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Form 990-PF

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

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: THE SANFORD FOUNDATION
A Employer identification number: 72-1433200
B Telephone number: (985) 385-9868
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-706,159) and Adjusted net income (167,935).

| 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 | | -17,409 | 438,430 | |
| | 2 | Savings and temporary cash investments | | 424,774 | 345,130 | |
| | 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 page 15 of the 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) | | | | |
| | 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) | | 3,903,530 | 2,821,175 | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | |
| 15 | Other assets (describe ▶ _____) | | 3,948 | 3,948 | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | 4,314,843 | 3,608,683 | 0 | |
| 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 ▶ _____) | | 1 | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 1 | 0 | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | |
| | 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 ▶ <input checked="" type="checkbox"/> | | | | | |
| | 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 | | 4,314,842 | 3,608,683 | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | | 4,314,842 | 3,608,683 | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 4,314,843 | 3,608,683 | | |

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 | 4,314,842 |
| 2 | Enter amount from Part I, line 27a | 2 | -706,159 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,608,683 |
| 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 | 3,608,683 |

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 | | | |
| | | | |
| | | | |
| | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|------------------------------|---------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|------------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|----------|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|----------|---------|
| 2 | Capital gain net income or (net capital loss) | $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$ | 2 | 183,623 |
| 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 | 68,117 |

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 page 18 of 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 | 409,590 | 4,314,842 | 0.09493 |
| 2010 | 1,632,975 | 5,942,225 | 0.27481 |
| 2009 | 399,472 | 5,363,047 | 0.07449 |
| 2008 | 355,283 | 6,758,077 | 0.05257 |
| 2007 | 586,716 | 7,263,429 | 0.08078 |

| | | | | |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|-----------|
| 2 | Total of line 1, column (d). | | 2 | 0.57757 |
| 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 | 0.11551 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. | | 4 | 4,141,325 |
| 5 | Multiply line 4 by line 3. | | 5 | 478,381 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | | 6 | 2,689 |
| 7 | Add lines 5 and 6. | | 7 | 481,070 |
| 8 | Enter qualifying distributions from Part XII, line 4. | | 8 | 1,125,071 |

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 page 18 of the instructions)

| | | | |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 2,689 |
| 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 | 2,689 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 2,689 |
| 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 <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 35 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 2,724 |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 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? | | No |
| 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)? <i>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.</i> | | No |
| c Did the foundation file Form 1120-POL for this year? | | No |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | No |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | No |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | No |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | No |
| 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? | | No |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ | | |
| 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? <i>If "No," attach explanation .</i> | Yes | |
| 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)? <i>If "Yes," complete Part XIV</i> | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | No |

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
14 The books are in care of JODI ADAMS Telephone no (985) 385-9868
Located at TECHEWIEW DR BERWICK LA ZIP+4 70342
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
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 No
See 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.
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 page 20 of the instructions)?. 1b No
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 No
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 20___, 20___, 20___, 20___
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 No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___
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 No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 No

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

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | 5b | No |
| 6b | 6b | No |
| 7b | 7b | No |

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 |
|-------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| BURT A ADAMS 612 TECHEVIEW DR BERWICK, LA 70342 | Vice President 0 00 | 0 | | |
| JODI ADAMS 612 TECHEVIEW DR BERWICK, LA 70342 | President 0 00 | 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.

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 _____ | |
| 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 _____ | |
| 2 _____ | |
| 3 All other program-related investments See page 24 of the instructions _____ | |

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 | 3,729,584 |
| b | Average of monthly cash balances. | 1b | 474,807 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 4,204,391 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | |
| 3 | Subtract line 2 from line 1d. | 3 | 4,204,391 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 63,066 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 4,141,325 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 207,066 |

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 | 207,066 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. | 2a | 2,689 |
| b | Income tax for 2012 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 2,689 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 204,377 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 204,377 |
| 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 | 204,377 |

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 | 1,125,071 |
| 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 | 1,125,071 |
| 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 | 2,689 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 1,122,382 |

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 | | | | 204,377 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only. | | | | |
| b Total for prior years 20__ , 20__ , 20__ | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007. | 589,368 | | | |
| b From 2008. | 357,124 | | | |
| c From 2009. | 133,990 | | | |
| d From 2010. | 1,633,999 | | | |
| e From 2011. | 411,153 | | | |
| f Total of lines 3a through e. | 3,125,634 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,125,071</u> | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2012 distributable amount. | | | | 204,377 |
| e Remaining amount distributed out of corpus | 920,694 | | | |
| 5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i> | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 4,046,328 | | | |
| 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 | | | | 0 |
| 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). | 589,368 | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 3,456,960 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008. | 357,124 | | | |
| b Excess from 2009. | 133,990 | | | |
| c Excess from 2010. | 1,633,999 | | | |
| d Excess from 2011. | 411,153 | | | |
| e Excess from 2012. | 920,694 | | | |

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 organization 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 organization 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))

See Additional Data Table

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
 THE SANFORD FOUNDATION
 612 TECHEVIEW DR
 BERWICK, LA 70342
 (985) 385-9868

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

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

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 <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | | 3a 1,125,071 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | 3b |

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (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... [] Yes [x] No

Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: ***** Date: 2014-10-10 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? [x] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: TIMOTHY MATTE CPA, Preparer's Signature: TIMOTHY MATTE CPA, Date: 2014-10-10, Check if self-employed: [x], PTIN: P00634188, Firm's name: Pitts & Matte A Corp of CPAs, Firm's address: Morgan City, LA 70381, Firm's EIN, Phone no: (985) 384-7545

Form 990PF Part XV Line 1a - 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).

| |
|--------------|
| BURT A ADAMS |
| JODI ADAMS |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| TOYS FOR TOTS 1013 EIGHTH ST MORGAN CITY,LA 70380 | NONE | 501(C)3 | SUPPORT FOR THE NEEDY | 1,000 |
| THE MILES LINER FOUNDATION 17343 SWEET OLIVE AVE BATON ROUGE,LA 70817 | NONE | 501(C)3 | EDUCATION | 1,000 |
| CATHOLIC CHARITIES ARCH OF NEWORLE 1000 HOWARD AVE NEWORLEANS,LA 70113 | NONE | 501(C)3 | CHURCH RELATED ACTIVITY | 5,000 |
| PHIL HANEY COMMUNITY PROJECTS INC 2103 WARWICK DR NEW IBERIA,LA 70563 | NONE | 501(C)3 | CIVIC IMPROVEMENT | 1,250 |
| COMMUNITY FOUNDATION OF ACADIANA 1035 CAMELLIA BLVD 100 LAFAYETTE,LA 70508 | NONE | 501(C)3 | CIVIC IMPROVEMENT | 500 |
| TWIN CITY GOSPEL TEMPLE 215 CANTON ST BERWICK,LA 70342 | NONE | CHURCH | RELIGIOUS | 1,000 |
| ST STEPHEN CATHOLIC CHURCH 3217 SECOND ST BERWICK,LA 70342 | NONE | CHURCH | RELIGIOUS | 1,000 |
| ST BERNADETTE CATHOLIC CHURCH 409 FUNDERBURK AVE HOUMA,LA 70364 | NONE | CHURCH | RELIGIOUS | 1,000 |
| ST ANDREW CATHOLIC CHURCH 833 JULIA ST AMELIA,LA 70340 | NONE | CHURCH | RELIGIOUS | 1,000 |
| PATTERSON HIGH SCHOOL 2525 HWY 182 PATTERSON,LA 70392 | NONE | SCHOOL | EDUCATION | 1,000 |
| GEORGE RODRIGUE FOUNDATION OF THE A 4300 S INTERSTATE SERVICE ROAD METAIRIE,LA 70001 | NONE | 501(C)3 | SUPPORT OF THE ARTS | 1,716 |
| DIOCESE OF HOUMA THIBODAU X P O BOX 505 SCHRIEVER,LA 70395 | NONE | 501(C)3 | RELIGIOUS | 5,000 |
| UNIVERSITY OF LA LAFAYETTE FOUNDATI P O BOX 44290 LAFAYETTE,LA 70504 | NONE | 501(C)3 | EDUCATION | 5,000 |
| OCHSNER CLINIC FOUNDATION 1514 JEFFERSON HWY BRENT HOUSE 240 NEWORLEANS,LA 70121 | NONE | 501(C)3 | MEDICAL RESEARCH | 5,000 |
| ARTIST GUILD UNLIMITED P O BOX 1624 MORGAN CITY,LA 70381 | NONE | 501(C)3 | CIVIC IMPROVEMENT | 500 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| TULANE UNIVERSITY 1555 POYDRAS ST SUITE 1000 NEW ORLEANS, LA 70112 | NONE | SCHOOL | EDUCATION | 334,000 |
| SACRED HEART CATHOLIC CHURCH THIRD STREET MORGAN CITY, LA 70380 | NONE | CHURCH | RELIGIOUS | 1,000 |
| LOUISIANA STATE UNIVERSITY FOUNDATI 3838 WEST LAKESHORE DRIVE BATON ROUGE, LA 70808 | NONE | SCHOOL | EDUCATION | 10,000 |
| LAKEWOOD FOUNDATION P O BOX 3185 MORGAN CITY, LA 70381 | NONE | 501(C) 3 | MEDICAL RESEARCH AND SUPPORT | 2,500 |
| IMMANUEL BAPTIST CHURCH FIG STREET MORGAN CITY, LA 70380 | NONE | CHURCH | RELIGIOUS | 1,000 |
| HOLY CROSS CHURCH 2100 CEDAR ST MORGAN CITY, LA 70380 | NONE | CHURCH | RELIGIOUS | 10,000 |
| HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138 | NONE | SCHOOL | EDUCATION | 5,000 |
| FIRST BAPTIST CHURCH VICTOR II BLVD MORGAN CITY, LA 70380 | NONE | CHURCH | RELIGIOUS | 1,000 |
| BERWICK HIGH SCHOOL 700 PATTI DR BERWICK, LA 70342 | NONE | SCHOOL | EDUCATION | 1,000 |
| OFFSHORE ENERGY CENTER 200 N DAIRY ASHFORD SUITE 6220 HOUSTON, TX 77079 | NONE | 501(C) 3 | CIVIC IMPROVEMENT | 25,000 |
| MORGAN CITY HIGH SCHOOL PO BOX 3414 MORGAN CITY, LA 70380 | NONE | SCHOOL | EDUCATION | 1,000 |
| ST JOSEPH CATHOLIC CHURCH PO BOX 219 PATTERSON, LA 70392 | NONE | CHURCH | RELIGIOUS | 1,000 |
| ST MARY OUTREACH 608 FIRST ST MORGAN CITY, LA 70380 | NONE | 501(C) 3 | BASIC SERVICES TO THE NEEDY | 21,200 |
| PHARR CHAPEL UMC 517 FEDERAL AVENUE MORGAN CITY, LA 70380 | NONE | CHURCH | RELIGIOUS | 65,000 |
| MANRESA HOUSE OF RETREATS PO BOX 89 CONVENT, LA 70723 | NONE | CHURCH | RELIGIOUS | 10,000 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| HOLY CROSS ELEMENTARY 2100 CEDAR STREET MORGAN CITY, LA 70380 | NONE | SCHOOL | EDUCATION | 10,000 |
| CENTRAL CATHOLIC HIGH SCHOOL 2100 CEDAR STREET MORGAN CITY, LA 70380 | NONE | SCHOOL | EDUCATION | 595,405 |
| Total ▶ 3a | | | | 1,125,071 |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
THE SANFORD FOUNDATION

Employer identification number
72-1433200

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE SANFORD FOUNDATION

Employer identification number
72-1433200

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | MR MRS BURT A ADAMS 612 TECHEVIEW DR BERWICK, LA 70342 | \$ 150,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization
THE SANFORD FOUNDATION

Employer identification number
72-1433200

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|-------------------------------------------|------------------------------------------|-------------------|
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |

Name of organization
THE SANFORD FOUNDATION

Employer identification number
72-1433200

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|------------------------------------------|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

TY 2012 Accounting Fees Schedule

Name: THE SANFORD FOUNDATION

EIN: 72-1433200

Software ID: 12000229

Software Version: 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------|--------|--------------------------|------------------------|---------------------------------------------|
| | 620 | 620 | 0 | 0 |

TY 2012 Other Assets Schedule

Name: THE SANFORD FOUNDATION

EIN: 72-1433200

Software ID: 12000229

Software Version: 2012v2.0

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|---------------|--------------------------------|--------------------------|---------------------------------|
| PREPAID TAXES | 3,948 | 3,948 | |

TY 2012 Other Expenses Schedule

Name: THE SANFORD FOUNDATION

EIN: 72-1433200

Software ID: 12000229

Software Version: 2012v2.0

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| MISCELLANEOUS DONATIONS | 350 | 350 | | |

TY 2012 Other Professional Fees Schedule

Name: THE SANFORD FOUNDATION

EIN: 72-1433200

Software ID: 12000229

Software Version: 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT FEES | 12,111 | 12,111 | 0 | 0 |

TY 2012 Taxes Schedule

Name: THE SANFORD FOUNDATION

EIN: 72-1433200

Software ID: 12000229

Software Version: 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FOREIGN TAXES PAID ON DIVIDENDS | 1,448 | 1,448 | | |



WHITNEY

Trust & Asset Management

228 St. Charles Ave , 2nd Floor
New Orleans, LA 70130

STATEMENT OF ACTIVITY

JANUARY 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: SANFORD THE FOUN
ACCOUNT NUMBER: 1191004538

THE SANFORD FOUNDATION
P O BOX 2447
MORGAN CITY, LA 70381

ACCOUNT NAME: **SANFORD FOUNDATION,
WHITNEY BANK INVESTMENT MANAGER**

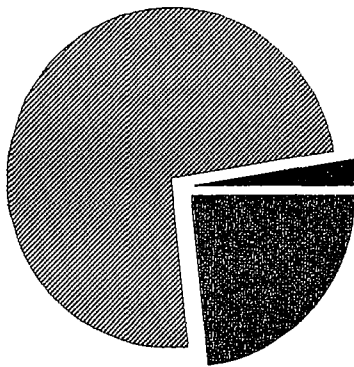
ACCOUNT NUMBER: **1191004538**




RELATIONSHIP
MANAGER: **DAVID M BEACH
985-853-7480
DAVID.BEACH
@WHITNEYBANK.COM**

INVESTMENT
OBJECTIVE: **STATIC-75%E/25%FI-TAXABLE BONDS**

FOR YOUR INFORMATION

PORTFOLIO SUMMARY



| | MARKET VALUE | PERCENT |
|----------------------------------------------------------------------------------------------------------|---------------------|---------------|
|  CASH AND EQUIVALENTS | 79,183.12 | 2.4% |
|  EQUITIES | 2,414,679.50 | 74.3% |
|  FIXED INCOME | 758,937.28 | 23.3% |
| Total | 3,252,799.90 | 100.0% |



JANUARY 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: SANFORD THE FOUN
ACCOUNT NUMBER: 1191004538

ACTIVITY SUMMARY

| | THIS PERIOD | YEAR TO DATE |
|-------------------------------|---------------------|---------------------|
| BEGINNING MARKET VALUE | 4,206,368.31 | 4,206,368.31 |
| DIVIDENDS AND INTEREST | 92,675.84 | 92,675.84 |
| FEES | 12,110.98- | 12,110.98- |
| DISTRIBUTIONS | 1,434,000.00- | 1,434,000.00- |
| OTHER DISBURSEMENTS | 57.23- | 57.23- |
| REALIZED GAIN/LOSS | 188,194.34 | 188,194.34 |
| CHANGE IN MARKET VALUE | 211,729.62 | 211,729.62 |
| ENDING MARKET VALUE | 3,252,799.90 | 3,252,799.90 |

PORTFOLIO DETAIL

| DESCRIPTION | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|-------------------------------------|-----------------------------|-----------------------------|--------------------------------------|------------------|
| CASH AND EQUIVALENTS | | | | |
| FIDELITY INST MMKT (2013) | 79,183.12 | 1.00 | 142.53 | 0.18 |
| | 79,183.12 | 1.00 | 11.88 | |
| CASH | 0.00 | | | |
| * TOTAL CASH AND EQUIVALENTS | 79,183.12 | | 142.53 | 0.18 |
| | 79,183.12 | | 11.88 | |

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|------------------------------------------------------|--------|------------|-----------------------------|-----------------------------|--------------------------------------|------------------|
| FIXED INCOME | | | | | | |
| AFLAC INC COM 2.65% 02/15/2017 | | 25,000.000 | 26,280.50 25,232.50 | 105.12 100.93 | 662.50 250.28 | 2.52 |
| AT&T INC 1.6% 02/15/2017 | | 25,000.000 | 25,293.50 25,057.50 | 101.17 100.23 | 400.00 151.11 | 1.58 |
| BERKSHIRE HATHAWAY 3.4% 01/31/2022 | | 25,000.000 | 26,930.25 25,636.00 | 107.72 102.54 | 850.00 290.42 | 3.16 |
| BLACKROCK HIGH YIELD PT-INST | BHYIX | 10,223.820 | 82,710.70 78,078.17 | 8.09 7.64 | 5,091.46 424.29 | 6.16 |
| BOTTLING GROUP LLC 5% 11/15/2013 | | 50,000.000 | 52,034.50 49,301.00 | 104.07 98.60 | 2,500.00 319.44 | 4.80 |
| BROADCOM CORP 2.7% 11/01/2018 | | 25,000.000 | 26,789.25 25,938.75 | 107.16 103.76 | 675.00 112.50 | 2.52 |
| CITIGROUP INC DTD 09/16/2004 5% 09/15/2014 | | 50,000.000 | 52,604.50 48,919.30 | 105.21 97.84 | 2,500.00 736.11 | 4.75 |
| COLGATE-PALMOLIVE CO MEDIUM TERM 2.95% 11/01/2020 | | 25,000.000 | 26,813.75 26,106.75 | 107.26 104.43 | 737.50 122.92 | 2.75 |





JANUARY 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: SANFORD THE FOUN
ACCOUNT NUMBER: 1191004538

PORTFOLIO DETAIL (CONTINUED)

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---------------------------------------------------------------------------------------------------|--------|------------|-----------------------------|-----------------------------|--------------------------------------|------------------|
| FIXED INCOME | | | | | | |
| FHLMC POOL GOLD #G11074 6.5% 12/01/2015 | | 4,369.100 | 4,574.58 4,512.46 | 104.70 103.28 | 283.99 23.67 | 6.21 |
| FHLMC POOL GOLD #G12899 4.5% 01/01/2015 | | 1,845.740 | 1,963.30 1,820.37 | 106.37 98.63 | 83.06 6.92 | 4.23 |
| FHLMC GOLD PROGRAM GOLD #G18010 5.5% 09/01/2019 | | 10,153.870 | 11,021.92 10,115.76 | 108.55 99.62 | 558.46 46.54 | 5.07 |
| FHLMC GOLD PROGRAM GOLD #G18094 4.5% 01/01/2021 | | 20,917.250 | 22,327.91 20,211.27 | 106.74 96.62 | 941.28 78.44 | 4.22 |
| FHLMC POOL GOLD #C01272 6% 12/01/2031 | | 9,896.200 | 11,004.57 9,961.13 | 111.20 100.66 | 593.77 49.48 | 5.40 |
| FNMA NATIONAL MTG ASSN DUE 4.375% 10/15/2015 | | 25,000.000 | 27,758.75 23,562.07 | 111.04 94.25 | 1,093.75 230.90 | 3.94 |
| FNMA POOL #254757 DUE 5% 05/01/2013 | | 919.990 | 964.71 914.95 | 104.86 99.45 | 46.00 3.83 | 4.77 |
| FNMA POOL #255529 4.5% 11/01/2014 | | 4,149.150 | 4,464.36 4,195.82 | 107.60 101.12 | 186.71 15.56 | 4.18 |
| FNMA #256456 5.5% 09/01/2026 | | 9,582.910 | 10,460.03 9,493.03 | 109.15 99.06 | 527.06 43.92 | 5.04 |
| FNMA #256681 5% 04/01/2017 | | 9,444.190 | 10,240.81 9,373.37 | 108.44 99.25 | 472.21 39.35 | 4.61 |
| FNMA #256738 6.5% 05/01/2027 | | 20,829.660 | 23,191.74 21,376.46 | 111.34 102.63 | 1,353.93 112.83 | 5.84 |
| FEDERAL NATL MTG ASSN POOL #682454 4% 09/01/2018 | | 20,912.110 | 22,444.97 21,382.65 | 107.33 102.25 | 836.48 69.71 | 3.73 |
| FNMA POOL #725421 7% 09/01/2017 | | 14,546.630 | 15,587.30 15,137.59 | 107.15 104.06 | 1,018.26 84.86 | 6.53 |
| FNMA POOL #919074 5.5% 04/01/2037 | | 8,174.260 | 8,882.89 8,046.58 | 108.67 98.44 | 449.58 37.47 | 5.06 |
| GNMA POOL #598585 4.5% 01/15/2018 | | 19,370.950 | 20,620.39 20,218.44 | 106.45 104.38 | 871.69 72.64 | 4.23 |
| GNMA II #003292 6% 10/20/2017 | | 24,658.560 | 26,920.77 25,459.98 | 109.17 103.25 | 1,479.52 123.29 | 5.50 |
| GNMA II POOL E II #004321 15 YR GTD SINGLE FAMILY NON CALLABLE DTD 01/01/2009 4% 01/20/2024 | | 7,871.320 | 8,509.84 8,028.76 | 108.11 102.00 | 314.85 26.24 | 3.70 |
| JOHNSON & JOHNSON 2.95% 09/01/2020 | | 25,000.000 | 27,037.25 26,521.25 | 108.15 106.09 | 737.50 245.83 | 2.73 |
| LOCKPORT TWP IL PK DIST 3.35% 01/01/2014 | | 50,000.000 | 51,179.00 50,000.00 | 102.36 100.00 | 1,675.00 837.50 | 3.27 |



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STATEMENT OF ACTIVITY

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JANUARY 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: SANFORD THE FOUN
ACCOUNT NUMBER: 1191004538

PORTFOLIO DETAIL (CONTINUED)

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|------------------------------------------------------------------------------------------------------------------------------|--------|------------|----------------------------------|--------------------------|--------------------------------|---------------|
| FIXED INCOME | | | | | | |
| MESA STATE COLLEGE COLORADO HIGHER EDUCATION NON CALLABLE ST HGR ED INTERCEPT PROG DTD 04/14/2010 3.614% 05/15/2015 | | 50,000 000 | 53,106 00 50,329.50 | 106.21 100 66 | 1,807 00 230 89 | 3 40 |
| PEPSICO INC 2.75% 03/05/2022 | | 25,000 000 | 25,682 75 25,179 00 | 102 73 100.72 | 687 50 221 53 | 2 68 |
| PINCKNEY MICHIGAN SCHOOL DISTRICT REVENUE NON CALLABLE Q-SBLF DTD 05/07/2010 3 3% 05/01/2014 | | 50,000.000 | 51,536 50 50,000 00 | 103 07 100 00 | 1,650 00 275.00 | 3 20 |
| * TOTAL FIXED INCOME | | | 758,937.28 720,110.41 | | 31,084.06 5,283.47 | 4.10 |
| EQUITIES | | | | | | |
| ABBOTT LABS | ABT | 415.000 | 27,182.50 23,610 80 | 65 50 56 89 | 232.40 | 0 85 |
| ALLIANCE DATA SYSTEMS | ADS | 187 000 | 27,070.12 17,543 03 | 144.76 93 81 | | |
| ALLSTATE CORP COM | ALL | 670 000 | 26,913 90 25,494 84 | 40 17 38 05 | 589 60 | 2.19 |
| AMERIPRISE FINL INC COM | AMP | 446.000 | 27,932 98 26,429 65 | 62 63 59.26 | 802 80 | 2.87 |
| AMGEN INC | AMGN | 308.000 | 26,549.60 17,007 73 | 86 20 55 22 | 579.04 | 2 18 |
| APACHE CORP COM | APA | 346 000 | 27,161 00 27,319 77 | 78 50 78.96 | 235 28 | 0 87 |
| APPLE COMPUTER INC COM | AAPL | 49.000 | 26,076 47 16,295 47 | 532 17 332 56 | 519.40 | 1 99 |
| ASHLAND INC. | ASH | 382.000 | 30,716.62 27,243 25 | 80 41 71 32 | 343.80 | 1 12 |
| BANK OF AMERICA CORP OF AMERICA CORPORATION COMMON | BAC | 2,858.000 | 33,181 38 27,068 12 | 11 61 9 47 | 114.32 | 0 34 |
| BEAM INC-W/I | BEAM | 488 000 | 29,811.92 27,055 45 | 61 09 55 44 | 400.16 | 1.34 |
| BERKLEY W R CORP COM | WRB | 672.000 | 25,361.28 25,223 12 | 37 74 37 53 | 241 92 | 0.95 |
| BLACKROCK INC | BLK | 139 000 | 28,732 69 25,940 81 | 206 71 186 62 | 834.00 | 2 90 |
| BROADCOM CORP | BRCM | 855 000 | 28,394 55 28,168.49 | 33.21 32 95 | 342 00 | 1.20 |
| BROWN FORMAN CORP CL B | BF B | 399 000 | 25,236.75 26,426 93 | 63.25 66 23 | 405.98 | 1.61 |





JANUARY 01, 2012 TO DECEMBER 31, 2012

ACCOUNT NAME: SANFORD THE FOUN

ACCOUNT NUMBER: 1191004538

PORTFOLIO DETAIL (CONTINUED)

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|-----------------------------------------|--------|-----------|--------------------------------|--------------------------------|--------------------------------------|------------------|
| EQUITIES | | | | | | |
| CBS CORP NEW CL B | CBS | 776.000 | 29,526.80 25,394.53 | 38.05 32.72 | 372.48 93.12 | 1.26 |
| CF INDS HLDGS INC COM | CF | 133.000 | 27,020.28 21,157.61 | 203.16 159.08 | 212.80 | 0.79 |
| CVS CORP COM | CVS | 582.000 | 28,139.70 28,411.32 | 48.35 48.82 | 523.80 | 1.86 |
| CAPITAL ONE FINL CORP COM | COF | 468.000 | 27,111.24 21,347.80 | 57.93 45.61 | 93.60 | 0.35 |
| CARLISLE COMPANIES | GSL | 485.000 | 28,498.60 24,086.65 | 58.76 49.66 | 388.00 | 1.36 |
| CENTURYLINK INC | CTL | 463.000 | 18,112.56 17,646.97 | 39.12 38.11 | 1,342.70 | 7.41 |
| CHUBB CORP | CB | 346.000 | 26,060.72 18,019.13 | 75.32 52.08 | 567.44 141.86 | 2.18 |
| COMCAST | CMCSA | 735.000 | 27,459.60 16,573.92 | 37.36 22.55 | 477.75 119.44 | 1.74 |
| CORNING INC | GLW | 2,150.000 | 27,133.00 27,242.22 | 12.62 12.67 | 774.00 | 2.85 |
| DAVITA HEALTHCARE PARTNERS INC | DVA | 231.000 | 25,532.43 20,058.19 | 110.53 86.83 | | |
| DISNEY WALT CO NEW | DIS | 550.000 | 27,384.50 20,013.62 | 49.79 36.39 | 412.50 | 1.51 |
| DISCOVER FINL SVCS | DFS | 661.000 | 25,481.55 19,989.17 | 38.55 30.24 | 370.16 92.54 | 1.45 |
| DISCOVERY COMMUNICATNS NEW COM SER A | DISCA | 472.000 | 29,962.56 19,181.61 | 63.48 40.64 | | |
| DIRECTV COM | DTV | 532.000 | 26,685.12 24,830.04 | 50.16 46.67 | | |
| E M C CORP MASS COM | EMC | 1,060.000 | 26,818.00 26,523.11 | 25.30 25.02 | | |
| ENERGY CORP NEW COM | ETR | 415.000 | 26,456.25 27,225.45 | 63.75 65.60 | 1,377.80 | 5.21 |
| EQUIFAX INC | EFX | 518.000 | 28,034.16 26,598.52 | 54.12 51.35 | 372.96 | 1.33 |
| EXPEDIA INC | EXPE | 448.000 | 27,525.12 21,196.76 | 61.44 47.31 | 232.96 | 0.85 |
| FISERV INC COM | FISV | 354.000 | 27,976.62 23,641.86 | 79.03 66.78 | | |



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ACCOUNT NAME: SANFORD THE FOUN
ACCOUNT NUMBER: 1191004538

PORTFOLIO DETAIL (CONTINUED)

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|--------------------------------------------------------------------------|--------|------------|-----------------------------|-----------------------------|--------------------------------------|------------------|
| EQUITIES | | | | | | |
| FLOWERVE CORP | FLS | 193 000 | 28,332.40 24,476.84 | 146 80 126 82 | 277.92 69 48 | 0.98 |
| HANCOCK HORIZON DIVERSIFIED INTERNATIONAL FUND INSTITUTIONAL CLASS | HHDTX | 17,685.889 | 363,091 51 341,544.59 | 20 53 19 31 | 1,397.19 | 0 38 |
| HANCOCK HORIZON BURKENROAD SMALL CAP FUND | HHBUX | 5,229 079 | 217,634 27 213,868.50 | 41 62 40 90 | 2,802 79 | 1 29 |
| HOLOGIC INC | HOLX | 1,337.000 | 26,753 50 27,351 68 | 20.01 20 46 | | |
| HUBBELL INC (CL B) | HUB B | 325 000 | 27,504.75 27,435 07 | 84 63 84 42 | 585 00 | 2.13 |
| INTERNATIONAL BUSINESS MACHINES | IBM | 139 000 | 26,625 45 14,282 25 | 191 55 102 75 | 472 60 | 1 77 |
| MACY'S INC | M | 649 000 | 25,323 98 24,750 85 | 39 02 38 14 | 519 20 129 80 | 2 05 |
| MARATHON OIL CORP | MRO | 845 000 | 25,907 70 21,006 65 | 30 66 24 85 | 574 60 | 2.22 |
| MARATHON PETE CORP | MPC | 480 000 | 30,240 00 15,443 49 | 63 00 32 17 | 672 00 | 2 22 |
| MCKESSON CORP COM | MCK | 283.000 | 27,439 68 25,652.51 | 96 96 90 84 | 226 40 56.60 | 0 83 |
| MOODYS CORP-EX DIST COM | MCO | 579 000 | 29,135 28 20,998 18 | 50 32 36 27 | 463 20 | 1 59 |
| NATIONAL OILWELL VARCO INC | NOV | 369 000 | 25,221 15 13,482.85 | 68 35 36 54 | 191 88 | 0 76 |
| NEUSTAR | NSR | 694 000 | 29,099 42 24,271 42 | 41 93 34.97 | | |
| NORTHROP GRUMMAN CORP COM | NOC | 410 000 | 27,707.80 28,432 52 | 67 58 69 35 | 902 00 | 3 26 |
| PETSMART INC | PETM | 387 000 | 26,447 58 27,097 70 | 68 34 70 02 | 255.42 | 0 97 |
| RELIANCE STEEL & ALUMINUM CO | RS | 482.000 | 29,932 20 25,830 39 | 62.10 53.59 | 482.00 | 1 61 |
| RENT A CENTER | RCII | 758 000 | 26,044 88 26,125 77 | 34 36 34 47 | 636.72 159 18 | 2 44 |
| SCRIPPS NETWORKS INTERACTIVE | SNI | 441.000 | 25,542 72 23,927.69 | 57 92 54 26 | 211.68 | 0 83 |
| SEMPRA ENERGY COM | SRE | 394.000 | 27,950 36 23,310.42 | 70 94 59.16 | 945 60 236 40 | 3 88 |





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ACCOUNT NAME: SANFORD THE FOUN
ACCOUNT NUMBER: 1191004538

PORTFOLIO DETAIL (CONTINUED)

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|----------------------------------|--------|---------|--------------------------------------------|-----------------------------|--------------------------------------|------------------|
| EQUITIES | | | | | | |
| SNAP ON INC | SNA | 349.000 | 27,567.51 24,950.18 | 78.99 71.49 | 530.48 | 1.92 |
| TJX COS INC NEW COM | TJX | 614.000 | 26,084.30 6,414.83 | 42.45 10.45 | 282.44 | 1.08 |
| THERMO FISHER SCIENTIFIC INC COM | TMO | 420.000 | 26,787.60 27,229.14 | 63.78 64.83 | 252.00 63.00 | 0.94 |
| TIME WARNER CABLE INC | TWC | 288.000 | 27,990.72 26,208.23 | 97.19 91.00 | 645.12 | 2.30 |
| TORCHMARK CORP | TMK | 516.000 | 26,661.72 22,293.75 | 51.67 43.20 | 309.60 | 1.16 |
| TRAVELERS COMPANIES INC COM | TRV | 380.000 | 27,291.60 24,590.90 | 71.82 64.71 | 699.20 | 2.56 |
| TRIUMPH GROUP | TGI | 420.000 | 27,426.00 24,268.59 | 65.30 57.78 | 67.20 | 0.25 |
| US BANCORP DEL COM NEW | USB | 826.000 | 26,382.44 20,315.88 | 31.94 24.60 | 644.28 161.07 | 2.44 |
| UNION PAC CORP COM | UNP | 222.000 | 27,909.84 8,603.62 | 125.72 38.76 | 612.72 153.18 | 2.20 |
| UNITEDHEALTH COM | UNH | 502.000 | 27,228.48 21,832.40 | 54.24 43.49 | 426.70 | 1.57 |
| WABTEC CORP | WAB | 326.000 | 28,538.04 27,681.05 | 87.54 84.91 | 65.20 | 0.23 |
| WATSON PHARMACEUTICALS INC | WPI | 313.000 | 26,918.00 19,304.14 | 86.00 61.67 | | |
| WELLS FARGO & CO NEW COM | WFC | 816.000 | 27,890.89 26,607.31 | 34.18 32.61 | 718.08 | 2.57 |
| WESTERN DIGITAL CORP COM | WDC | 754.000 | 32,037.46 26,216.75 | 42.49 34.77 | 754.00 | 2.35 |
| ACCENTURE PLC | ACN | 394.000 | 26,201.00 26,272.03 | 66.50 66.68 | 638.28 | 2.44 |
| COVIDIEN PLC | COV | 464.000 | 26,791.36 25,056.93 | 57.74 54.00 | 482.56 | 1.80 |
| EVEREST RE GROUP | RE | 253.000 | 27,817.35 23,963.91 | 109.95 94.72 | 485.76 | 1.75 |
| * TOTAL EQUITIES | | | 2,414,679.50 2,101,064.95 | | 32,390.47 1,475.67 | 1.34 |
| OTHER ASSETS | | | | | | |
| ORIGINAL ACCOUNT AGREEMENT(S) | | 1.000 | 0.00 1.01 | 0.00 1.01 | | |
| * TOTAL OTHER ASSETS | | | 0.00 1.01 | | 0.00 0.00 | 0.00 |



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ACCOUNT NUMBER: 1191004538

PORTFOLIO DETAIL (CONTINUED)

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---------------------------|--------|--------|--------------------------------|--------------------------------|--------------------------------------|------------------|
| GRAND TOTAL ASSETS | | | 3,252,799.90 | | 63,617.06 | 1.96 |
| | | | 2,900,359.49 | | 6,771.02 | |

