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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation THE SASCO FOUNDATION CORPORATION		A Employer identification number 45-2286657	
Number and street (or P O box number if mail is not delivered to street address) 6000 POPLAR AVENUE NO 250		B Telephone number (see instructions) (714) 870-0217	
City or town, state, and ZIP code MEMPHIS, TN 38119		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 9,028,681		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8	8		
	4 Dividends and interest from securities.	36,832	36,832		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-5,323,321			
	b Gross sales price for all assets on line 6a _____ 4,572,542				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 245,914	224,974		
	12 Total. Add lines 1 through 11	-5,040,567	261,814		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 733	0		2,519
	b Accounting fees (attach schedule)	 6,100	0		6,100
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 502	4		398
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 180,468	179,738		0
	24 Total operating and administrative expenses. Add lines 13 through 23	187,803	179,742		9,017
	25 Contributions, gifts, grants paid	377,863			427,863
	26 Total expenses and disbursements. Add lines 24 and 25	565,666	179,742		436,880
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,606,233			
	b Net investment income (if negative, enter -0-)		82,072		
	c Adjusted net income (if negative, enter -0-)				

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		
	2	Savings and temporary cash investments	11,661	715,005
	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	3,650	3,650
	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)	16,628,157	8,310,026
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,639,818	9,028,681
	17	Accounts payable and accrued expenses	2,068	4,761
	18	Grants payable	50,000	
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	52,068	4,761
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	17,355,073	17,355,073
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	-767,323	-8,331,153
	30	Total net assets or fund balances (see page 17 of the instructions)	16,587,750	9,023,920
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,639,818	9,028,681

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	16,587,750
2	Enter amount from Part I, line 27a	2	-5,606,233
3	Other increases not included in line 2 (itemize) ▶ _____	3	487,485
4	Add lines 1, 2, and 3	4	11,469,002
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,445,082
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,023,920

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a	See Additional Data Table		
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	-5,323,321
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 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	1,125,315	16,406,428	0 068590
2010	920,107	14,493,490	0 063484
2009	526,521	8,091,578	0 065070
2008	542,814	4,355,244	0 124635
2007	305,750	6,635,009	0 046081

2	Total of line 1, column (d).	2	0 367860
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 073572
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,225,680
5	Multiply line 4 by line 3.	5	605,180
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	821
7	Add lines 5 and 6.	7	606,001
8	Enter qualifying distributions from Part XII, line 4. 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	8	436,880

Part VIExcise 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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,641
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	1,641
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,641
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,000	
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	15,000
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	13,359
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 3,359	Refunded ☐	11	10,000

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
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		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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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		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?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CT			
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	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	Yes	
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? Website address  N/A	13	Yes	
14	The books are in care of  MICHAEL T WALKUP Telephone no  (714) 870-0217 Located at  2750 MOORE AVENUE FULLERTON CA ZIP +4  92833			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  			
	and enter the amount of tax-exempt interest received or accrued during the year 	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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.			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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here.  	1b	Yes	
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
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)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☒ Yes	☐ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	Yes	
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?				
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?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
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
LARRY H SMEAD	CHAIRMAN	0	0	0
6000 POPLAR AVENUE SUITE 250 MEMPHIS, TN 38119	10 00			
PRESTON SMEAD	VICE CHAIRMAN	0	0	0
6000 POPLAR AVENUE SUITE 250 MEMPHIS, TN 38119	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

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	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	0
b	Average of monthly cash balances.	1b	40,918
c	Fair market value of all other assets (see instructions).	1c	8,310,026
d	Total (add lines 1a, b, and c).	1d	8,350,944
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	0
3	Subtract line 2 from line 1d.	3	8,350,944
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	125,264
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,225,680
6	Minimum investment return. Enter 5% of line 5.	6	411,284

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	411,284
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,641
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,641
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	409,643
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	409,643
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	409,643

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	436,880
b	Program-related investments—total from Part IX-B.	1b	0
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	436,880
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	436,880
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				409,643
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				13,982
c From 2009.				171,420
d From 2010.				411,374
e From 2011.				313,812
f Total of lines 3a through e.	910,588			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 436,880				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				409,643
e Remaining amount distributed out of corpus	27,237			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	937,825			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	937,825			
10 Analysis of line 9				
a Excess from 2008. . . .				13,982
b Excess from 2009. . . .				171,420
c Excess from 2010. . . .				411,374
d Excess from 2011. . . .				313,812
e Excess from 2012. . . .				27,237

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the 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))

LARRY H SMEAD

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 Paid during the year See Additional Data Table				
Total			3a	427,863
b Approved for future payment				
Total			3b	0

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			14	8	
4	Dividends and interest from securities. . . .			14	36,832	
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.			01	245,914	
8	Gain or (loss) from sales of assets other than inventory			18	-5,323,321	
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). .		0		-5,040,567	0
13	Total. Add line 12, columns (b), (d), and (e).			13		-5,040,567

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-05-15

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 2)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00366884
	TRACY S PAGLIA	TRACY S PAGLIA			
	Firm's name ☐	MOSS ADAMS LLP		Firm's EIN ☐ 91-0189318	
		3121 W MARCH LN STE 100			
	Firm's address ☐	STOCKTON, CA 952192303		Phone no (209) 955-6100	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FOUNDATIONS 3 LLC - 80-0664881 - STCG	P		
FOUNDATIONS 4 LLC - 90-0636163 - STCG	P		
FOUNDATIONS 3 LLC - 80-0664881 - LTCG	P		
FOUNDATIONS 4 LLC - 90-0636163 - LTCG	P		
FOUNDATIONS 3 LLC - 80-0664881 - 1256 LTCG	P		
FOUNDATIONS 4 LLC - 90-0636163 - 1256 LTCG	P		
FOUNDATIONS 4A LLC - 46-1961497 - 1256 LTCG	P		
FOUNDATIONS 3 LLC - 80-0664881 - 1256 STCG	P		
FOUNDATIONS 4 LLC - 90-0636163 - 1256 STCG	P		
FOUNDATIONS 4A LLC - 46-1961497 - 1256 STCG	P		
FOUNDATIONS 3 LLC - 80-0664881 - PRECONTRIBUTION GAIN	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
519,910			519,910
		3,448,906	-3,448,906
		27,368	-27,368
		6,023,578	-6,023,578
636,532			636,532
1,787,001			1,787,001
		237,607	-237,607
424,354			424,354
1,191,334			1,191,334
		158,404	-158,404
13,411			13,411

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			519,910
			-3,448,906
			-27,368
			-6,023,578
			636,532
			1,787,001
			-237,607
			424,354
			1,191,334
			-158,404
			13,411

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>				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS,TX 75231	N/A	170(B)(1)(A) (VI)	SUPPORT THE ORANGE COUNTY HEART WALK FOR THE AMERICAN HEART ASSOCIATION, WHICH SPENDS BILLIONS OF DOLLARS ON RESEARCH, PUBLIC EDUCATION, AND ADVOCACY, SO PEOPLE CAN LIVE STRONGER, LONGER LIVES TO HELP PROTECT PEOPLE FROM HEART DISEASE AND STROKE	100,354
FRED HUCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVENUE NORTH SEATTLE,WA 98109	N/A	170(B)(1)(A) (VI)	SUPPORT THE CENTER'S LIFESAVING CANCER RESEARCH	50,000
GOLDEN STATE FOODS FOUNDATION 18301 VON KARMAN AVENUE SUITE 1100 IRVINE,CA 92612	N/A	NONOPERATING PRIVATE	MATCHING GRANT	125,000
GREENS AND STREAMS 2175 NORTH LINDEN AVENUE RIALTO,CA 92377	N/A	509(A)(2)	RAISE FUNDS FOR LOMA LINDA UNIVERSITY CHILDREN'S HOSPITAL	11,000
LAND OF THE FREE FOUNDATION 13191 CROSSROAD PKWY N 6TH FLOOR CITY OF INDUSTRY,CA 91746	N/A	509(A)(2)	SUPPORT VETERAN PROGRAMS	50,000
LOMA LINDA UNIVERSITY CHILDREN'S HOSPITAL FOUNDATION PO BOX 2000 LOMA LINDA,CA 92354	N/A	509(A)(3), TYPE (I)	SPONSORSHIP OF THE HOSPITAL'S 20TH ANNUAL FOUNDATION GALA BENEFITING THE PATIENT'S AT CHILDREN'S HOSPITAL 277 BED FACILITY MAKING A DRAMATIC DIFFERENCE IN THE LIVES OF CHILDREN	15,000
VIRGINIA MASON HOSPITAL PO BOX 1930 D1-M 1218 TERRY AVENUE SEATTLE,WA 98111	N/A	170(B)(1)(A) (III)	PARTNER IN HEALTH CARE	50,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK,NY 10004	N/A	170(B)(1)(A) (VI)	SUPPORT RESEARCH FOR A CURE FOR JUVENILE DIABETES	5,000
ST JUDE MEMORIAL FOUNDATION 1440 N HARBOR BLVD SUITE 200 FULLERTON,CA 92835	N/A	170(B)(1)(A) (III)	SPONSORSHIP OF THE HOSPITAL'S 36TH ANNUAL GOLF TOURNAMENT SUPPOUTING THE TRANSFORMATION OF STROKE CARE AT ST JUDE MEDICAL CENTER	10,000
CALIFORNIA STATE UNIVERSITY NORTHRIDGE FOUNDATION 18111 NORDHOFF STREET NORTHRIDGE,CA 91330	N/A	170(B)(1)(A) (IV)	SUPPORT OF THE CAL STATE UNIVERSITY AT NORTHRIDGE CONSTRUCTION MANAGEMENT GOLF TOURNAMENT TO BENEFIT THE CONSTRUCTION MANAGEMENT PROGRAM AT CSUN SPONSORSHIPS SUPPORT A CM SCHOLARSHIP FUND	5,500
BOY SCOUTS OF AMERICA 142450 UTRILLO DRIVE IRVINE,CA 82606	N/A	170(B)(1)(A) (VI)	SUPPORT BOY SCOUTS	5,000
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E 17TH STREET SANTA ANA,CA 92705	N/A	170(B)(1)(A) (VI)	CHRISTMAS GIFTS	1,009
Total  3a				427,863

TY 2012 Accounting Fees Schedule

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,100	0		6,100

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
GOLDEN STATE FOODS FOUNDATION	18301 VON KARMAN AVENUE SUITE 1100 IRVINE, CA 92612	2013-05-16	125,000	MATCHING CONTRIBUTION FOR THE 2013 STARS & STRIPES FISHING GOLF AND MUSIC FESTIVAL TO BENEFIT CHILDREN'S CHARITIES INCLUDING BIG BROTHERS BIG SISTERS OF ORANGE COUNTY, ORANGEWOOD CHILDREN'S FOUNDATION BOY SCOUTS OF AMERICA AND MIRACLES FOR KIDS AND OTHER ORGANIZATIONS THAT ARE DEDICATED TO IMPROVING THE LIVES OF CHILDREN AND FAMILIES IN NEED	125,000	NONE	11/04/13		N/A

TY 2012 Investments - Other Schedule

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FOUNDATIONS 4A LLC	FMV	899,496	899,496
FOUNDATIONS 4 LLC	FMV	7,410,530	7,410,530

TY 2012 Legal Fees Schedule

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	733	0		2,519

TY 2012 Other Decreases Schedule

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Description	Amount
DISTRIBUTION OF STOCK IN LIQUIDATION OF LLC INTEREST	2,445,082

TY 2012 Other Expenses Schedule**Name:** THE SASCO FOUNDATION CORPORATION**EIN:** 45-2286657

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INTEREST EXPENSE	526	526		0
FOUNDATIONS 3 LLC - 80-0664881 - FEES	112,594	112,594		0
FOUNDATIONS 4A LLC - 46-1961497 - FEES	3,056	3,056		0
PROFESSIONAL FEES	63,509	63,509		0
FOUNDATIONS 3 LLC - 80-0664881 - OTHER DEDUCTIONS	53	53		0
INSURANCE	730	0		0

TY 2012 Other Income Schedule

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FOUNDATIONS 4A LLC - 46-1961497 - INCENTIVE FEES	224,974	224,974	224,974
REIMBURSEMENT	20,940	0	20,940

TY 2012 Other Increases Schedule

Name: THE SASCO FOUNDATION CORPORATION

EIN: 45-2286657

Description	Amount
UNREALIZED GAINS	487,485

TY 2012 Taxes Schedule**Name:** THE SASCO FOUNDATION CORPORATION**EIN:** 45-2286657

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES AND LICENSES	498	0		398
FOREIGN TAX	4	4		0

TY 2012**TransfersFrmControlledEntities****Name:** THE SASCO FOUNDATION CORPORATION**EIN:** 45-2286657

Name	US / Foreign Address	EIN	Description	Amount
FOUNDATIONS 3 LLC	2750 MOORE AVENUE FULLERTON, CA 92833	80-0664881	DISTRIBUTIONS FROM THIS LLC DURING THE YEAR OF \$18,604,985	18,604,985
FOUNDATIONS 4 LLC	2750 MOORE AVENUE FULLERTON, CA 92833	90-0636163	DISTRIBUTIONS FROM THIS LLC OF \$2,008,877, CAPITAL CONTRIBUTED TO THIS LLC OF \$18,403,277	16,529,583
FOUNDATIONS 4A LLC	2750 MOORE AVENUE FULLERTON, CA 92833	46-1961497	CAPITAL CONTRIBUTED TO THIS LLC OF \$1,871,082, DISTRIBUTIONS FROM THIS LLC OF \$914,958	956,124
Total				

TY 2012**TransfersToControlledEntities****Name:** THE SASCO FOUNDATION CORPORATION**EIN:** 45-2286657

Name	US / Foreign Address	EIN	Description	Amount
THE HARTWELL FOUNDATION CORPORATION	6000 POPLAR AVENUE SUITE 250 MEMPHIS, TN 38119	06-1468749	THERE WERE NO TRANSFERS TO/FROM THIS ENTITY DURING THE TAX YEAR	0
Total				