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: ESTELLE ABE & MARJORIE SANDERS TN FDN

A Employer identification number: 63-6190924

Number and street (or P O box number if mail is not delivered to street address): PO BOX 560 — Room/suite:

B Telephone number (see instructions): (256)535-0370

City or town, state, and ZIP code: HUNTSVILLE, AL 35804

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: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 930,573

J Accounting method: ☒ 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	32,126	32,126	32,126	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,197			
	b Gross sales price for all assets on line 6a 507,421				
	7 Capital gain net income (from Part IV, line 2)		8,197		
	8 Net short-term capital gain			54	
	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	40,323	40,323	32,180	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,500	1,500		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STM108	1,075	1,075		
	c Other professional fees (attach schedule) STM109	11,790	11,790		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM110	661	661		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STM103	1,196	1,196		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,222	16,222		0
	25 Contributions, gifts, grants paid	46,227			46,227
	26 **Total expenses and disbursements.** Add lines 24 and 25	62,449	16,222		46,227
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	(22,126)			
	b **Net investment income** (if negative, enter -0-)		24,101		
	c **Adjusted net income** (if negative, enter -0-)			32,180	

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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	8,604	17,745	17,745
	2	Savings and temporary cash investments			
	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			
	10a	Investments - U S and state government obligations (attach schedule)	895,129	863,862	912,828
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment. basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	903,733	881,607	930,573
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted	903,733	881,607	
		Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	903,733	881,607	
	31	**Total liabilities and net assets/fund balances** (see instructions)	903,733	881,607	

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	903,733
2	Enter amount from Part I, line 27a	2	(22,126)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	881,607
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	881,607

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 (yr , mo , day)	(d) Date sold (yr , mo , day)
1a	See STM~134			
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	507,421		499,224	8,197
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				8,197
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	8,197
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	54

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	43,430	934,933	0.046453
2010	47,919	917,984	0.0522
2009	48,493	934,761	0.051877
2008	51,219	975,272	0.052518
2007	51,000	1,040,290	0.049025

2	**Total** of line 1, column (d)	2	0.252073
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	0.050415
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	937,480
5	Multiply line 4 by line 3	5	47,263
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	241
7	Add lines 5 and 6	7	47,504
8	Enter qualifying distributions from Part XII, line 4	8	46,227

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	482
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	482
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	482
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
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	482
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** ▶ **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 page 19 of the instructions for 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) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ THOMAS SIMMONS III Telephone no ▶ 256-535-0370
Located at ▶ PO BOX 1518 WINCHESTER, TN ZIP+4 ▶ 37398

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**-Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		
	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 No: X
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 *List all officers, directors, trustees, foundation managers and their compensation (see instructions).*

(a) Name and address See 990 OFOV	(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
SAMUEL H PAPLANUS MD TUCSON, AZ 85749	DIRECTOR 0	300	0	0
THOMAS SIMMONS III PO BOX 1518 WINCHESTER, TN 37398	DIRECTOR 0	300	0	0
DAVID STEWART 300 SOUTH COLLEGE STREET, TN 37398	DIRECTOR 0	300	0	0
BRENDA CANNON WINCHESTER, TN 37398	DIRECTOR 0	300	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				

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	935,708
b	Average of monthly cash balances	1b	16,048
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	951,756
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	0
3	Subtract line 2 from line 1d	3	951,756
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,276
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	937,480
6	**Minimum investment return.** Enter 5% of line 5	6	46,874

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	46,874
2a	Tax on investment income for 2012 from Part VI, line 5	2a	482		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	482
3	Distributable amount before adjustments Subtract line 2c from line 1			3	46,392
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	46,392
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	46,392

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	46,227
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	46,227
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,227

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				46,392
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			46,227	
b Total for prior years: ______, ______, ______				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 46,227				
a Applied to 2011, but not more than line 2a			46,227	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				46,392
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

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

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

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.

990APP

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				
SOUTH MIDDLE SCHOOL 601 W CUMBERLAND STREET COWAN TN 37318	NA		SUPPLIES-LIFE SKILLS CLASSES FOR SPECIAL	3,500
VOLUNTEERS IN MEDICINE 185 HOSPITAL ROAD WINCHESTER TN 37398			PROVIDE MEDICAL CARE FOR UNINSURED	11,000
CITIZENS FOR HOMELESS RELIEF PO BOX 2611 TULLAHOMA TN 37388	NA	501(C) 3	PROMOTING THE GENERAL WELFARE OF HOMELESS IN FR	6,500
ESTILL SPRINGS LION CLUB 1742 FLETCHER ROAD ESTILL SPRINGS TN 37330			ASSISTANCE WITH EYE CARE FOR NEEDY RESIDENTS	1,000
ALMOST HOME TRANSITIONAL HOUSI 1810 SHARP SPRINGS ROAD WINCHESTER TN 37398			PROVIDE TRANSITIONAL ASSISTANCE FOR	6,500
HAVEN OF HOPE PO BPX 1271 MANCHESTER TN 37349		501C 3	COMMUNITY BASED SUPPORT FOR VICTIMS OF	3,000
GOOD SAMARITAN MINISTRIES 1725 DECHERD BLVD DECHERD TN 37324			EMERGENCY FOOD & ETC FOR NEEDY RESIDENTS OF FR	1,000
SEWANEE SENIOR CITIZENS 5 BALL PARK ROAD SEWANEE TN 37375		501C 3	PROVIDE NUTRITIOUS MEALS & ACTIVITIES FOR	3,000
Total . . . ▶ 3a				
b Approved for future payment				
Total . . . ▶ 3b				

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				
FRANKLIN COUNTY HISTORICAL PO BOX 130 WINCHESTER TN 37398			PROVIDE EQUIPMENT FOR PRESERVING LOCAL HIST. ITEMS	1,227
WINCHESTER LION CLUB 6658 LYNCHBURG ROAD WINCHESTER TN 37398			PROVIDE ASSISTANCE WITH VISION IMPAIRMENT	3,000
OLD JAIL MUSEUM INC 400 DINAH SHORE BLVD WINCHESTER TN 37398			PRESERVATION OF THE LIVING FRANKLIN CO	3,000
DECHERD LION CLUB PO BOX 500 DECHERD TN 37324			PROVIDE FREE EYE EXAMS & GLASSES FOR NEEDY	2,500
SALVATION ARMY FR CO SERV UNI PO BOX 312 WINCHESTER TN 37398			PROVIDE ASSISTANCE AS NEEDED WITH	1,000
Total . . . ▶ 3a				46,227
b Approved for future payment				
Total . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					32,126
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					8,197
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)					40,323

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 40,323

(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)

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.

Delores Caull | 05/14/13 | VP

Signature of officer or trustee | Date | Title

Vice President & Trust Officer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Coyle O Clark	Coyle O. Clark	5/8/13		P00295188
Firm's name ▶ Clark Knies & Crenshaw PLLC			Firm's EIN ▶ 62-1304227	
Firm's address ▶ 220 N Jefferson St Winchester TN 37398			Phone no 931-967-3877	

List of Officers, Directors, Trustees, and Key Employees

1 List all officers, directors, trustees, and key employees for the year even if they were not compensated.

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Form W-2/1099-MISC) (If not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
MELINDA HUFFMAN DIRECTOR 269 LAKEVIEW WAY WINCHESTER, TN 37398	0	300	0	0

Federal Supporting Statements | 2012 PG 01

Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN

FEIN: 63-6190924

FORM 990PF, PART II, LINE 10(A) STATEMENT #136

INVESTMENTS: STATE AND LOCAL GOVERNMENT OBLIGATION SCHEDULE

CATEGORY	BOOK VALUE (BOY)	BOOK VALUE (EOY)	FMV (EOY)
INVESTMENTS-EQUITIES	895,129	351,665	382,681
INVESTMENTS-FIXED		512,197	530,147
TOTALS	895,129	863,862	912,828

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number: 63-6190924

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
INSURANCE	1,100	1,100	0	0
POST OFFICE BOX RENTAL	96	96	0	0
TOTALS	1,196	1,196	0	0

PG 01

STATEMENT #108

FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TAX SERVICES	1,075	1,075	0	0
TOTALS	1,075	1,075	0	0

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number: 63-6190924

FORM 990PF, PART I, LINE 16(C) - OTHER PROFESSIONAL FEES SCHEDULE

STATEMENT #109

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TRUSTEE FEES	11,790	11,790	0	0
TOTALS	11,790	11,790	0	0

PG 01

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
INCOME TAXES	520	520	0	0
FOREIGN TAXES PAID	141	141	0	0
TOTALS	661	661	0	0

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number: 63-6190924

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
AMERICAN EXPRESS CREDIT CORP	P	2011-08-16	2012-07-15	1,039		1,018	21	21
AUTO DESK INC	P	2011-08-25	2012-02-09	1,875		1,332	543	543
BAXTER INTL INC COM	P	2012-08-14	2012-12-11	4,190		3,844	346	346
DUKE ENERGY CORP	P	2011-11-14	2012-10-10	1,034		1,000	34	34
EMERSON ELECTRIC CO	P	2011-03-04	2012-02-09	1,071		1,208	(137)	(137)
FEDERAL HOME LOAN MTG CORP POOL	P	2011-08-11	2012-07-16	1,957		2,128	(171)	(171)
FEDERAL HOME LOAN MTG	P	2011-08-11	2012-12-17	837		900	(63)	(63)
FEDERAL HOME LOAN MORTGAGE CORP	P	2011-08-11	2012-07-16	1,906		2,016	(110)	(110)
FEDERAL HOME LOAN MTG CORP	P	2011-08-11	2012-12-17	1,381		1,465	(84)	(84)
FEDERAL HOME LOAN MTG CORP	P	2011-08-11	2012-12-17	1,520		1,610	(90)	(90)
FEDERAL HOME LOAN MORTGAGE	P	2011-08-11	2012-07-16	1,472		1,540	(68)	(68)
FEDERAL NATIONAL MORTGAGE ASSN	P	2011-08-11	2012-01-11	2,327		2,239	88	88
FEDERAL HOME LOAN MTG CORP	P	2011-08-11	2012-05-10	1,067		1,069	(2)	(2)
FEDERAL NATL MORTGAGE ASSN POOL	P	2011-08-11	2012-07-25	1,618		1,701	(83)	(83)
FEDERAL NATL MORTGAGE ASSN POOL	P	2012-01-25	2012-10-25	651		693	(42)	(42)
FEDERAL NATL MORTGAGE ASSN POOL	P	2012-01-25	2012-07-25	1,901		2,050	(149)	(149)
FEDERAL NATL MORTGAGE ASSN POOL	P	2012-01-11	2012-12-26	1,638		1,785	(147)	(147)
FEDERAL NATL MORTGAGE ASSN POOL	P	2012-01-11	2012-12-26	1,362		1,441	(79)	(79)
FEDERAL NATL MORTGAGE ASSN POOL	P	2012-01-11	2012-12-26	1,042		1,121	(79)	(79)
FEDERAL NATIONAL MORTGAGE ASS POOL	P	2011-08-11	2012-07-25	1,726		1,791	(65)	(65)
FEDERAL TOTAL RETURN	P	2012-05-30	2012-12-07	29,124		28,500	624	624
GENERAL ELECTRIC CAPITAL CORP	P	2011-02-08	2012-01-11	1,059		996	63	63
GOLDMAN SACHS HIGH YIELD INS	P	2012-05-30	2012-08-15	26,093		25,490	603	603
HASBRO INC	P	2011-08-10	2012-08-07	5,594		5,853	(259)	(259)
INTEL CORP	P	2011-09-14	2012-05-10	1,057		998	59	59
LABORATORY CORP	P	2011-10-06	2012-02-09	5,456		4,667	789	789
METLIFE INC	P	2012-02-06	2012-12-11	3,130		3,569	(439)	(439)
MORGAN STANLEY	P	2011-07-08	2012-02-09	1,020		1,044	(24)	(24)
OCCIDENTAL PETROLEUM CORP	P	2011-12-20	2012-12-11	4,733		5,911	(1,178)	(1,178)
ONTARIO	P	2011-01-28	2012-01-11	1,011		1,000	11	11
STATE STREET CORP	P	2011-08-25	2012-02-09	1,253		1,057	196	196
SUNTRUST BKS INC	P	2011-10-28	2012-06-12	1,037		999	38	38
TEVA PHARMACEUTICAL INDS	P	2011-08-25	2012-08-17	1,017		986	31	31
TEVA PHARMA FIN IV	P	2011-11-07	2012-10-10	1,021		999	22	22

Federal Supporting Statements

2012 PG 02

Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number: 63-6190924

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
TEXAS INSTRUMENTS INC	P	2011-03-24	2012-02-09	1,672		1,747	(75)	(75)
TOYOTA MOTOR CREDIT CORP	P	2011-09-08	2012-05-10	1,049		997	52	52
UNITED STATES TREASURY	P	2011-10-06	2012-01-11	17,046		17,072	(26)	(26)
UNITED STATES TREASURY	P	2011-10-06	2012-01-11	2,016		1,995	21	21
UNITED STATES TREASURY	P	2011-10-06	2012-01-11	1,069		927	142	142
UNITED STATES TREASURY	P	2012-01-10	2012-12-12	46,459		46,647	(188)	(188)
UNITED STATES TREASURY INFLATION IN	P	2011-08-25	2012-06-01	1,010		999	11	11
UNITED SATATES TREASURY INFLATION	P	2011-08-25	2012-05-10	3,282		3,177	105	105
SECURITIES LITIGATION SETTLEMENT	P	2011-07-15	2012-12-18	2,683			2,683	2,683
ALLERGAN INC	P	2007-10-19	2012-02-09	2,158		1,612	546	546
AMERICAN EXPRESS CO	P	2009-05-06	2012-02-09	2,062		1,099	963	963
ANHEUSER-BUSCH INBEV	P	2011-01-28	2012-02-09	1,063		1,006	57	57
ARTISAN FDS INC SMALL CAP	P	2009-05-06	2012-02-07	13,184		8,992	4,192	4,192
AUTO DESK INC	P	2010-12-23	2012-02-09	6,448		5,692	756	756
BARCLAYS BANK PLC	P	2010-03-30	2012-04-11	1,038		1,000	38	38
BLACKROCK INC	P	2011-01-21	2012-10-22	3,839		3,849	(10)	(10)
CSX CORP	P	2010-02-10	2012-01-11	1,145		1,121	24	24
CVS CORP	P	2007-10-19	2012-02-09	2,174		1,988	186	186
CA INC	P	2010-03-26	2012-01-11	1,091		1,009	82	82
CATERPILLAR INC	P	2010-11-03	2012-03-20	7,914		5,580	2,334	2,334
CATERPILLAR INC	P	2008-12-03	2012-03-09	1,370		998	372	372
CHEVRON CORP COM	P	2007-10-19	2012-02-09	1,588		1,353	235	235
CISCO SYS INC COM	P	2007-11-08	2012-02-09	1,799		2,869	(1,070)	(1,070)
CITIGROUP INC	P	2010-12-13	2012-04-11	1,058		1,091	(33)	(33)
CITIGROUP INC	P	2010-02-09	2012-12-04	15,062		15,340	(278)	(278)
COMCAST CORP	P	2009-07-08	2012-01-11	1,161		1,011	150	150
CREDIT SUISSE NEW YORK	P	2009-07-07	2012-09-13	2,117		2,108	9	9
JOHN DEERE CAPITAL CORP	P	2010-09-03	2012-02-07	15,153		15,392	(239)	(239)
DIRECTV HOLDGS	P	2010-09-15	2012-03-09	1,058		1,038	20	20
E M C CORP MASS COM	P	2008-06-23	2012-11-09	4,850		3,062	1,788	1,788
EMERSON ELECRIC CO	P	2011-03-04	2012-10-22	3,440		4,227	(787)	(787)
EXXON MOBIL CORP	P	2007-10-19	2012-02-09	1,279		1,408	(129)	(129)
FEDERAL HOME LOAN MTG CORP POOL	P	2011-08-11	2012-12-17	1,345		1,462	(117)	(117)
FEDERAL HOME LOAN MORTGAGE CORP POO	P	2011-08-11	2012-12-17	1,299		1,375	(76)	(76)

Federal Supporting Statements

2012 PG 03

Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number: 63-6190924

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
FEDERAL HOME LOAN MORTGAGE CORP POO	P	2011-08-11	2012-12-17	1,357		1,419	(62)	(62)
FEDERAL HOME LOAN MORTGAGE CORP	P	2008-06-08	2012-01-11	15,009		16,247	(1,238)	(1,238)
FEREDAL NATIONAL MORTGAGE ASSN	P	2011-04-07	2012-07-12	1,159		1,119	40	40
FEDERAL NATL MORTGAGE ASSN POOL	P	2011-08-09	2012-12-26	1,224		1,286	(62)	(62)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-12-26	234		249	(15)	(15)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-12-26	1,286		1,387	(101)	(101)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2009-06-08	2012-12-26	13,955		14,559	(604)	(604)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2009-06-08	2012-12-26	1,831		1,880	(49)	(49)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-08-09	2012-12-26	1,857		1,986	(129)	(129)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-08-09	2012-12-26	5,012		5,454	(442)	(442)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-12-26	1,305		1,354	(49)	(49)
GENERAL ELEC CO COMM	P	2010-11-03	2012-02-09	1,330		1,128	202	202
GENERAL ELECTRIC CO	P	2009-01-21	2012-05-11	1,032		1,020	12	12
GENERAL ELEC CAP CORP	P	2009-07-07	2012-06-08	13,010		13,065	(55)	(55)
GOLDMAN SACHS GROUP INC	P	2009-05-27	2012-02-09	1,079		1,021	58	58
GOLDMAN SACHS GROUP INC	P	2010-12-23	2012-08-17	4,167		6,934	(2,767)	(2,767)
GOOGLE INC CLASS A	P	2011-01-21	2012-11-09	3,419		3,066	353	353
HALLIBURTON CO COM	P	2010-12-23	2012-03-20	5,803		7,376	(1,573)	(1,573)
HESS CORPORATION	P	2009-09-21	2012-06-12	1,291		1,193	98	98
HEWLETT-PACKARD CO	P	2010-11-29	2012-10-10	1,015		999	16	16
INTEL CORP COM	P	2011-09-14	2012-02-09	2,249		2,261	(12)	(12)
JOHNSON & JOHNSON COM	P	2007-10-19	2012-02-09	976		972	4	4
JUNIPER NETWORKS	P	2011-08-25	2012-11-09	3,258		5,657	(2,399)	(2,399)
MONDELEX INTERNATIONAL	P	2010-02-05	2012-01-11	1,087		1,006	81	81
MATTEL INC	P	2010-08-19	2012-10-22	9,035		6,008	3,027	3,027
MCGRAW HILL COS INC COM	P	2010-12-23	2012-03-20	8,625		6,888	1,737	1,737
MERCK & CO INC NEW	P	2010-08-25	2012-02-09	956		859	97	97
MERRILL LYNCH & CO	P	2009-07-23	2012-02-09	1,095		996	99	99
MONSANTO CO NEW COM	P	2009-07-02	2012-02-09	2,386		2,195	191	191
NEXTERA ENERGY INC	P	2010-08-25	2012-08-17	3,190		2,668	522	522
NORFOLD SOUTHERN CORP	P	2010-12-23	2012-10-22	7,565		6,918	647	647
ORACLE CORP	P	2007-10-19	2012-08-17	940		625	315	315
PIMCO LOW DURATION FUND	P	2010-11-04	2012-09-26	9,558		9,657	(99)	(99)
PEPSICO INC COM	P	2007-10-19	2012-08-17	1,442		1,432	10	10

Federal Supporting Statements

Name(s) as shown on return

ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number

63-6190924

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
PETROBRAS	P	2009-10-22	2012-01-11	1,067		999	68	68
PHILLIP MORRIS INTERNATIONAL INC	P	2009-02-06	2012-08-17	3,235		1,474	1,761	1,761
PRAXAIR INC COM	P	2011-08-10	2012-08-17	1,075		944	131	131
PRUDENTIAL FINANCIAL	P	2010-11-15	2012-03-09	1,071		994	77	77
PRUDENTIAL FINANCIAL INC	P	2007-10-19	2012-02-09	1,193		1,925	(732)	(732)
QUALCOMM INC	P	2007-10-19	2012-02-09	2,130		1,427	703	703
STAPLES INC	P	2011-08-25	2012-10-22	4,200		7,225	(3,025)	(3,025)
STATE STREET CORP COM	P	2011-08-25	2012-02-09	6,222		6,634	(412)	(412)
STRYKER CORP	P	2007-10-19	2012-02-09	1,113		1,470	(357)	(357)
TALISMAN ENERGY INC	P	2009-09-21	2012-10-10	1,266		1,179	87	87
TELEFONICA EMISIONES	P	2011-03-10	2012-09-17	4,880		5,076	(196)	(196)
TENNESSEE VALLEY AUTHORITY	P	2009-06-08	2012-01-11	5,123		5,547	(424)	(424)
TEVA PHARMACEUTICAL INDS	P	2009-03-11	2012-08-17	5,344		5,995	(651)	(651)
THERMO ELECTRON CORP	P	2008-10-09	2012-12-11	5,573		4,253	1,320	1,320
3 M CI COM	P	2007-10-19	2012-02-09	874		888	(14)	(14)
TRAVELERS COMPANIES INC	P	2008-02-15	2012-02-09	1,483		1,198	285	285
UNITED STATES TREASURY	P	2011-01-07	2012-12-13	24,099		24,107	(8)	(8)
UNITED STATES TREASURY	P	2011-02-14	2012-06-12	1,098		930	168	168
UNITED TECHNOLOGIES CORP COM	P	2007-10-19	2012-10-22	4,299		4,196	103	103
VERIZON COMMUNICATIONS COM	P	2008-01-14	2012-08-17	1,830		1,803	27	27
VISA INC CLASS A	P	2010-11-03	2012-08-17	5,051		3,560	1,491	1,491
WACHOVIA CORP	P	2008-07-08	2012-01-11	1,134		963	171	171
WALGREEN CO COM	P	2010-12-23	2012-03-20	5,878		6,434	(556)	(556)
APACHE CORP	P	2010-12-23	2012-12-11	4,246		5,856	(1,610)	(1,610)
TOTAL				507,421		499,224	8,197	8,197

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

ESTELLE ABE & MARJORIE SANDERS TN FDN

Your Social Security Number

63-6190924

FORM 990PF, PART I, LINE 13 - SUBSIDIARY SCHEDULE

SUBSIDIARY STATEMENT

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
COMPENSATION OF DIRECTORS	1,500	1,500	0	0
TOTALS	1,500	1,500	0	0

Federal Supporting Statements	2012 PG 01
Name(s) as shown on return: ESTELLE ABE & MARJORIE SANDERS TN FDN	Your Social Security Number: 63-6190924

FORM 990PF, PART XV, LINE 2
APPLICATION SUBMISSION INFORMATION

990APP

GRANT PROGRAM

APPLICANT NAME
BOARD OF DIRECTORS

ADDRESS
PO BOX 54 WINCHESTER TN 37398

TELEPHONE

EMAIL ADDRESS

FORM & CONTENT
LETTER OF REQUEST

SUBMISSION DEADLINE
NONE

RESTRICTIONS ON AWARD
THE RECIPIENT ORGANIZATION SHOULD BENEFIT THE PEOPLE OF FRANKLIN COUNTY.