,206.50	20,546.60
167250109	CHICAGO BRDG & IRON CO N V	49.000	1,944.40	2,271.15
169656105	CHIPOTLE MEXICAN GRILL INC	16.000	4,246.83	4,759.36
171232101	CHUBB CORP	60.000	4,000.59	4,519.20
17243V102	CINEMARK HLDGS INC	45.000	970.88	1,169.10
17275R102	CISCO SYS INC	273.000	5,293.93	5,364.29
172908105	CINTAS CORP	43.000	1,595.52	1,758.70
177376100	CITRIX SYS INC	123.000	6,177.11	8,071.26
178566105	CITY NATL CORP	20.000	968.90	990.40
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	223.000	10,229.99	16,475.75
197199409	COLUMBIA ACORN FUND	5323.794	135,690.18	162,109.53
197199813	COLUMBIA ACORN INTERNATIONAL	2796.935	125,292.50	114,226.83
19763T889	COLUMBIA INCOME OPPORTUNITIES	4870.801	44,417.20	49,097.67
19765J830	COLUMBIA MID CAP VALUE FUND	2513.623	21,340.66	37,251.89
19765Y589	COLUMBIA SELECT SMALL CAP FUND	8799.673	110,852.35	98,116.35
20825C104	CONOCOPHILLIPS	153.000	8,100.74	8,872.47
209111EA7	CONSOLIDATED EDISON CO NY INC	50000.000	47,301.00	50,175.00
22544R305	CREDIT SUISSE COMMODITY-RETURN	12550.589	100,153.51	100,781.23
228368106	CROWN HLDGS INC	34.000	1,184.73	1,251.54
23334L102	DSW INC	15.000	796.58	985.35
244217BK0	DEERE JOHN CAP CORP	100000.000	98,777.00	100,147.00
246647101	DELEK US HLDGS INC	41.000	694.33	1,038.12
25243Q205	DIAGEO PLC	124.000	9,644.68	14,455.92

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253393102	DICKS SPORTING GOODS INC	20.000	968.90	909.80
253868103	DIGITAL RLTY TR INC	55.000	3,602.39	3,733.95
25746U109	DOMINION RES INC VA NEW	128.000	6,785.17	6,630.40
257651109	DONALDSON INC	29.000	981.22	952.36
260003108	DOVER CORP	94.000	3,170.82	6,176.74
263534109	DU PONT E I DE NEMOURS & CO	241.000	11,713.98	10,839.82
268648102	EMC CORP	635.000	17,624.35	16,065.50
26875P101	EOG RES INC	83.000	7,360.84	10,025.57
26969P108	EAGLE MATERIALS INC	31.000	1,361.61	1,813.50
278642103	EBAY INC	177.000	7,827.93	9,026.59
28176E108	EDWARDS LIFESCIENCES CORP	99.000	9,866.27	8,926.83
291011104	EMERSON ELEC CO	53.000	2,582.52	2,806.88
30219G108	EXPRESS SCRIPTS HLDG CO	89.000	3,768.39	4,806.00
30231G102	EXXON MOBIL CORP	138.000	8,987.67	11,943.90
30249U101	FMC TECHNOLOGIES INC	203.000	8,226.11	8,694.49
30303M102	FACEBOOK INC	308.000	6,986.19	8,198.87
311900104	FASTENAL CO	150.000	6,541.47	6,997.50
31942D107	FIRST CASH FINANCIAL SERVICES	28.000	1,079.30	1,389.36
344849104	FOOT LOCKER INC	25.000	739.63	803.00
354613101	FRANKLIN RES INC	60.000	6,327.64	7,542.00
35804H106	FRESH MKT INC	26.000	1,355.76	1,250.34
36191G107	GNC HLDGS INC	31.000	1,142.59	1,031.68
369604103	GENERAL ELEC CO	382.000	7,485.90	8,018.18
371559105	GENESEE & WYO INC	23.000	1,217.28	1,749.84
372460105	GENUINE PARTS CO	102.000	6,240.39	6,485.16
373334GA3	GEORGIA PWR CO	100000.000	100,604.00	112,945.00
375558103	GILEAD SCIENCES INC	108.000	7,089.14	7,932.60
37733W105	GLAXOSMITHKLINE PLC	159.000	6,829.29	6,911.73
38259P508	GOOGLE INC	13.000	7,385.56	9,195.94
40414L109	HCP INC	177.000	7,504.09	7,993.32
404280406	HSBC HLDGS PLC	143.000	6,244.32	7,589.01
405217100	HAIN CELESTIAL GROUP INC	13.000	692.83	704.86
411511306	HARBOR INTERNATIONAL FUND	956.170	49,118.46	59,397.28
42217K106	HEALTH CARE REIT INC	133.000	7,507.52	8,151.57

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423074103	HEINZ H J CO	222.000	10,948.14	12,804.96
437076102	HOME DEPOT INC	197.000	4,096.29	12,184.45
437306103	HOME PPTYS INC	14.000	834.33	858.34
438516106	HONEYWELL INTL INC	87.000	3,894.48	5,521.89
443320106	HUB GROUP INC	52.000	1,871.74	1,747.20
445658107	HUNT J B TRANS SVCS INC	67.000	3,944.76	4,000.57
45167R104	IDEX CORP	25.000	980.12	1,163.25
45168D104	IDEXX LABS INC	23.000	2,191.56	2,134.40
45337C102	INCYTE CORP	60.000	1,360.50	996.60
45774N108	INNOPHOS HLDGS INC	26.000	1,351.61	1,209.00
458140100	INTEL CORP	672.000	14,554.49	13,856.64
459200101	INTERNATIONAL BUSINESS MACHS	61.000	5,443.67	11,684.55
459506101	INTERNATIONAL	20.000	1,168.80	1,330.80
464286673	ISHARES MSCI SINGAPORE INDEX	770.000	10,098.17	10,541.30
464286731	ISHR MSCI TAIWAN INDEX	350.000	5,048.75	4,767.00
464286772	ISHARES MSCI SOUTH KOREA INDEX	170.000	10,222.49	10,769.84
464287291	ISHARES TR	330.000	20,191.25	22,212.30
464287390	ISHARES S&P LATIN AMER 40 INDEX	200.000	10,246.00	8,768.00
464287614	ISHARES RUSSELL 1000 GROWTH	1795.000	112,363.59	117,554.55
464288729	ISHARES S&P GLOBAL INDUSTRIALS	360.000	20,242.19	19,760.40
46625H100	J P MORGAN CHASE & CO	313.000	13,915.61	13,762.33
478160104	JOHNSON & JOHNSON	216.000	14,439.74	15,141.60
494368103	KIMBERLY CLARK CORP	159.000	12,212.42	13,424.37
49456B101	KINDER MORGAN INC DEL	129.000	3,583.80	4,557.57
497266106	KIRBY CORP	18.000	927.63	1,114.02
50076Q106	KRAFT FOODS GROUP INC	74.000	3,042.66	3,364.78
501889208	LKQ CORP	58.000	1,048.76	1,223.80
517834107	LAS VEGAS SANDS CORP	275.000	12,439.72	12,694.00
518439104	LAUDER ESTEE COS INC	137.000	7,515.36	8,200.82
532457108	LILLY ELI & CO	193.000	8,100.96	9,518.76
535555106	LINDSAY MANUFACTURING COMPANY	19.000	1,089.94	1,522.28
53578A108	LINKEDIN CORP	132.000	14,038.89	15,156.24
538146101	LIVEPERSON INC	45.000	843.93	591.30
550021109	LULULEMON ATHLETICA INC	178.000	10,078.61	13,568.94

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55616P104	MACYS INC	44.000	1,770.61	1,716.88
57060D108	MARKETAXESS HLDGS INC	55.000	1,525.43	1,941.50
571748102	MARSH & MCLENNAN COS INC	109.000	3,747.02	3,757.23
580135101	MCDONALDS CORP	75.000	4,265.94	6,615.75
58933Y105	MERCK & CO INC	411.000	15,756.69	16,826.34
589433101	MEREDITH CORP	61.000	1,697.08	2,101.45
59156R108	METLIFE INC	47.000	2,365.90	1,548.18
592688105	METTLER TOLEDO INTERNATIONAL	10.000	1,558.85	1,933.00
594901100	MICROS SYS INC	35.000	1,847.48	1,485.40
594918104	MICROSOFT CORP	603.000	17,167.12	16,105.95
609207105	MONDELEZ INTL INC	224.000	5,679.10	5,701.52
61166W101	MONSANTO CO	96.000	7,099.61	9,086.40
64111Q104	NETGEAR INC	55.000	1,742.13	2,168.65
65339F101	NEXTERA ENERGY INC	151.000	9,543.45	10,447.69
655664100	NORDSTROM INC	43.000	1,003.10	2,300.50
670100205	NOVO-NORDISK A S	52.000	7,200.96	8,486.92
67018T105	NU SKIN ENTERPRISES INC	20.000	1,013.56	741.00
67020Y100	NUANCE COMMUNICATIONS INC	80.000	1,786.00	1,785.60
671044105	OSI SYSTEMS INC	19.000	1,433.32	1,216.76
674599105	OCCIDENTAL PETE CORP DEL	54.000	2,404.62	4,136.94
675232102	OCEANEERING INTL INC	22.000	1,013.43	1,183.38
678026105	OIL STS INTL INC	19.000	1,300.42	1,359.26
682159108	ON ASSIGNMENT INC	75.000	1,202.75	1,521.00
683399109	ONYX PHARMACEUTICALS INC	7.000	425.36	528.71
693390841	PIMCO HIGH YIELD FD	6745.167	61,246.12	65,023.41
693475105	PNC FINL SVCS GROUP INC	78.000	4,829.11	4,548.18
693656100	PVH CORP	12.000	1,134.98	1,332.12
69840W108	PANERA BREAD CO	8.000	1,201.72	1,270.64
699462107	PAREXEL INTL CORP	34.000	957.61	1,006.06
701094104	PARKER HANNIFIN CORP	29.000	1,254.98	2,466.74
713448BM9	PEPSICO INC	100000.000	105,709.00	104,956.00
714290103	PERRIGO CO	59.000	3,965.01	6,137.77
716768106	PETSMART INC	28.000	1,900.78	1,913.52
717081103	PFIZER INC	412.000	5,922.62	10,332.67

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718172109	PHILIP MORRIS INTL INC	238.000	14,274.68	19,906.32
720279108	PIER 1 IMPORTS INC	58.000	935.83	1,160.00
722005220	PIMCO FOREIGN BOND FUND	5781.771	63,272.75	62,963.49
731068102	POLARIS INDS INC	16.000	1,146.85	1,346.40
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	17.000	1,427.41	1,816.62
740189105	PRECISION CASTPARTS CORP	44.000	7,317.43	8,334.48
74144T108	PRICE T ROWE GROUP INC	49.000	1,236.39	3,190.74
741503403	PRICELINE COM INC	24.000	11,906.64	14,889.36
742718109	PROCTER & GAMBLE CO	77.000	4,879.85	5,227.53
74460D109	PUBLIC STORAGE INC	18.000	2,024.48	2,609.28
747525103	QUALCOMM INC	293.000	14,631.03	18,124.86
749685103	RPM INTL INC	108.000	2,393.07	3,170.88
754907103	RAYONIER INC	23.000	1,017.18	1,192.09
755111507	RAYTHEON CO	218.000	11,170.08	12,548.08
780259107	ROYAL DUTCH SHELL PLC	110.000	7,513.00	7,797.90
780259206	ROYAL DUTCH SHELL PLC	132.000	8,521.92	9,101.40
78387GAP8	SBC COMMUNICATIONS INC	50000.000	45,797.50	53,710.00
78388J106	SBA COMMUNICATIONS CORP	18.000	997.94	1,277.64
79466L302	SALESFORCE COM INC	65.000	8,682.01	10,926.50
806857108	SCHLUMBERGER LTD	96.000	4,393.52	6,652.67
816850101	SEMTECH CORP	56.000	1,353.24	1,621.20
816851109	SEMPRA ENERGY	68.000	3,808.74	4,823.92
824348106	SHERWIN WILLIAMS CO	43.000	3,610.63	6,614.26
828806109	SIMON PPTY GROUP INC NEW	12.000	1,874.90	1,897.08
82966C103	SIRONA DENTAL SYS INC	30.000	1,348.65	1,933.80
831865209	SMITH A O	20.000	1,115.43	1,261.40
855244109	STARBUCKS CORP	133.000	7,345.29	7,132.79
868157108	SUPERIOR ENERGY SVCS INC	43.000	833.99	890.96
872540109	TJX COS INC NEW	70.000	2,090.25	2,971.50
880349105	TENNECO INC	35.000	1,082.99	1,228.85
88076W103	TERADATA CORP	88.000	6,041.05	5,446.32
882508104	TEXAS INSTRS INC	89.000	2,785.80	2,749.21
88362T103	THERMON GROUP HLDGS INC	35.000	787.14	788.55
88579Y101	3M CO	72.000	6,278.39	6,685.20

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88632Q103	TIBCO SOFTWARE INC	33.000	877.97	725.34
887317303	TIME WARNER INC	122.000	4,136.57	5,835.26
892356106	TRACTOR SUPPLY CO	74.000	7,092.44	6,538.64
89417E109	TRAVELERS COS INC	109.000	6,844.11	7,828.38
902973304	US BANCORP DEL	193.000	5,609.68	6,164.42
90384S303	ULTA SALON COSMETICS &	15.000	1,443.38	1,473.90
904784709	UNILEVER N V	233.000	7,485.19	8,923.90
907818108	UNION PAC CORP	59.000	2,922.97	7,417.48
911163103	UNITED NAT FOODS INC	19.000	1,044.03	1,018.21
913017109	UNITED TECHNOLOGIES CORP	24.000	988.32	1,968.24
913903100	UNIVERSAL HLTH SVCS INC	35.000	1,409.28	1,692.25
918204108	V F CORP	11.000	1,859.46	1,660.67
922042858	VANGUARD MSCI EMERGING MKTS	3860.000	180,088.30	171,885.80
92342Y109	VERIFONE SYS INC	47.000	1,549.36	1,394.96
92343V104	VERIZON COMMUNICATIONS INC	422.000	18,615.28	18,259.94
92532F100	VERTEX PHARMACEUTICALS INC	74.000	3,163.68	3,100.60
92826C839	VISA INC	134.000	15,013.67	20,311.72
928298108	VISHAY INTERTECHNOLOGY INC	79.000	757.22	839.77
92857W209	VODAFONE GROUP PLC	247.000	6,857.93	6,221.93
931142103	WAL-MART STORES INC	49.000	2,845.41	3,343.27
94106L109	WASTE MGMT INC DEL	65.000	2,007.32	2,193.10
949746101	WELLS FARGO & CO	159.000	4,782.11	5,434.62
95709T100	WESTAR ENERGY INC	90.000	2,630.92	2,575.80
96208T104	WEX INC	16.000	971.92	1,205.92
976657106	WISCONSIN ENERGY CORP	52.000	1,777.42	1,916.20
97717W281	WISDOMTREE EMERGING MKTS	1400.000	59,494.26	69,216.00
988498101	YUM BRANDS INC	161.000	10,558.68	10,690.40
G01767105	ALKERMES PLC	119.000	1,931.97	2,203.88
G1151C101	ACCENTURE PLC	87.000	4,511.01	5,785.50
G60754101	MICHAEL KORS HLDGS LTD	238.000	9,878.26	12,145.14
H0023R105	ACE LTD	39.000	3,025.47	3,112.20
		Totals:	2,670,212.74	2,911,062.69