Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2012**

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation: J.Y. SANDERS FOUNDATION R75107004

A Employer identification number: 72-6106652

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 10 S DEARBORN IL1-0117

B Telephone number (see instructions): 866- 888-5157

City or town, state, and ZIP code: CHICAGO, IL 60603

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)* ▶ $ 1,487,503.

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).)*

	Line	(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	23,836.	23,836.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,499.			
	b Gross sales price for all assets on line 6a 731,019.				
	7 Capital gain net income (from Part IV, line 2)		18,499.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	42,335.	42,335.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,566.	12,424.		4,141.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	3,387.	516.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses** Add lines 13 through 23	19,953.	12,940.		4,141.
	25 Contributions, gifts, grants paid	67,540.			67,540.
	26 **Total expenses and disbursements** Add lines 24 and 25	87,493.	12,940.		71,681.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-45,158.			
	b **Net investment income** (if negative, enter -0-)		29,395.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	9,153.	8,532.	8,532.
2	Savings and temporary cash investments	69,538.	66,215.	66,215.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	1,100,194.	961,367.	1,053,245.
c	Investments - corporate bonds (attach schedule)	254,407.	168,898.	179,835.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 2		181,991.	179,676.
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)	1,433,292.	1,387,003.	1,487,503.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	1,433,292.	1,387,003.	
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)	1,433,292.	1,387,003.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,433,292.	1,387,003.	

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	1,433,292.
2	Enter amount from Part I, line 27a	2	-45,158.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,388,134.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERENCE	5	1,131.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,387,003.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	731,019.		712,520.	18,499.
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				18,499.
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 18,499.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	74,913.	1,532,241.	0.048891
2010	68,392.	1,498,212.	0.045649
2009	83,282.	1,361,818.	0.061155
2008	90,548.	1,678,876.	0.053934
2007	67,444.	1,881,484.	0.035846

2 **Total** of line 1, column (d) . . .	2	0.245475
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	0.049095
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	1,472,642.
5 Multiply line 4 by line 3 . . .	5	72,299.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	294.
7 Add lines 5 and 6 . . .	7	72,593.
8 Enter qualifying distributions from Part XII, line 4 . . .	8	71,681.

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	588.
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	588.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	588.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	14.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	602. EFTPS✓
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ LA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ n/a

14 The books are in care of ▶ JP Morgan Chase Bank, NA Telephone no ▶ (866)888-5157

Located at ▶ 10 S DEARBORN ST., FL 21, CHICAGO, IL ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes	[X] 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	[X] No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes	[X] 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)	[X] 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? STMT. 3	[ ] 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	[X] No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes	[X] No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMorgan Chase Bank, NA 10 S Dearborn St. Fl 21, Chicago, IL 60603	trustee 2	16,566.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,393,876.
b	Average of monthly cash balances	1b	101,192.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,495,068.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,495,068.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,426.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,472,642.
6	**Minimum investment return.** Enter 5% of line 5	6	73,632.

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	73,632.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 588.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	588.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	73,044.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	73,044.
6	Deduction from distributable amount (see instructions)		6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	73,044.

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	71,681.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	71,681.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	71,681.

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				73,044.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			67,472.	
b Total for prior years 20___, 20___, 20___		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... NONE				
b From 2008 ...... NONE				
c From 2009 ...... NONE				
d From 2010 ...... NONE				
e From 2011 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 71,681.				
a Applied to 2011, but not more than line 2a			67,472.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				4,209.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				68,835.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Teach for America 315 WEST 36TH ST, 7TH New York NY 10018	NONE	PUBLIC CHA	CONTRIBUTION	10,000.
Louisiana State University Foundation BUILDING 340 E PARKER BLVD Baton Rouge LA 70	NONE	PUBLIC CHA	GRANT	7,000.
Colonial Williamsburg Foundation P.O. BOX 1776 Williamsburg VA 23187	NONE	PUBLIC CHA	CONTRIBUTION	5,000.
Assoicated Professional educators Louisiana 7907 WRENWOOD BLVD STE B Baton Rouge LA 7080				7,000.
Camp Moore Historical Association I P.O. BOX 25 Tangipahoa LA 70645	NONE	PUBLIC CHA	CONTRIBUTION	23,000.
Young-Sanders Center Foundation P.O. BOX 595 Franklin LA 70538	NONE	PRIVATE FO	GRANT; PURCHASE OF ARTIFACTS	15,540.
Total . . . . ▶ 3a				67,540.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,836.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	18,499.	
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)				42,335.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 42,335.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Anthony Ward | 06/19/2013 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	2,871.	
FOREIGN TAXES ON QUALIFIED FOR	441.	441.
FOREIGN TAXES ON NONQUALIFIED	75.	75.
TOTALS	3,387.	516.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE ASSETS	C	181,991.	179,676.
TOTALS		181,991.	179,676.

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
==

NAME:
young sanders center
ADDRESS:
P.O. Box 595
Franklin, LA 70538
GRANT DATE: 12/18/2012
GRANT AMOUNT .... 15,540.
GRANT PURPOSE:
purchase museum exhibits
AMOUNT EXPENDED BY GRANTEE .... 15,511.
ANY DIVERSION BY GRANTEE:
no
no
DATES OF REPORTS BY GRANTEE:
may 6, 2013

RECIPIENT NAME:
Jules Ellender
ADDRESS:
JPMorgan Chase Bank, 451 Florida St
BatoN Rouge, LA 70801
RECIPIENT'S PHONE NUMBER: 225-332-4443
FORM, INFORMATION AND MATERIALS:
letter stating the use of funds, charitable purposes
and IRC Section 501 c 3 letter
SUBMISSION DEADLINES:
none
RESTRICTIONS OR LIMITATIONS ON AWARDS:
none

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
J.Y. SANDERS FOUNDATION R75107004	72-6106652

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-11,409.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-11,409.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					11,931.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	17,977.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss)** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	29,908.

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			-11,409.
14	Net long-term gain or (loss)				
a	Total for year	14a			29,908.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			18,499.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: J.Y. SANDERS FOUNDATION R75107004

Employer identification number: 72-6106652

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 275.459 DODGE & INTERNATIO FUND	06/03/2011	03/07/2012	8,801.00	10,186.00	-1,385.00
1097.783 JPMORGAN ASIA EQU	VAR	04/04/2012	34,317.00	40,246.00	-5,929.00
1389.195 JPMORGAN HIGH YIE	10/27/2011	05/30/2012	10,850.00	10,961.00	-111.00
526.473 JPMORGAN INTERNATI CURRENCY	07/19/2011	06/13/2012	5,675.00	6,149.00	-474.00
2708.066 EATON VANCE FLOAT	05/15/2012	07/13/2012	29,545.00	29,653.00	-108.00
1209.523 MANNING & NAPIER	07/19/2011	07/13/2012	21,602.00	23,949.00	-2,347.00
3023. ISHARES INC MSCI JAP	VAR	09/14/2012	28,421.00	29,947.00	-1,526.00
428.429 MANNING & NAPIER F	12/16/2011	09/25/2012	3,226.00	2,755.00	471.00

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -11,409.00

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

J.Y. SANDERS FOUNDATION R75107004

Employer identification number 72-6106652

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1914.446 JPMORGAN STRATEGI OPPTYS FUND SEL	VAR	03/07/2012	22,054.00	19,237.00	2,817.00
121. SPDR TR UNIT SER 1	06/14/2010	03/07/2012	16,441.00	13,300.00	3,141.00
910.498 NUVEEN NWQ VALUE O FUND	VAR	03/16/2012	29,600.00	25,203.00	4,397.00
860.033 JPMORGAN ASIA EQUI	05/05/2009	04/04/2012	26,885.00	20,701.00	6,184.00
15000. CS BREN EAFE 05/02	04/21/2011	05/02/2012	13,419.00	14,850.00	-1,431.00
4865.044 EATON VANCE MUT F	06/17/2010	05/14/2012	43,980.00	42,131.00	1,849.00
25000. DB REN SPX 05/16/12	04/26/2011	05/16/2012	25,468.00	24,750.00	718.00
865.536 HIGHBRIDGE DYNAMIC	03/09/2011	05/30/2012	14,290.00	18,055.00	-3,765.00
440.511 JPMORGAN HIGH YIEL	03/07/2011	05/30/2012	3,440.00	3,683.00	-243.00
25000. GS CONT BUFF EQ SPX	11/24/2010	06/08/2012	26,875.00	24,688.00	2,187.00
25000. BARC CONT BUFF EQ S	05/27/2011	06/13/2012	25,685.00	24,750.00	935.00
1606.458 DREYFUS/LAUREL FD	VAR	06/13/2012	21,896.00	23,308.00	-1,412.00
522.273 HIGHBRIDGE DYNAMIC	03/09/2011	06/13/2012	8,633.00	10,895.00	-2,262.00
1451.918 JPMORGAN INTERNAT CURRENCY	03/11/2010	06/13/2012	15,652.00	15,739.00	-87.00
462.905 JPMORGAN STRATEGIC OPPTYS FUND SEL	02/18/2009	06/13/2012	5,333.00	4,643.00	690.00
944.149 JPMORGAN US REAL E	VAR	06/27/2012	16,702.00	9,047.00	7,655.00
272.227 DODGE & INTERNATIO FUND	VAR	07/13/2012	8,088.00	9,949.00	-1,861.00
2888.61 MANNING & NAPIER F	06/03/2011	07/13/2012	51,591.00	56,963.00	-5,372.00
15000. CS BREN ASIA BASKET	07/22/2011	08/08/2012	13,627.00	14,850.00	-1,223.00
15000. BARC BREN EAFE 08/	08/12/2011	08/29/2012	15,419.00	14,850.00	569.00
30000. MS CONT BUFF EQ SPX	08/12/2011	08/29/2012	35,912.00	29,700.00	6,212.00
8075.318 MANNING & NAPIER	VAR	09/25/2012	60,807.00	73,032.00	-12,225.00
15000. GS BREN EAFE 09/26	09/09/2011	09/26/2012	18,096.00	14,850.00	3,246.00
20000. HSBC CONT BUFF EQ S	09/30/2011	10/17/2012	24,000.00	19,800.00	4,200.00
15000. GS BREN EEM 11/05/1	10/19/2011	11/07/2012	17,285.00	14,850.00	2,435.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: J.Y. SANDERS FOUNDATION R75107004

Employer identification number: 72-6106652

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15000. GS BREN EAFE 11/28	11/11/2011	11/28/2012	15,473.00	14,850.00	623.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . 17,977.00

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
BNP CONT BUFF EQ SPX 08/28/13 80% CONTIN BARRIER- 7 4%CPN 15% CAP INITIAL LEVEL-08/10/12 SPX 1405 87 05567L-6P-7	103 66	20,000 000	20,731 27	19,800 00	931 27		
BNP REN SPX 07/31/13 2 XLEV- 10 25%CAP- 20 5%MAXPYMT INITIAL LEVEL-07/13/12 SPX 1356 78 05567L-6D-4	106 71	25,000 000	26,677 98	24,750 00	1,927 98		
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17 10	2,706 192	46,275 88	33,364 10	12,911 78	530 41 198 30	1 15%
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34 38	1,424 647	48,979 36	44,876 37	4,102 99	492 92	1 01%
HSBC CONT BUFF EQ SPX 6/5/13 76 5% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-5/18/12 SPX 1295 22 4042K1-N3-3	107 26	25,000 000	26,815 00	24,750 00	2,065 00		
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	913 434	21,876 74	22,470 47	(593 73)	95 91 4 91	0 44%
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10 03	6,682 316	67,023 63	60,134 29	6,889 34		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	4 000 592	88,493 10	77,165 77	11,327 33	676 10	0 76%
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10 97	6,888 698	75,569 02	71,366 91	4,202 11	929 97	1 23%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	211 000	30,048 51	29,843 21	205 30	654 73 215 61	2 18%
Total US Large Cap Equity			$452,490 49	$408,521 12	$43,969 37	$3,380.04 $418 82	0 75%
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33 84	1,175 074	39,764 50	37,232 91	2,531 59		
ISHARES RUSSELL MIDCAP VALUE INDEX FUND 464287-47-3 IWS	50 24	630 000	31,651 20	20,315 10	11,336 10	662 13	2 09%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	1,993 894	21,155 22	22,650 64	(1,495 42)	233 28	1 10%
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND 561709-83-3 TMDP X	14 87	1 297 076	19,287 52	12,179 55	7,107 97		
Total US Mid Cap Equity			$111,858 44	$92,378 20	$19,480 24	$895 41	0.80%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88 1 ARTK X	30 38	2,095 475	63,660 53	57,806 25	5,854 28		
BNP BREN EAFE 12/11/13 10%BUFFER-2 XLEV- 8 15%CAP 16 3%MAXRTRN INITIAL LEVEL-11/21/12 SX5E 2520 16 UKX 5748 10 TPX 767 01 05574L-CP-1	103 24	15,000 000	15,485 99	14,850 00	635 99		
CS BREN EAFE 09/25/13 10%BUFFER-2 XLEV- 10 25%CAP 40%MAXRTRN INITIAL LEVEL-09/07/12 SX5E 2538 60 UKX 5794 80 TPX 735 17 22546T-YZ-8	104 40	15,000 000	15,660 00	14,850 00	810 00		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	1 694 560	58,699 56	58,162 62	536 94	1,265 83	2 16%
GS BREN EAFE 06/12/13 10%BUFFER-2 XLEV 10 9%CAP 21 8%MAXRTRN INITIAL LEVEL-05/25/12 SX5E 21618 7 UKX 5388 28 TPX 722 11 38143U-V8-1	115 09	15,000 000	17,263 05	14,850 00	2,413 05		
HSBC BREN EAFE 10/23/13 10%BUFFER-2 XLEV- 8 95%CAP 17 9%MAXRTRN INITIAL LEVEL-10/05/12 SX5E 2531 21 UKX 5871 02 TPX 737 13 4042K1-6K-4	102 51	15,000 000	15 376 50	14,850 00	526 50		

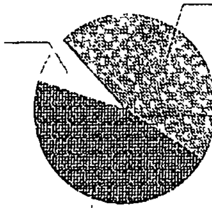
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12 86	4,944 669	63,588 44	61,215 00	2,373 44	1,567 46	2 47%
Total EAFE Equity			$249,734 07	$236,583 87	$13,150 20	$2,833 29	1 14%
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	101 74	15 000 000	15 261 15	14,812 50	448 65		
Asia ex-Japan Equity							
BARC BREN ASIA BASKET 08/21/13 10%BUFFER-2 XLEV- 7%CAP 14%MAXRTRN INITIAL LEVEL-08/03/12 ASIA BSKT 100 06741J-L4-9	108 53	15,000 000	16,279 50	14 850 00	1,429 50		
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13 07	2 489 002	32,531 26	30,465 39	2,065 87	637 18	1 96%
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15 12 ASIA BSKT 100 22546T-VD 0	112 45	15,000 000	16 867 50	14,850 00	2,017 50		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Asia ex-Japan Equity							
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 81	3,823 482	64,272 73	54,883 98	9 388 75	611 75	0 95 %
Total Asia ex-Japan Equity			$129,950 99	$115,049.37	$14,901 62	$1,248 93	0 96 %
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14 41	3 370 087	48,562 95	54,422 12	(5,859 17)	478 55	0 99 %
Global Equity							
BNP DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI 3000 541 05567L-5F-0	114 13	20 000 000	22,825 14	19,800 00	3,025 14		
HSBC DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI 3000 541 4042K1-P4-9	112 81	20 000 000	22,562 00	19,800 00	2,762 00		
Total Global Equity			$45,387 14	$39,600.00	$5,787 14	$0 00	0 00 %

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	86,188 02	84,798 05	(1,389 97)	6%
Real Estate & Infrastructure	14,198 27	12,792 10	(1,406 17)	1%
Hard Assets	85,797 02	82,085 70	(3,711 32)	6%
Total Value	$186,183 31	$179,675.85	($6,507.46)	13%

Asset Categories



Alternative Assets as a percentage of your portfolio - 13 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	2,285 761	28,640 59	28,252 00
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12 77	1 092 072	13,945 76	14,273 38

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 10	1,308 372	14,522 93	14,326 67
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	2,816 762	27,688 77	29,091 33
Total Hedge Funds			$84,798 05	$85,943 38

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	803 52	5,619 00		12,792 10	310 16	2 42%

Amounts shown above under 'Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account *and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value"* Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund s audited financial statements (which are also based on the *audited financial statements of the underlying fund*)

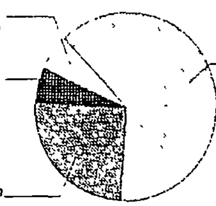
	Price	*Quantity*	Estimated *Value*	*Cost*
Hard Assets				
BARC PARTICIPATING GOLD NOTE 10 09 13 *LNKD TO GOLDLNPM* 85%BARRIER 17 50%MAXRTN 9-28 12 INITIAL STRIKE 1776 00 06741T HL-4	96 82	15,000 000	14,523 00	14,850 00

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	2 574 717	35,968 80	53,245 60
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	195 000	31,593 90	22,333 10
Total Hard Assets			$82,085 70	$90,428 70

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	112,050 78	66,215 48	(45,835 30)	4%
US Fixed Income	144,686 40	144,232 46	(453 94)	10%
Complementary Structured Strategies	20,652 20	20 775 40	123 20	1%
Foreign Exchange & Non-USD Fixed Income	14,787 46	14,826 92	39 46	1%
Total Value	**$292,176.84**	**$246,050.26**	**($46,126.58)**	**16%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 16 %

Market Value/Cost	Current Period Value
Market Value	246,050 26
Tax Cost	235,113 26
Unrealized Gain/Loss	10,937 00
Estimated Annual Income	6,615 92
Accrued Interest	472 07
Yield	2 68%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0 6 months[1]	236,473 26	97%
6-12 months[1]	9,577 00	3%
Total Value	**$246,050.26**	**100%**

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	66,215 48	26%
International Bonds	17,354 93	7%
Mutual Funds	141,704 45	59%
Complementary Structure	20,775 40	8%
Total Value	**$246,050.26**	**100%**

Note O - Bonds purchased at a discount show accretion
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	66,215 48	66,215 48	66,215 48		19 86	0 03 % [1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	1,467 03	17,354 93	14,714 28	2,640 65	613 21 60 15	3 53 %
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	2 512 66	28,468 44	28 166 92	301 52	1,806 60 141 61	6 35 %
EATON VANCE FLOATING RATE I 277911-49-1	9 12	1,067 03	9,731 30	9,240 46	490 84	432 14 35 65	4 44 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	3 860 07	31,420 94	25,076 00	6 344 94	2,011 09 200 72	6 40 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	2,610 62	28,690 76	27 724 83	965 93	365 48 33 94	1 27 %

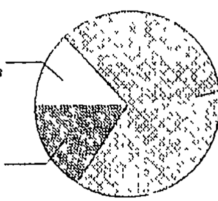
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
US Fixed Income							
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10 32	2,768 03	28,566 09	27,573 99	992 10	1,024 17	3 59%
Total US Fixed Income			**$144,232.46**	**$132,496 48**	**$11,735.98**	**$6,252.69** **$472.07**	**4.34%**
Complementary Structured Strategies							
O **DB 95% PPN FX BASKET 2/1/13** LNKED TO MXN INR CNY & RUB VS USD 1 40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93 32	12,000 00	11,198 40	11,999 41 11,850 00	(801 01)		
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95 77	10,000 00	9,577 00	10,140 68 9,850 00	(563 68)		
Total Complementary Structured Strategies			**$20,775.40**	**$22,140.09** **$21,700.00**	**($1,364 69)**	**$0.00**	**0 00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	1,315 61	14,826 92	14,261 21	565 71	343 37	2 32%

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,046,484 02	1,053,245 23	6,761 21	8,836 22	71%
Alternative Assets	186,183 31	179,675 85	(6,507 46)	3,028 16	13%
Cash & Fixed Income	292,176 84	246,050 26	(46,126 58)	6,615 92	16%
Market Value	**$1,524,844.17**	**$1,478,971 34**	**($45,872.83)**	**$18,480.30**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	9,246 78	8,531 94	(714 84)
Accruals	425 01	1,050 52	625 51
Market Value	**$9,671.79**	**$9,582.46**	**($89.33)**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**1,524,844.17**	**1,392,427.12**	**9,246.78**	**9,150 94**
Additions			57,657 14	57,657 14
Withdrawals & Fees	(58,356 67)	(65,940 07)	(68,239 81)	(78,694 28)
Net Additions/Withdrawals	**($58,356.67)**	**($65,940.07)**	**($10,582.67)**	**($21,037.14)**
Income	1,420 40	1,999 07	9,867 83	20,418 14
Change In Investment Value	11,063 44	150,485 22		
Ending Market Value	**$1,478,971.34**	**$1,478,971.34**	**$8,531.94**	**$8,531.94**
Accruals	--	--	1,050 52	1,050 52
Market Value with Accruals	**--**	**--**	**$9,582.46**	**$9,582.46**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	11,256 60	22,054 43
Interest Income	2 93	32 02
Original Issue Discount	28.70	330 76
Taxable Income	$11,288.23	$22,417.21

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	11,129 67	11,704 69
ST Realized Gain/Loss		(11,409 95)
LT Realized Gain/Loss		17,976 13
Realized Gain/Loss	**$11,129.67**	**$18,270 87**

	To-Date Value
Unrealized Gain/Loss	**$100,499 82**

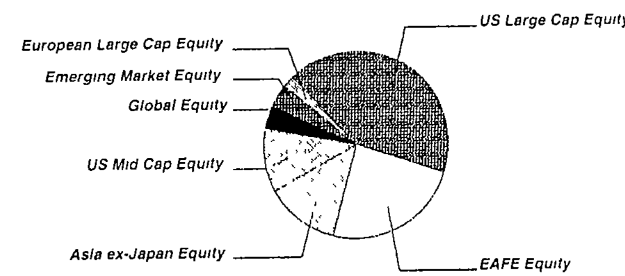
Cost Summary	Cost
Equity	961,367 18
Cash & Fixed Income	235,113 26
Total	$1,196,480 44

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	455,730 58	452,490 49	(3,240 09)	30%
US Mid Cap Equity	113,008 70	111,858 44	(1,150 26)	8%
EAFE Equity	244,349 10	249,734 07	5,384 97	17%
European Large Cap Equity	14,952 15	15,261 15	309 00	1%
Asia ex-Japan Equity	128,149 80	129,950 99	1,801 19	9%
Emerging Market Equity	45,833 18	48,562 95	2,729 77	3%
Global Equity	44,460 51	45,387 14	926 63	3%
Total Value	$1,046,484.02	$1,053,245 23	$6,761.21	71%

Market Value/Cost	Current Period Value
Market Value	1,053,245 23
Tax Cost	961,367 18
Unrealized Gain/Loss	91,878 05
Estimated Annual Income	8,836 22
Accrued Dividends	418 82
Yield	0 83%

Asset Categories



Equity as a percentage of your portfolio - 71 %