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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.

2009

OMB No 1545-0052

For	calen	dar year 2009, or tax year beginning		, and ending		
G (	Check	all that apply: Initial return	Initial return of a fo	rmer public charity	Fınal retui	rn
		Amended return	Address chan	ge	Name change	
Us	the	Name of foundation			A Employer identification	on number
	label.					
Otl	nerwi			tion	57-097065	6
	print	1	elivered to street address)	Room/si	D reiephone number	
	r type	TOZ DOGIEVALA			(864)222-	0804
	Spec	only of town, state, and zir code			C If exemption application is	
		Anderson, SC 29621			D 1 Foreign organization	ns, check here
H_(	Check	type of organization: X Section 501(c)(3) ex			2 Foreign organizations n check here and attach of	computation
			Other taxable private founda	ition	E If private foundation st	tatus was terminated
I F	air ma	rket value of all assets at end of year   J   Accounting	•	Accrual	under section 507(b)(	1)(A), check here
			her (specify)		F If the foundation is in a	a 60-month termination
_	-\$	2047168. (Part I, colu	mn (d) must be on cash l	pasis)	under section 507(b)(	1)(B), check here
P	art l	The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investmer		(d) Disbursements for charitable purposes
		necessarily equal the amounts in column (a) )	expenses per books	income	income	(cash basis only)
	1	Contributions, gifts, grants, etc., received			N/A	-
<u> </u>	2	Check X if the foundation is not required to attach Sch. B				
2007 o 2	3	Interest on savings and temporary cash investments				
<b>&gt;</b>	4	Dividends and interest from securities	16089.	1608	39.	Statement 1
N	5a	Gross rents				
7	b	Net rental income or (loss)	400556			
¥ e	6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	498576.			
, ē	_b	assets on line 6a		40055	7.6	
Revenue	7 Capital gain net income (from Part IV, line 2)			49857	/6.	
; ;	8	Net short-term capital gain				
5	9	Income modifications Gross sales less returns				
	Ι.					
	1	Less Cost of goods sold Gross profit or (loss)		<del></del>		
	1	Other income				
	12	Total. Add lines 1 through 11	514665.	51466	55.	
	13	Compensation of officers, directors, trustees, etc	11925.	894		2981.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				*
Ses	16a	Legal fees				
ens	b	Accounting fees				
Ä	C	Other professional fees				
Š	17	Interest	23448.	1758	36.	5862.
Administrative Expenses	18	Taxes DEOFINED				
ist	19	Depreciation and depleted CEIVED				
Ē	20					
¥	21	Travel, con eterces, MAYree In 0 2010				
and	22	Occupancy 8 Travel, conferences, and the plications				
Ē	23					
rati	24	Total operating and Grain Strains UT	1			
Operating		expenses Add lines 13 through 23	35373.	2653	30.	8843.
Ü	25	Contributions, gifts, grants paid	236975.			236975.
	26	Total expenses and disbursements.				
	<del> </del>	Add lines 24 and 25	272348.	2653	30.	245818.
	1	Subtract line 26 from line 12:	040045			
	Ι.	Excess of revenue over expenses and disbursements	242317.	40011	<u> </u>	
	1	Net investment income (if negative, enter -0-)		48813		
	<u>. c</u>	Adjusted net income (if negative, enter -0-)	<u> </u>		N/A	

(2009)

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

For	m 99	0-PF(2009) The Callie and John Ra			0970656 Page 2
P	art	Balance Sheets   Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	
_		<u> </u>	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	410882.		
	2	Savings and temporary cash investments  Accounts receivable ►	410002.		
	٦	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			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts ▶			
ţ	8	Inventories for sale or use			
Assets		Prepaid expenses and deferred charges			
⋖	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 2	167397.	2079227.	2047168.
	C	Investments - corporate bonds			····
	11	Investments - land, buildings, and equipment basis	_		
		Less accumulated depreciation			
	1.	Investments - mortgage loans			
	13	Investments - other	<u> </u>		
	14	Land, buildings, and equipment: basis			
	4.	Less accumulated depreciation			
	15	Other assets (describe ►	·		
	16	Total assets (to be completed by all filers)	578279.	2079227.	2047168.
		Accounts payable and accrued expenses	370273.	20132210	20 = 7 1 0 0 •
	18	Grants payable			
s	19	Deferred revenue			
Liabilities	1	Loans from officers, directors, trustees, and other disqualified persons			
abil	1	Mortgages and other notes payable			
Ë		Other liabilities (describe > Margin Balance	0.	1258631.	
		· · · · ·	1		
	23	Total liabilities (add lines 17 through 22)	0.	1258631.	
		Foundations that follow SFAS 117, check here			
"		and complete lines 24 through 26 and lines 30 and 31.			
Š	24	Unrestricted			
alan	25	Temporarily restricted			
Ä	26	Permanently restricted			
Ĕ		Foundations that do not follow SFAS 117, check here	1		
P.F	1	and complete lines 27 through 31.		5504004	
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	5731306.	5731306.	
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
¥,	29	Retained earnings, accumulated income, endowment, or other funds	-5153027.	<u>-4910710.</u>	
ž	30	Total net assets or fund balances	578279.	820596.	
	24	Total liabilities and not assets found belonger	578279.	2079227.	
_		Total liabilities and net assets/fund balances		20132210	
P	art	III Analysis of Changes in Net Assets or Fund	Balances		
<del>-</del>	Tota	net assets or fund balances at beginning of year - Part II, column (a), li	ne 30		
•		st agree with end-of-year figure reported on prior year's return)		1	578279.
2		r amount from Part I, line 27a		2	242317.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3	-	4	820596.
		eases not included in line 2 (itemize)		5	0.
<u>6</u>	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II	, column (b), line 30	6	820596.
					Form <b>990-PF</b> (2009)

Part IV	Capital Gains a	nd Losses for Tax on Ir	<u>rvestment</u>	Income					
		e the kind(s) of property sold (e.g. house; or common stock, 200 sh			( <b>b</b> )  -	łow acqu - Purcha - Donatio	se on (c	) Date acquired (mo., day, yr )	(d) Date sold (mo., day, yr.)
1a <u> </u>					<u> </u>			_	
<u>ь S</u>	<u>ee Attached</u>	<u>Statements</u>							
<u> </u>	<del></del>				-				
<u>d</u>								<del> </del>	
e			T		Ь.,				
(e)	Gross sales price	(f) Depreciation allowed (or allowable)	, , , , ,	t or other basis xpense of sale				(h) Gain or (lo (e) plus (f) min	
a									
<u>b</u>									
<u> </u>			· · · · · · · · · · · · · · · · · · ·						
<u>d</u>	2554225			205605	- 4				400555
<u>e</u>	3554827.		15 - 6 1 - 1	305625	1.				498576.
Compl	ete only for assets snowing	gain in column (h) and owned by	1					ains (Col. (h) g (), but not less	
(i) F.I	M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any			l	osses (from co	ol. (h))
_a			<u></u>						
			ļ <u>.</u>						
C		· · · · · · · · · · · · · · · · · · ·	<u> </u>						
d									
<u>e</u>					$\longrightarrow$	-			498576.
2 Capital (	gain net income or (net capi	tal loss) { If gain, also ente	r ın Part I, line )- ın Part I, line	7 7	}	2			498576.
3 Natchn	rt-term canital nain or (loss)	) as defined in sections 1222(5) ai							
	also enter in Part I, line 8, co		iiu (0).		)				
	, enter -0- in Part I, line 8				ľ	3		N/	/A
Part V	Qualification Un	der Section 4940(e) for	Reduced	Tax on Net	l Inv	estme	ent Inco	me	
` '	al use by domestic private f 940(d)(2) applies, leave this	oundations subject to the section	4940(a) tax on	net investment ir	ncome	e.)			
		on 4942 tax on the distributable an	noust of pour	or in the been no	riod?				Yes X No
		y under section 4940(e). Do not co		•	nour				[165 [_X] NO
		ch column for each year; see instr			es				
Littoria	_ (a)	<del></del>	40110110 001010	making any one					(d) stribution ratio
Calendar	Base periód years year (or tax year beginning	Adjusted qualifying dis	stributions	Net value of no	(c) onchai	ritable-us	e assets	Dis	stribútión ratio divided by col. (c))
<u> </u>	2008		37790.				1170.	(00:: (0)	.125076
	2007		10741.				8108.		.082665
	2006		07409.				0661.		.135260
	2005		31659.				2888.		.208290
	2003		64316.				9885.		.083179
	2004		7013101			10,	<del></del>		
2 Total of	line 1, column (d)							2	.634470
	, ,	year base period - divide the total	on line 2 hv 5	or by the number	r of ve	ars			
-	idation has been in existenc	•	on mio 2 by 0,	or by the named	,	u. 0		3	.126894
1110 1001	idation has been in existenc	oc ii icaa tilaii a yeara						<u> </u>	
4 Enter th	e net value of noncharitable	-use assets for 2009 from Part X,	line 5					4	813840.
5 Multiply	line 4 by line 3							5	103271.
6 Enter 1º	% of net investment income	(1% of Part I, line 27b)						6	4881.
7 Add line	es 5 and 6							7	108152.
8 Enter a	ualifying distributions from l	Part XII line 4						8	245818.
If line 8	is equal to or greater than I	rait XII, line 4 ine 7, check the box in Part VI, line	e 1b, and comp	olete that part usin	ng a 1	% tax rat	e.	<u> </u>	225020
See the	Part VI instructions.								

The Callie and John Rainey Foundation

57-0970656

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_			<u> 1970</u>			age 4
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49	948 -	see ir	ıstru	ction	ıs)
1a	Exempt operating foundations described in section 4940(d)(2), check here \( \bigs \) and enter "N/A" on line 1.	- 1				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)	1				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%	1			48	<u>81.</u>
	of Part I, line 27b					
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			48	<u>81.</u>
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			48	<u>81.</u>
6	Credits/Payments:					
a	2009 estimated tax payments and 2008 overpayment credited to 2009 6a 893.					
b	Exempt foreign organizations - tax withheld at source 6b					
C	Tax paid with application for extension of time to file (Form 8868)	}				
d	Backup withholding erroneously withheld 6d	l				
7	Total credits and payments. Add lines 6a through 6d	7			8	93.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8				5.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			39	93.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
	Enter the amount of line 10 to be: Credited to 2010 estimated tax	11				
	rt VII-A Statements Regarding Activities					
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın			Yes	No
	any political campaign?		Ì	1a		X
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	dor	ĺ			
	distributed by the foundation in connection with the activities.	. 0,				
	Did the foundation file Form 1120-POL for this year?		ľ	1c		Х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		ł			- 21
u	(1) On the foundation. > \$ 0. (2) On foundation managers. > \$					
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					
E	managers. > \$		]			
9	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		Х
2	If "Yes," attach a detailed description of the activities					
•						
J	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			•		х
4.	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	NT.	/ 3	4a		
- 0	If "Yes," has it filed a tax return on Form 990-T for this year?	14	/A	4b		X
Э	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		
•	If "Yes," attach the statement required by General Instruction T.					
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		_	1	7.7
	remain in the governing instrument?			6		X
7	Did the foundation have at least \$5,000 in assets at any time during the year?			_ 7	Х	
	If "Yes," complete Part II, col. (c), and Part XV					
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		:			
	SC					
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	<u></u>
9	Is the foundation claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(5)$ for cale	ndar				_
	year 2009 or the taxable year beginning in 2009 (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		<u>X</u>

Part VII-8   Statements Regarding Activities (continued)  11		990-PF (2009) The Callie and John Rainey Foundation 57-097	0656	Page <b>5</b>
section 512(b)(13)? If "res," attach schedulic (see instructions)  2 oft the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?  3 Did the foundation acquire and direct or indirect interest in any applicable insurance contract before August 17, 2008?  3 Did the foundation acquire and direct or indirect interest in any applicable insurance contract before August 17, 2008?  4 Did to foundation open by with the public inspection requirements for its annual returns and exemption application?  5 Did to Section 497(a)(1) noneempt charitable trusts filing Form 990-PF in few of Form 1041 - Check here and self the amount of fax-exempts interest treavents or accused during the year  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  5 During the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lend movely, to or otherwise setted credit to (or accept in from) a disqualified person?  (3) Furnats poods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remitives the expenses of, a disqualified person?  (5) Trasfer any access or acsets to a disqualified person (or make any of either available for the benefit or use of a disqualified person) in the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay morney 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 disqualified person?  (7) Furnation and company or a unrent notice regarding disaster assistance (see page 20 of the instructions)?  (8) Hay any service relying on a current notice regarding disaster assistance force has period of the service of the service of		rt VII-A Statements Regarding Activities (continued)	-rr	<del></del>
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  14 The books are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  15 The books are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  16 The books are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  17 The books are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  18 The books are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  18 The books are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  19 The post are in ora of ■ John S Rainey Telephone no. ▶ (864) 222-0804  19 Telephone no. ▶ (864) 222-0804  10 Telephone no. ▶	11		11	x
August 17, 2008?  12	12			
13   X			12	l x
Website address ▶	13	• •		
14. The books are in care of ▶ John S Rainey Located at ▶ 402 Boulevard, Anderson, SC 15. Section 4947(3)(1) nonexempt charitable trusts fling Form 990-PF in lieu of Form 1041 - Check here and enter the amount of far-exempt interest received or accrued during the year  Part VII-B   Statements Regarding Activities for VMisch Form 4720 May Be Required  File Form 4720 If any item is checked in the "Yes" column, unless an exception applies.  1a During the year of the foundation (either directly or indirectly):  1b Borrow money from, lend money to, or otherwise extend credit to (or accept if from) a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept if from) a disqualified person or yes X No  (3) Furnish goeds, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation (i. or pay or reimburse the expenses of, a disqualified person?  (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 (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the breath of the available for the breath of the available for the breath of the available for the service of t				<del></del>
Located at № 402 Boulevard, Anderson, SC    Section 4947(a)(1) nonexempt interist received or accused during the year	14		222-	-0804
15 Section 4947(a)(1) nonexempt charitable truits thing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  Part VIII-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.  1 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?  (2) Birrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or, pay or reimburs the expenses of, a disqualified person?  (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) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the boundation of government service, if termination of overnment service, if termination of diversity of a post of the acts tail to qualify under the exceptions described in Regulations section 53.4941(d) or in a current notice reparding disaster assistance (see page 20 of the instructions)?  Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected bother the first day of the tax year beginning in 2009?  It was a f				
Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 If any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (either directly or indirectly);  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.)  b) If any answer is 'Yes' to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.44(10)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?  7) Ves X No  1b If any answer is Yes' to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 344(10)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?  8) Transfer and or the vary and 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 2009?  1c Taxes on falture to distribute income (section 4942) (does not apply) for years the foundation was a private operating foundation defined in section 4942(a)(3) or 4942(a)(5):  a After end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?  1f Yes, is the years  A title the provisions of section 49	15			ightharpoonup
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a 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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or make any) of either available for the benefit or use of a disqualified person (or was a provent or any or the acts tail to qualify under the exceptions described in Regulations section 53.491(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?  N/A  1 b			N	'A
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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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (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.)  b If any answer is Yes' to Ta(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(p)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?  Organizations relying on a current notice regarding disaster assistance (see page 20 of the instructions)?  To Just the foundation engage in a prior year in any of the acts disscribed in Ta, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?  Takes 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 49			1	Yes No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (6) Agree to pay money or property to a government official? (Exception, Check *No if the foundation agreed to make agrint to or to employ the official for a period affer termination of government service, if terminating within 90 days.)  b If any answer is *Yes* to 1a(1)-(6), did any of the accts fail to qualify under the exceptions described in Regulations section 53-441(0)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?  Corganizations relying on a current notice regarding disaster assistance check here  e Did the foundation engage in a prior year in any of the acts discribed in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?  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(i)(3) or 4942(i)(5)):  a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?  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.)  b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to in	1a			
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defined in section 4942(j)(3) or 4942(j)(5)):  a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?  If "Yes," list the years \[ \] , , , , , , , , , , , , , , , , , ,	2		1 1	
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before 2009?  If "Yes," list the years   Defore 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.)  Color if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Deform any in the year?  Deform any in the year 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 2009)  N/A  Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  All 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 2009?  N/A  Brown and the year is the year is the year any amount in a manner that would jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	а			
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. <b>b</b>	•			
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.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			1	
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.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	h			
statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			2b	
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  b If "Yes," did it have excess business holdings in 2009 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 2009)  10	c			
during the year?  b If "Yes," did it have excess business holdings in 2009 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 2009)  N/A  Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  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 2009?  Ves X No  Yes X No  Ab X	Ĭ	•		
during the year?  b If "Yes," did it have excess business holdings in 2009 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 2009)  N/A  Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  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 2009?  Ves X No  Yes X No  Ab X	3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		
b If "Yes," did it have excess business holdings in 2009 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 2009)  10				
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 2009)  N/A  Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  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 2009?  4b  X	b			-
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 2009)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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 2009?  4b X	-	···		
Form 4720, to determine if the foundation had excess business holdings in 2009)  N/A  Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  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 2009?  N/A  4a  X  X				
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 2009?  4b X			3ь	1
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 2009?  4b X	4 a		1	X
had not been removed from jeopardy before the first day of the tax year beginning in 2009?  4b X			- <del></del> -	
	•		46	X

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Part VII-B Statements Regarding Activities for Which	i Form 4/20 May be i	Required (contin	nued)		<del> </del>
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (sect			es X No		į
(2) Influence the outcome of any specific public election (see section 4955)	; or to carry on, directly or indir		्या ।		
* any voter registration drive?	0		es X No		
(3) Provide a grant to an individual for travel, study, or other similar purpos		Y6	es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization of the charitable of the control of the charitable of t	tion described in section	<b></b> ,	(T.)		
509(a)(1), (2), or (3), or section 4940(d)(2)?			es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literal	ry, or educational purposes, or		( <del>.</del>		
the prevention of cruelty to children or animals?			es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify u		in Regulations	NT / N	.	
section 53.4945 or in a current notice regarding disaster assistance (see insi	•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		. —	┌─ ". │		
expenditure responsibility for the grant?		1/A ∟ Ye	es L No		
If "Yes," attach the statement required by Regulations section 53 49	• •				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	to pay premiums on		[ <del>V</del> ] ,		
a personal benefit contract?		Y6	es X No	<b>CL</b>	37
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a	a personal benefit contract?			6b	<u>X</u> _
If "Yes" to 6b, file Form 8870.	. b. b			+	
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y6	es X No		
b If yes, did the foundation receive any proceeds or have any net income attrib		nogoro Highli		7b	
Part VIII Paid Employees, and Contractors	stees, roundation wit	magers, nigni	У		
1 List all officers, directors, trustees, foundation managers and the	ir compensation.				<del></del>
		(c) Compensation	(d) Contributions to	(e)	Expense
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	acco	Expense ount, other lowances
John S Rainey	<del></del>	istee	Compensation		
402 Boulevard		5000			
Anderson, SC 29621	5.00	9175.	0.		0.
Nancy R Crowley	Trustee	71730	<u> </u>		
4 Cateswood Drive					
Spartanburg, SC 29621	0.50	750.	0.		0.
Mary R Belser	Trustee	7300			
2512 Wheat Street					
Columbia, SC 29205	0.50	1000.	0.		0.
Robert M Rainey	Trustee				
1602 N Boulevard					
Anderson, SC 29621	0.50	1000.	0.		0.
2 Compensation of five highest-paid employees (other than those i				•	
(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	acci	Expense ount, other lowances
NONE	CONSIGNION POSITION		oo iii panadaan	1	
NONE	$\dashv$				
-					<del></del>
	1	1			
	_			}	
				1	
	7				
	<del></del>	<del>                                     </del>	<del>                                     </del>		
	₹				
Total number of other employees paid over \$50,000		<u></u>			0

Form 990-PF (2009) The Callie and John Rainey Foundat		970656 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	n Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "N	ONE."	
(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		<del> </del>
$ List the foundation's four largest direct charitable activities during the tax year. Include {\tt relevant}\ statistical$	information such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers produce	d, etc.	
1 <u>N/A</u>		
2		
3		
·		
· · · · · · · · · · · · · · · · · · ·		
Part IX-B   Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines	1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total Add lines 1 through 3		0

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P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations,	see instructions )
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		<del></del>
a	Average monthly fair market value of securities	1a	729804.
ь	Average of monthly cash balances	1b	96429.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	826233.
_	Reduction claimed for blockage or other factors reported on lines 1a and		020200
_	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	826233.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12393.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	813840.
6	Minimum investment return Enter 5% of line 5	6	40692.
	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	40692.
2a	Tax on investment income for 2009 from Part VI, line 5		<del></del>
b	Income tax for 2009. (This does not include the tax from Part VI.)	1	
C	Add lines 2a and 2b	2c	4881.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35811.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35811.
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	35811.
	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		245010
_	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	245818.
þ	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	245010
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	245818.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	_	1001
^	income. Enter 1% of Part I, line 27b	5	4881.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	240937.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years.	qualifies for	the section

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI,				-
line 7				35811.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
<b>b</b> Total for prior years:				
,		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 152907.				
<b>b</b> From 2005 717713.				
c From 2006 385686.				
d From 2007 245499.				
e From 2008 145109.				
f Total of lines 3a through e	1646914.			
4 Qualifying distributions for 2009 from				
Part XII, line 4: ▶\$ 245818.				
a Applied to 2008, 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		<del></del>		
(Election required - see instructions)	0.			
d Applied to 2009 distributable amount				35811.
e Remaining amount distributed out of corpus	210007.			33011.
	210007.			0.
5 Excess distributions carryover applied to 2009 (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	1856921.			
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 2008. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2010	}			0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004				
not applied on line 5 or line 7	152907.			
9 Excess distributions carryover to 2010.				
Subtract lines 7 and 8 from line 6a	1704014.			
10 Analysis of line 9:			,	_
a Excess from 2005 717713.				
b Excess from 2006 385686.				
c Excess from 2007 245499.	İ			
d Excess from 2008 145109.				
e Excess from 2009 210007.				
<u> </u>			·	

Form 990-PF (2009) The Cal Part XIV Private Operating F	lie and Joh	n Rainey Fo	undation A question 9)	57-09 N/A	70656 Page 10
1 a If the foundation has received a ruling of	· · · · · · · · · · · · · · · · · · ·		74, question 5)	N/A	<del></del>
foundation, and the ruling is effective fo		•			
b Check box to indicate whether the found	•	J	n section	4942(J)(3) or 49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	ig louridation described i	Prior 3 years	1 4342(])(3) 01	1
income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
investment return from Part X for	(4) 2000	(5) 2000	(0) 2001	(4)	(0) (0)
each year listed <b>b</b> 85% of line 2a					<u> </u>
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					<del>-</del>
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon;					
<ul><li>a "Assets" alternative test - enter;</li><li>(1) Value of all assets</li></ul>					
(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:				<del></del>	
• •					
(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 Info			if the foundatior	n had \$5,000 or m	ore in assets
Information Regarding Foundation     a List any managers of the foundation which is a second se	o have contributed more		ributions received by the	e foundation before the clo	se of any tax
year (but only if they have contributed r	nore man \$5,000). (See s	ection 507(a)(2).)			
None		11	,		
b List any managers of the foundation wh other entity) of which the foundation ha			(or an equally large porti	on of the ownership of a p	artnership or
None					
	only makes contributions (	to preselected charitable	organizations and does i	not accept unsolicited requ	
the foundation makes gifts, grants, etc.	<del></del>			omplete items 2a, b, c, and	10.
a The name, address, and telephone num John S Rainey, 864 2	22-0804		addressed:		
402 Boulevard, Ander					<del></del>
b The form in which applications should be Letter	e submitted and informat	tion and materials they st	nould include;		
c Any submission deadlines:				<u> </u>	<del></del>
September 10		<u> </u>			
d Any restrictions or limitations on award	s, such as by geographica	al areas, charitable fields,	kinds of institutions, or	other factors:	
None					

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## Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	business income	Exclud	ed by section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code	Amount	- Iditation income
a	-		-		
b			┼		
c			+		
d	-		<del>  </del>		
e	-		+		
<u> </u>			+		
g Fees and contracts from government agencies			+		
2 Membership dues and assessments		· · · · · · · · · · · · · · · · · · ·	+		
3 Interest on savings and temporary cash					
investments			14	1.6000	
4 Dividends and interest from securities			14	16089.	
5 Net rental income or (loss) from real estate:			<del>  </del>		
a Debt-financed property	-	<del></del>	-	-	<del></del>
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					498576.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a	_				
b					
С	1 1				
d	1 1				
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		16089.	498576.
13 Total. Add line 12, columns (b), (d), and (e)				13	<u>514665.</u>
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities	to the Accor	nplishment of E	xempt	Purposes	
Line No. Explain below how each activity for which income the foundation's exempt purposes (other that	n by providing fund	ds for such purposes).		uted importantly to the accomp	lishment of
8 Stock is held in account	int to pr	oduce incom	ne.		
					-
		<del> </del>			
				<u></u>	
				· = .,,.	

The Callie and John Rainey Foundation 57-0970656 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No 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) (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (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) Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (c) Name of noncharitable exempt organization (a) Line no (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements N/A 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? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 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, (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledre of officer or tru Preparer's identifying number Preparer's Paid Preparer's Use Only self-employed ► X signature

EIN ▶

Phone no.

ohn S.

402 Boulevard

Anderson, SC 29621

Firm's name (or yours

address, and ZIP code

if self-employed),

Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) a - 50 1a Put BAC Jan P |12/04/08|01/14/09 BAC Jan 09 14 50 P 12/08/08|01/12/09 b Pùt æ c Put BAC Feb 09 @ 11 50 P 01/12/09|01/30/09 12.50 d Put BAC Feb 09 @ 100 P 01/05/09|01/30/09 e Call IBM Jan 09 @ 110 -10 P 10/29/08|01/21/09 f Put JPM Jan 09 @ 25 -P 12/10/08|01/15/09 g Put JPM Jan 09 a 27.50 -12/08/0801/14/09 P h Call MKX Jan 09 @ 16 -P 12/03/0801/21/09 Put MKX Jan 09 @ 15 50 11/12/0801/16/09 Р 12/08/08/01/21/09 | Put MKX Jan 09 æ 14 50 P 12.500 09 @ 100 P 01/30/0902/20/09 k Put BAC May | Put JPM Feb 09 @ 22 50 P 01/14/0902/20/09 m Put JPM Feb 09 æ 28 50 P 01/05/0902/18/09 n Call MS Feb 09 @ 23 50 P 01/28/0902/24/09 o Put MKX Feb 09 @ 16 100 P 01/05/0902/24/09 (h) Gain or (loss) (f) Depreciation allowed (g) Cost or other basis (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 4642. -90. 4732. a -4473. 5527. 10000. b 4932. 22389. -17457. C -50968. 8572. 59540. d 1170. 1170. е 5726. 1863. 3863. -7389. 8159. 15548. g 5230. 5230. h 21760. 2197. 19563. 7146. 7146. 94953. 60544. -34409. 8655. 10663. -2008. 31846. -22744. 9102. m 3789. 3789. n 11047. 11047. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any -90. а -4473. b -17457. C -50968. d 1170. е 3863. \_7389. g 5230. h 19563. -1 7146. -34409. k -2008. -22744. m 3789. п 11047. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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).

If (loss), enter "-0-" in Part I, line 8

Continuation for 990-PF, Part IV 57-0970656 Page 2 of 8

	describe the kind(s) of property solerick warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Put MKX Feb 09	@ 16 - 50		P	01/22/09	02/24/09
	@ 18 - 50			01/09/09	
	<u>0 10 50</u> @ 19 - 50			01/28/09	
	<u>0 25 50</u> @ 21 - 100			02/04/09	
e Call AXP Apr 0				10/29/08	
f Call BAC Mar 0			P	03/12/09	
g Put BAC Mar 09			P	02/25/09	
h Call MS Mar 09	@ 25 - 100		P	02/25/09	
Call MS Mar 09			P	02/24/09	
	<u>@ 18 - 100</u>		P	02/24/09	
k Put WFC Mar 09			P	02/26/09	
Call AXP Apr 0			P	10/29/08	
m Call BAC Apr 0			P		04/15/09
n Call BAC Apr 0	•	-	P	04/13/09	
o Call BAC Apr 0			P	04/13/09	
	(f) Depreciation allowed	(g) Cost or other basis		Gain or (loss)	
(e) Gross sales price	(or allowable)	plus expense of sale		lus (f) minus (g)	
a 8556.					8556.
b 7960.					7960.
c 4602.					4602.
d 15017.		27852.			<u>-12835.</u>
e 758.		37.			721.
f 4362.		3064.			1298.
g 6180.					<u>6180.</u>
h 9558.					9558.
<u>ı 6470.</u>					6470.
10054.					10054.
k 5129.					5129.
1 758.		2007			758.
m 3693.		8897.			-5204.
n 4267.					4267.
o 6656.	as some a solvery (b) and support by	the foundation on 12/01/00			6656.
Complete only for assets snown	ng gain in column (h) and owned by	<del></del>		ises (from col. (h)) of col. (h) gain ovei	col (k)
(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		ot less than "-0-")	001. (17),
2	000112/01/00	5101 COL (),, 11 Zily			8556.
<u>a</u> b					7960.
C					4602.
d					-12835.
e		-			721.
<u> </u>					1298.
9					6180.
h					9558.
1	-		•		6470.
1					10054.
k					5129.
					758.
m					-5204.
n				_	4267.
0					665 <u>6.</u>
	e If nam also enter	n Part Lline 7			
2 Capital gain net income or (net ca	apital loss) {   If gain, also enter for the lift (loss), enter for the lift (loss), enter for the lift (loss), enter for the lift (loss).	)-" in Part I, line 7	2	<del></del>	
	ss) as defined in sections 1222(5) an	nd (6):			
If gain, also enter in Part I, line 8,		<b>}</b>			
If (loss), enter "-0-" in Part I, line	0		3	·	

57-0970656 Page Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 03/25/0904/20/09 1a Put BAC Apr 09 @ - 100 P b Put BAC Apr 09 @ 7 - 100 P 03/27/09|04/20/09 01/21/0904/20/09 c Call IBM Apr 09 @ 105 -Ρ d Call MS Apr 09 @ 30 - 150 P 03/24/09|04/20/09 e Put MS Apr 09 @ 19 - 100 P 02/20/09|04/20/09 f Call BAC May 09 @ 11 - 100Ρ 04/15/09|05/07/09 g Call BAC May 09 @ 11 - 300 P 04/21/0905/07/09 h Call BAC Jun 09 @ 12 - 400 P 05/07/0905/19/09 Put BAC May 09 @ 10 -50 P |01/30/09|05/18/09 Call MS May 09 @ 27 - 150 <u>|04/21/09||05/18/09</u> Ρ k Put MS May 09 @ 23 04/21/0905/18/09 P | Put MS May 09 @ 23 P 04/22/09|05/18/09 m Call WF May 09 @ 25 - 100 P 05/04/09|05/18/09 n Put BAC Aug 09 @ 14 -400 P 05/19/0906/17/09 o Call IBM Jun 09 @ 110 - 10 P 05/01/09|06/22/09 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 6754 6754. a 6849. b 6849. 992. 992. C 12163. <u>12163.</u> d 35693. 35693. е 27662. -17552. 10110. 9720. 82987. -73267. g 109113 52957. 56156. h 19722. 19722. -1 18081. 18081. 8070. k 8070. 8009 8009. 9558. 9558. m 55921. 39227. 16694. n 1713. 1713. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 6754. а 6849. b 992<u>.</u> C 12163. d 35693. е -17552. -73267. g 56156. h 19722. 18081. 8070. k 8009. 9558. m 16694. n 1713. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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).

If (loss), enter "-0-" in Part I, line 8

57-0970656 Page

Capital Gains and Losses for Tax on Investment Income (b) How acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold P - Purchase D - Donation 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 27.50 - 5002/18/09|06/22/09 1a Put JPM Jun 09 P 09 32.50 - 100P |05/08/09|06/22/09 b Put JPM Jun ø 09 33 - 100P 06/08/09|06/22/09 c Call MS Jun æ P 05/18/09|06/22/09 31 150 d Call MS Jun 09 æ e Call WFC Jun 09 @ 27 100 P 06/01/0906/22/09 30 P 05/18/09|06/22/09 f Call WFC Jun 09 <sub>@</sub> 100 P 07/09/09|07/16/09 BAC Jul 09 @ 13 400 g Call P 06/30/0907/20/09 14 BAC Jul 09 @ 30 h Call 06/17/09|07/09/09 16\_\_ 400 P | Call BAC Nov 09 @ 07/06/09|07/20/09 Put JPM Jul 09 æ 31 - 90P k Call MS Jul 09 æ 30 - 250P 06/30/09|07/20/09 | Call WFC Jul 09 @ 26 - 200 P 06/30/09|07/20/09 22 P 07/06/09|07/20/09 09 - 100 @ m Put WFC Jul @ 19 - 530 P 08/06/0908/24/09 n Call BAC Feb 10 - 530 P 07/29/09|08/03/09 o Call BAC Aug 09 @ 14 (f) Depreciation allowed (h) Gain or (loss) (g) Cost or other basis (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 42136. 42136. a 10649. b 10649. 4880. 4880. C 8571. 8571. d 8571. 8571. е 7232. 7232. 19524. -9041. 10483. g 1053. 1053. h 9641. 30102. 39743. 7710. 7710. 12228. 12228. k 7614. 7614. 7614. 7614 m 120154. -31389. 88765. n 78816. -61373. 17443. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 42136. a 10649. b 4880. C 8571. d 8571. е 7232. -9041. 9 1053. h 9641. 7710. 12228. k 7614. -7614. m -31389. n -61373. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 2 Capital gain net income or (net capital loss) 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). If (loss), enter "-0-" in Part I, line 8

57-0970656

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) 1a Call BAC Aug 09 @ 15 - 530 P 08/03/09|08/06/09 b Call MS Aug 09 @ 30 - 250 P 07/20/09|08/24/09 c Put WFC Aug 09 @ 24 - 50 P 07/27/0908/24/09 31 d Put AMX Sep 09 @ - 48 P 08/25/09|09/21/09 e Call JPM Sep 09 @ 45 - 30 P 08/26/09|09/21/09 f Put JPM Sep 09 @ 39 - 90 P 08/03/09|09/21/09 G Call MS Sep 09 @ 31 - 250P 08/28/0909/18/09 h Call AMX Oct 09 @ 36 - 60 P 09/08/09|10/19/09 Put AMX Oct 09 @ 32.50 - 50 P 09/21/09|10/19/09 Call BAC Oct 09 @ 19 - 700 P 08/24/0910/19/09 k Call KO Oct 09 @ 55 - 50 P 09/18/09|10/19/09 | Call GEW Oct 09 @ 18 - 100 P 09/18/09|10/19/09 m Call JPM Oct 09 e. 47 - 30 P 09/21/0910/19/09 n Put JPM Oct 09 @ 42 - 70 P 09/21/0910/19/09 o Call MS Oct 09 @ 33 - 250 P 09/18/09|10/19/09 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) -69303. 38300. 107603. a 19719. 19719. b 5576. 5576. С 3643. 3643. d 2746. 2746. е 14850. 14850. 11847. -2526. 14373. 9 5414. 5414. h 5030. 5030. 53546. 53546. 3549. 3549. k 3788. 3788. 1 2086. 2086. m 6330. 6330. n 17193. 17193. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any -69303. a 19719. b С 5576. 3643. d 2746. е 14850. -2526. g 5414. h 5030. 53546. 3549. 3788. 1 2086. m 6330. n 17193. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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). If (loss), enter "-0-" in Part I, line 8

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) 1a Call MS Nov 09 @ 35 - 250 10/19/0910/23/09 11/12/0911/23/09 b Put ABZ Nov 09 @ 39 - 100 P c Call BAC Nov 09 @ 15 - 538 P 10/26/0911/13/09 d Call BAC Nov 09 @ 16 - 162 P 10/26/0911/20/09 e Call JPM Nov 09 @ 48 - 30 P 10/19/09|11/23/09 MS Nov 09 @ 34 - 300 11/05/0911/23/09 f Call P 36 MS Nov 09 @ p 10/23/0911/05/09 g Call WFC Nov @ 31 h Call 50 P 10/12/09|11/23/09 ı Call WFC Nov @ 32 P 10/12/09|11/23/09 Call BAC Dec 09 @ 16 -200 P 12/01/0912/21/09 k Put BAC Dec 09 @ 16 - 200 12/04/0912/18/09 P | Call JPM Dec 09 @ 44 - 30 P 11/23/0912/21/09 m Call MS Dec 09 @ 34 - 300 P 11/23/0912/02/09 - 300 12/02/0912/21/09 n Call MS Dec 09 @ 31 P o Call WFC Dec 09 @ 39 - 101 P 11/23/0912/21/09 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) (e) plus (f) minus (g) plus expense of sale 17911. -21948. 39859. а 5340. 5340. b 60057. 58482. 1575. С 10248 1950. 8298. d 2344 2344. 6 12019. 12019. 27522. 3168 24354. g 4028. 4028. h 4732. 4732. 8188. 8188. 7040 21639 k -14599. 1 3245 3245. 21262. 3134. 18128. m 22621. 22621. n 7304. 7304. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any -21948. a 5340. þ 1575. C d 8298. 2344. е 12019. f g 24354. h 4028. 4732. 8188. -14599. k 1 3245. m 18128. n 22621. 0 7304. { If gain, also enter in Part I, line 7 If (loss), enter \*-0-\* in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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). If (loss), enter "-0-" in Part I, line 8

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Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold, e.g., real estate. (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo, day, yr.) 1a Bank of America Corp 8.2% - 2000 01/05/09|01/23/09 12/03/0802/20/09 b Morgan Stanley - 5000 P c Morgan Stanley - 5000 01/23/0902/20/09 P P 10/17/0804/17/09 d American Express - 1000 e Wells Fargo - 139 P 06/18/0805/15/09 P f Wells Fargo - 9861 05/04/0905/15/09 g Wells Fargo - 10139 P 05/04/0908/21/09 h Wells Fargo - 9861 P |05/18/09|08/21/09 10/15/0810/16/09 IBM - 500P 1 IBM - 500P 10/17/08|10/16/09 09/08/0911/20/09 k American Express -6000 P 03/12/0911/02/09 | Bank of America - 1000 P m Bank of America - 4000 P 04/13/0911/02/09 04/13/0911/02/09 n Bank of America - 26000 P o Bank of America - 3000 P 06/12/0911/02/09 (h) Gain or (loss) (f) Depreciation allowed (g) Cost or other basis (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale -20632. 24553 45185. a 17327. 85220. 67893. b 25087. 2598. 27685. С 15468. 32642. -17174. ď -21796. 3274. 25070. 232257. 207777. 24480. 45168. 279988. 234820. g 272311. 260336. 11975. h 4869. 56197. 51328. 56197. 51328. 4869. 227220. 200399. 26821. k 148782. 58019. 90763. 1 41402. 59513. 18111. 380619. 281791. 98828. n 2603. 43552. 40949 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (i) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any -20632. а 17327. b C 2598. -17174. d -21796. е 24480. 45168. g h 11975. 4869. 4869. 26821. 90763. 1 18111. m 98828. n 2603. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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). If (loss), enter "-0-" in Part I, line 8

- with and co	SSCS IOI TAX OII III COMMON III COM	•			
(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	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo., day, yr.)
1a Bank of Americ			P	07/29/09	
b Bank of Americ			P	09/21/09	
c Bank of Americ			P	09/22/09	
d Nationsbank Se			P	337 == 7.33	
e					
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(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)		
144328.		138306.			6022.
100217.		121595.			-21378.
<u>142296.</u>		177106.			-34810.
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	ng gain in column (h) and owned by	y the foundation on 12/31/69	(1) L os	sses (from col. (h))	i
(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	Gains (excess	of col. (h) gain ove not less than "-0-")	r col. (k),
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2 Capital gain net income or (net ca	apıtal loss) {   If gain, also enter	er in Part I, line 7 -0-" in Part I, line 7	2		498576.
Net short-term capital gain or (lo if gain, also enter in Part I, line 8, if (loss) enter "-0-" in Part I, line		and (6):		N/A	
n clossi enter "-u-" in Part i line	n	1 1	34 1 1	[N / Δ	

Form 990-PF	Dividends	and	Interest	from	Securities	Statement	
Source			Gross Amo	unt	Capital Gains Dividends	Column (A) Amount	)
Morgan Stanley Sm	ith Barney	_	16	089.	0.	1608	89
Total to Fm 990-P	F, Part I, ln	4 =	16	089.	0.	1608	89
Form 990-PF		Co	rporate St	ock		Statement	-
						Fair Market	<b>-</b>
Description					Book Value	Value	_
Description  Calls & Puts - SB American Express IBM Corp Morgan Stanley Wells Fargo Bank of America Citigroup Coca Cola General Electric JP Morgan					Book Value  -66890. 0. 0. 817102. 302054. 326239. 135006. 268205. 166261. 131250.		44 0 0 0 52 0 0 0 0 0

	and Contributions During the Year	State	ement 3
Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Anderson Free Clinic 414 North Fant Street Anderson, SC 29621	None Community/Healthcare		11275.
AnMed Health Foundation 100 AnMed Foundation Drive Anderson, SC 29621	None Community/Healthcare		20000.
Cooperative Ministry 3000 S Beltline Blvd Columbia, SC 29201	None Community		9000.
Palmetto Health Foundation-Children's Hospital 1600 Marion Str, PO Box 247 Columbia, SC 29202	None Community/Healthcare		20000.
Foothills Community Foundation-St Lukes Clinic 907 N Main Street Anderson, SC 29621	None Community/Healthcare		50000.
McCallie School 500 Dodds Avenue Chatanooga, TN 37404	None Community/Educational		60000.
South Carolina ETV Endowment 401 E. Kennedy Street, Suite B-1 Spartanburg, SC 29302	None Community/Educational		25000.
Upstate Forever 119 Manly Street Greenville, SC 29601	None Community		7500.

· The Callie and John Rainey Foundation		57-0970656
Arts Partnersip of Greater Spartanburg 200 East St Johns Street Spartanburg, SC 29306	None Community/Arts	2500.
Charles Lea Center Foundation 195 Burdette Street Spartanburg, SC 29307	None Community/Educational	4000.
Converse College 580 E Main Street Spartanburg, SC 29301	None Educational/Arts	1000.
HALTER PO Box 1403 Spartanburg, SC 29304	None Community	23000.
Spartanburg County Foundation 424 E Kennedy Street Spartanburg, SC 29302	None Community	2200.
Spartanburg Historical Society PO Box 887 Spartanburg, SC 29304	None Community	1500.
Total to Form 990-PF, Part XV, li	ne 3a	236975.