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Form 990

## Return of Organization Exempt From Income Tax

2009

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

► The organization may have to use a copy of this return to satisfy state reporting requirements

## A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable	C Name of organization UPSTATE FOREVER		D Employer identification number 57-1070433
<input type="checkbox"/> Address change	Doing Business As		E Telephone number (864) 250-0500
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) PO BOX 2308		G Gross receipts \$ 1,348,648
<input type="checkbox"/> Initial return	Room/suite		
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4 GREENVILLE, SC 29602		
<input type="checkbox"/> Amended return	F Name and address of principal officer BRAD WYCHE 21 PINCKNEY ST GREENVILLE, SC 29601		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)

I Tax-exempt status  501(c) ( 3 ) ► (insert no)  4947(a)(1) or  527

J Website: ► WWW UPSTATEFOVER.ORG

K Form of organization  Corporation  Trust  Association  Other ► L Year of formation 1998 M State of legal domicile SC

## Part I Summary

1 Briefly describe the organization's mission or most significant activities PROMOTES SENSIBLE GROWTH AND THE PROTECTION OF SPECIAL PLACES IN THE UPSTATE REGION OF SOUTH CAROLINA		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3	18
4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4	18
5 Total number of employees (Part V, line 2a) . . . . .	5	26
6 Total number of volunteers (estimate if necessary) . . . . .	6	130
7a Total gross unrelated business revenue from Part VIII, column (C), line 12 . . . . .	7a	0
b Net unrelated business taxable income from Form 990-T, line 34 . . . . .	7b	

8 Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g) . . . . .	3,793,446	1,208,394
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .		0
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	62,119	25,010
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	46,710	89,288
	3,902,275	1,322,692

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	979,986	0
14 Benefits paid to or for members (Part IX, column (A), line 4) . . . . .		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	776,991	771,606
16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 101,585		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) . . . . .	775,128	505,476
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,532,105	1,277,082
19 Revenue less expenses Subtract line 18 from line 12 . . . . .	1,370,170	45,610

20 Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26) . . . . .	50,391,169	2,359,715
22 Net assets or fund balances Subtract line 21 from line 20 . . . . .	343,786	316,843
	50,047,383	2,042,872

## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge		
***** Signature of officer BRAD WYCHE EXECUTIVE DIRECTOR Type or print name and title	2010-09-27 Date	

Paid Preparer's Use Only	Preparer's signature ► FRANCIS H HORTON III CPA	Date 2010-11-09	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► GREENE FINNEY & HORTON LLP 107-A HILLCREST AVENUE SIMPSONVILLE, SC 29681		EIN ►	
			Phone no ► (864) 962-1040	

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

### **Part III Statement of Program Service Accomplishments**

**1 Briefly describe the organization's mission**

## PROMOTES SENSIBLE GROWTH AND THE PROTECTION OF SPECIAL PLACES IN THE UPSTATE REGION OF SOUTH CAROLINA

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses  
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses \$ 572,572 including grants of \$ ) (Revenue \$ 485,931 )  
CLEAR AIR AND WATER PROTECTING AND IMPROVING THE UPSTATE'S AIR AND WATER QUALITY THROUGH STUDIES, POLICY RECOMMENDATIONS, DRAFTING ORDINANCES, CONFERENCES, NEWSLETTERS, FIELD TRIPS, ETC

**4b** (Code ) (Expenses \$ 234,323 including grants of \$ ) (Revenue \$ 169,131  
LAND TRUST EXPENSES PROTECTING THE UPSTATE'S IMPORTANT LANDS AND RESOURCES THROUGH PROMOTION, RECEIPT, AND ENFORCEMENT OF CONSERVATION EASEMENTS

**4c** (Code ) (Expenses \$ 259,857 including grants of \$ ) (Revenue \$ 150,772 )  
SUSTAINABLE COMMUNITIES PROMOTING ECONOMICALLY, SOCIALLY AND ENVIRONMENTALLY SOUND GROWTH IN THE UPSTATE THROUGH STUDIES, POLICY RECOMENDATIONS, DRAFTING ORDINANCES, CONFERENCES, NEWSLETTERS, FIELD TRIPS, ETC

**4d Other program services (Describe in Schedule O.) See also Additional Data for Description**

(Expenses \$ 51,066 including grants of \$ ) (Revenue \$ 160

**4e Total program service expenses** \$ 1,117,818

**Part IV Checklist of Required Schedules**

**1** Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

**2** Is the organization required to complete Schedule B, Schedule of Contributors?

**3** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

**4** **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

**5** **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III

**6** Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

**7** Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

**8** Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

**9** Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

**10** Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

**11** Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.
 

- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.
- Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.
- Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.
- Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.

**12** Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

**12A** Was the organization included in consolidated, independent audited financial statements for the tax year?  Yes  No
 

- If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional

**13** Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

**14a** Did the organization maintain an office, employees, or agents outside of the United States? 

- Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I

**15** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II

**16** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III

**17** Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

**18** Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

**19** Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

**20** Did the organization operate one or more hospitals? If "Yes," complete Schedule H

	Yes	No
<b>1</b>	Yes	
<b>2</b>	Yes	
<b>3</b>		No
<b>4</b>	Yes	
<b>5</b>		
<b>6</b>		No
<b>7</b>	Yes	
<b>8</b>		No
<b>9</b>		No
<b>10</b>	Yes	
<b>11</b>	Yes	
<b>12</b>	Yes	
<b>13</b>		No
<b>14a</b>		No
<b>14b</b>		No
<b>15</b>		No
<b>16</b>		No
<b>17</b>		No
<b>18</b>	Yes	
<b>19</b>		No
<b>20</b>		No

**Part IV Checklist of Required Schedules (continued)**

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
a	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O			

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	<b>1a</b> 1	
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0	
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b> Yes	
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	<b>2a</b> 26	
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	<b>2b</b> Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	<b>3a</b> No	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	<b>3b</b> No	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b> No	
<b>4b</b>	If "Yes," enter the name of the foreign country ► See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	<b>4b</b> No	
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b> No	
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b> No	
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	<b>5c</b> No	
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	<b>6a</b> No	
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b> No	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	<b>7d</b> No	
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7a</b> Yes	
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b> Yes	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b> No	
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b> No	
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b> No	
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b> No	
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b> No	
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	<b>7h</b> No	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b> No	
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>	<b>9a</b> No	
<b>9b</b>	Did the organization make any taxable distributions under section 4966?	<b>9b</b> No	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter	<b>10a</b> No	
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b> No	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter	<b>11a</b> No	
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>11b</b> No	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b> No	
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b> No	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

### Section A. Governing Body and Management

		Yes	No
<b>1a</b> Enter the number of voting members of the governing body . . .	<b>1a</b>	18	
<b>b</b> Enter the number of voting members that are independent . . .	<b>1b</b>	18	
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	<b>2</b>		No
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	<b>3</b>		No
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .	<b>4</b>		No
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .	<b>5</b>		No
<b>6</b> Does the organization have members or stockholders? . . . . .	<b>6</b>	Yes	
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	<b>7a</b>	Yes	
<b>b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	<b>7b</b>	Yes	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
<b>a</b> The governing body? . . . . .	<b>8a</b>	Yes	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .	<b>8b</b>	Yes	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	<b>9</b>		No

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b> Does the organization have local chapters, branches, or affiliates? . . . . .	<b>10a</b>		No
<b>b</b> If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .	<b>10b</b>		
<b>11</b> Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	<b>11</b>	Yes	
<b>11A</b> Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .			
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	<b>12a</b>	Yes	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	<b>12b</b>		No
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	<b>12c</b>	Yes	
<b>13</b> Does the organization have a written whistleblower policy? . . . . .	<b>13</b>	Yes	
<b>14</b> Does the organization have a written document retention and destruction policy? . . . . .	<b>14</b>	Yes	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
<b>a</b> The organization's CEO, Executive Director, or top management official . . . . .	<b>15a</b>	Yes	
<b>b</b> Other officers or key employees of the organization . . . . .	<b>15b</b>	Yes	
If "Yes" to line a or b, describe the process in Schedule O (See instructions )			
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>		No
<b>b</b> If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	<b>16b</b>		

### Section C. Disclosure

**17** List the States with which a copy of this Form 990 is required to be filed ►SC

**18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply  
 Own website  Another's website  Upon request

**19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►  
 BRADFORD WYCHE  
 507 PETTIGRU STREET  
 GREENVILLE, SC 29601  
 (864) 250-0500

## **Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any current or former officer, director, trustee or key employee.

<b>1b Total</b>	65,423	
-----------------	--------	--

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

	<b>Yes</b>	<b>No</b>
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	<b>3</b>	No
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	<b>4</b>	No
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	<b>5</b>	No

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

<b>(A)</b> Name and business address	<b>(B)</b> Description of services	<b>(C)</b> Compensation
CLEMSON UNIVERSITY CLEMSON UNIVERSITY CLEMSON, SC 29634	CONSULTING	182,351
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization <b>1</b>		

**Part VIII Statement of Revenue**

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514														
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>																	
	<b>b</b> Membership dues . . . . .	<b>1b</b> 134,932																	
	<b>c</b> Fundraising events . . . . .	<b>1c</b>																	
	<b>d</b> Related organizations . . . . .	<b>1d</b>																	
	<b>e</b> Government grants (contributions)	<b>1e</b> 290,212																	
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 783,250																	
	<b>g</b> Noncash contributions included in lines 1a-1f \$ _____																		
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . . ►	1,208,394																	
<b>Program Service Revenue</b>	<b>Business Code</b>																		
			<b>2a</b> _____																
			<b>b</b> _____																
			<b>c</b> _____																
			<b>d</b> _____																
			<b>e</b> _____																
			<b>f</b> All other program service revenue																
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . . ►																		
<b>Other Revenue</b>	<table border="1"> <tr> <td colspan="2"></td> </tr> </table>																		
<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . . ►	25,010			25,010															
<b>4</b> Income from investment of tax-exempt bond proceeds . . . ►																			
<b>5</b> Royalties . . . . . ►																			
<b>6a</b> Gross Rents	(I) Real	(II) Personal																	
<b>b</b> Less rental expenses																			
<b>c</b> Rental income or (loss)																			
<b>d</b> Net rental income or (loss) . . . . . ►																			
<b>7a</b> Gross amount from sales of assets other than inventory	(I) Securities	(II) Other																	
<b>b</b> Less cost or other basis and sales expenses																			
<b>c</b> Gain or (loss)																			
<b>d</b> Net gain or (loss) . . . . . ►																			
<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .																			
<b>a</b> 48,475																			
<b>b</b> Less direct expenses . . . . .	<b>b</b> 25,956																		
<b>c</b> Net income or (loss) from fundraising events . . . . . ►		22,519	22,519																
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .																			
<b>a</b>																			
<b>b</b> Less direct expenses . . . . .	<b>b</b>																		
<b>c</b> Net income or (loss) from gaming activities . . . . . ►																			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .																			
<b>a</b>																			
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>																		
<b>c</b> Net income or (loss) from sales of inventory . . . . . ►																			
<b>Miscellaneous Revenue</b>		<b>Business Code</b>																	
<b>11a</b> CONSULTING FEES			63,503		63,503														
<b>b</b> OTHER			1,768		1,768														
<b>c</b> OTHER			1,498		1,498														
<b>d</b> All other revenue . . . . .																			
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . . ►		66,769																	
<b>12</b> <b>Total revenue.</b> See Instructions . . . . . ►		1,322,692	22,519		91,779														

**Part IX Statement of Functional Expenses****Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees . . . . .	65,423	55,153	4,778	5,492
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .				
7 Other salaries and wages	619,508	522,261	45,247	52,000
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	11,871	10,060	843	968
9 Other employee benefits . . . . .	22,419	18,999	1,591	1,829
10 Payroll taxes . . . . .	52,385	44,162	3,826	4,397
11 Fees for services (non-employees)				
a Management . . . . .				
b Legal . . . . .				
c Accounting . . . . .	9,150		9,150	
d Lobbying . . . . .				
e Professional fundraising See Part IV, line 17 . . . . .				
f Investment management fees . . . . .				
g Other . . . . .				
12 Advertising and promotion . . . . .				
13 Office expenses . . . . .				
14 Information technology . . . . .				
15 Royalties . . . . .				
16 Occupancy . . . . .	15,150	15,150		
17 Travel . . . . .	24,304	23,682	299	323
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
19 Conferences, conventions, and meetings . . . . .	8,542	7,197	1,273	72
20 Interest . . . . .	7,015		7,015	
21 Payments to affiliates . . . . .				
22 Depreciation, depletion, and amortization . . . . .	28,879		28,879	
23 Insurance . . . . .	10,723	90	10,633	
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
a CONSULTANTS	243,628	238,675	66	4,887
b MISC EXPENSES	46,834	28,482		18,352
c PRINTING	42,362	32,420	2,159	7,783
d POSTAGE, SUPPLIES & COPY	37,026	12,149	21,155	3,722
e TELECOMMUNICATIONS	20,675	8,563	11,422	690
f All other expenses	11,188	100,775	-90,657	1,070
<b>25 Total functional expenses.</b> Add lines 1 through 24f	1,277,082	1,117,818	57,679	101,585
<b>26 Joint costs.</b> Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
<b>Assets</b>			
<b>1</b>	Cash—non-interest-bearing . . . . .	502,402	<b>1</b> 394,314
<b>2</b>	Savings and temporary cash investments . . . . .	441,964	<b>2</b> 511,137
<b>3</b>	Pledges and grants receivable, net . . . . .	3	
<b>4</b>	Accounts receivable, net . . . . .	327,313	<b>4</b> 365,781
<b>5</b>	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .	5	
<b>6</b>	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .	6	
<b>7</b>	Notes and loans receivable, net . . . . .	7	
<b>8</b>	Inventories for sale or use . . . . .	8	
<b>9</b>	Prepaid expenses and deferred charges . . . . .	5,537	<b>9</b> 5,887
<b>10a</b>	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b>	894,495
<b>b</b>	Less accumulated depreciation . . . . .	<b>10b</b>	71,344
		844,350	<b>10c</b> 823,151
<b>11</b>	Investments—publicly traded securities . . . . .	11	
<b>12</b>	Investments—other securities See Part IV, line 11 . . . . .	12	
<b>13</b>	Investments—program-related See Part IV, line 11 . . . . .	149,000	<b>13</b> 213,838
<b>14</b>	Intangible assets . . . . .	14	
<b>15</b>	Other assets See Part IV, line 11 . . . . .	48,120,603	<b>15</b> 45,607
<b>16</b>	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	50,391,169	<b>16</b> 2,359,715
<b>Liabilities</b>			
<b>17</b>	Accounts payable and accrued expenses . . . . .	115,660	<b>17</b> 227,198
<b>18</b>	Grants payable . . . . .	18	
<b>19</b>	Deferred revenue . . . . .	30,310	<b>19</b> 10,039
<b>20</b>	Tax-exempt bond liabilities . . . . .	20	
<b>21</b>	Escrow or custodial account liability Complete Part IV of Schedule D . . . . .	21	
<b>22</b>	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .	22	
<b>23</b>	Secured mortgages and notes payable to unrelated third parties . . . . .	197,816	<b>23</b> 79,606
<b>24</b>	Unsecured notes and loans payable to unrelated third parties . . . . .	24	
<b>25</b>	Other liabilities Complete Part X of Schedule D . . . . .	25	
<b>26</b>	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .	343,786	<b>26</b> 316,843
<b>Net Assets or Fund Balances</b>			
	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
<b>27</b>	Unrestricted net assets . . . . .	961,848	<b>27</b> 1,030,564
<b>28</b>	Temporarily restricted net assets . . . . .	446,650	<b>28</b> 440,101
<b>29</b>	Permanently restricted net assets . . . . .	48,638,885	<b>29</b> 572,207
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
<b>30</b>	Capital stock or trust principal, or current funds . . . . .	30	
<b>31</b>	Paid-in or capital surplus, or land, building or equipment fund . . . . .	31	
<b>32</b>	Retained earnings, endowment, accumulated income, or other funds . . . . .	32	
<b>33</b>	Total net assets or fund balances . . . . .	50,047,383	<b>33</b> 2,042,872
<b>34</b>	Total liabilities and net assets/fund balances . . . . .	50,391,169	<b>34</b> 2,359,715

**Part XI Financial Statements and Reporting**

**1** Accounting method used to prepare the Form 990       Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

**2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .

**b** Were the organization's financial statements audited by an independent accountant? . . . . .

**c** If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . . . .

**d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both  
 Separate basis       Consolidated basis       Both consolidated and separated basis

**3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .

**b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . . . .

	Yes	No
<b>2a</b>		No
<b>2b</b>	Yes	
<b>2c</b>	Yes	
<b>3a</b>		No
<b>3b</b>		

2009

Open to Public  
Inspection**SCHEDULE A**  
(Form 990 or 990EZ)**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury  
Internal Revenue Service  
Name of the organization  
UPSTATE FOREVER

Employer identification number

57-1070433

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.

2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III)

10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e  **a**  Type I      **b**  Type II      **c**  Type III - Functionally integrated      **d**  Type III - Other

f  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

g  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

h  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

i Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,719,665	1,927,858	881,351	2,228,706	1,208,395	7,965,975
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	1,719,665	1,927,858	881,351	2,228,706	1,208,395	7,965,975
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public Support.</b> Subtract line 5 from line 4						7,965,975

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	1,719,665	68,267	881,351	2,228,706	1,208,395	7,965,975
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	23,698	68,267	95,822	62,119	25,010	274,916
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets		243,032	54,158	17,688	66,769	381,647
11 <b>Total support</b> (Add lines 7 through 10)						8,622,538
12 Gross receipts from related activities, etc (See instructions)					12	82,301
13 <b>First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						►

**Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	92 390 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	85 630 %
16a <b>33 1/3% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
b <b>33 1/3% support test—2008.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
17a <b>10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
b <b>10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
18 <b>Private Foundation</b> If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		►

**Part III Support Schedule for Organizations Described in IRC 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12 )						
<b>14 First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2008 Schedule A, Part III, line 15	16

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18
<b>19a 33 1/3% support tests—2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>b 33 1/3% support tests—2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>20 Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

**Part IV** **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

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## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 57-1070433  
**Name:** UPSTATE FOREVER

### Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

#### 4d. Other program services

(Code	(Expenses \$	51,066 including grants of \$	) (Revenue \$	160 )
EDUCATION AND ADVOCACY				

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Office	Key employee	Highest compensated employee			
THOMAS KESTER TREASURER	X						0	0	0
KRIS YON BOARD	X						0	0	0
JIMMY GRANTHAM BOARD	X						0	0	0
JOE JAMES BOARD	X						0	0	0
MARIANNA HABISREUTINGER BOARD	X						0	0	0
PATRICK MCMILLIAN BOARD	X						0	0	0
ALLEN CREIGHTON BOARD	X						0	0	0
WES HULSEY BOARD	X						0	0	0
DICK CARR BOARD	X						0	0	0
SCOTT MONTGOMERY BOARD	X						0	0	0
MARK TAYLOR BOARD	X						0	0	0
NEAL WORKMAN BOARD	X						0	0	0
JOE LESESNE BOARD	X						0	0	0
E ERWIN MADDREY II CHAIRMAN	X						0	0	0
LEON PATTERSON VICE CHAIR	X						0	0	0
PAUL AGNEW BOARD	X						0	0	0
BRICE HIPP BOARD	X						0	0	0
MARSHALL MEADORS III BOARD	X						0	0	0
BRAD WYCHE EXEC DIRECT	40 00		X				65,423	0	0

**Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses**

<i><b>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</b></i>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
CONSULTANTS	243,628	238,675	66	4,887
MISC EXPENSES	46,834	28,482		18,352
PRINTING	42,362	32,420	2,159	7,783
POSTAGE, SUPPLIES & COPY	37,026	12,149	21,155	3,722
TELECOMMUNICATIONS	20,675	8,563	11,422	690

**SCHEDULE C**  
**(Form 990 or 990-EZ)****Political Campaign and Lobbying Activities****2009****Open to Public  
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

**If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

**If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

**If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then**

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization  
UPSTATE FOREVER

Employer identification number

57-1070433

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ► \$ \_\_\_\_\_
- 3 Volunteer hours \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  Yes  No
- 4a Was a correction made?  Yes  No
- b If "Yes," describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ \_\_\_\_\_
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year?  Yes  No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

**A** Check  if the filing organization belongs to an affiliated group  
**B** Check  if the filing organization checked box A and "limited control" provisions apply

**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

	(a) Filing Organization's Totals	(b) Affiliated Group Totals
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)	30,000	
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)	30,000	
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)	60,000	
<b>d</b> Other exempt purpose expenditures	1,213,081	
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)	1,273,081	
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns	202,308	
<b>If the amount on line 1e, column (a) or (b) is:</b>	<b>The lobbying nontaxable amount is:</b>	
Not over \$500,000	20% of the amount on line 1e	
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
Over \$17,000,000	\$1,000,000	
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)	50,577	
<b>h</b> Subtract line 1g from line 1a If zero or less, enter -0-		
<b>i</b> Subtract line 1f from line 1c If zero or less, enter -0-		
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
<b>2a</b> Lobbying non-taxable amount	229,467	183,536	279,105	202,308	894,416
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					1,341,624
<b>c</b> Total lobbying expenditures	50,000	50,000	50,000	60,000	210,000
<b>d</b> Grassroots non-taxable amount	57,367	45,884	69,776	50,577	223,604
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					335,406
<b>f</b> Grassroots lobbying expenditures	25,000	25,000	25,000	30,000	105,000

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
<b>a</b> Volunteers?		No	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
<b>c</b> Media advertisements?		No	
<b>d</b> Mailings to members, legislators, or the public?		No	
<b>e</b> Publications, or published or broadcast statements?		No	
<b>f</b> Grants to other organizations for lobbying purposes?		No	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
<b>i</b> Other activities? If "Yes," describe in Part IV		No	
<b>j</b> Total lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		No	

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	1	No
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	No
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	No

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".**

<b>1</b> Dues, assessments and similar amounts from members	1	
<b>2</b> Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
<b>a</b> Current year	2b	
<b>b</b> Carryover from last year	2c	
<b>c</b> Total	3	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	5	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)		

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

2009

Open to Public  
Inspection**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.  
► Attach to Form 990. ► See separate instructions.

**Name of the organization**  
UPSTATE FOREVER**Employer identification number**

57-1070433

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically importantly land area

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a Total number of conservation easements	73
2b Total acreage restricted by conservation easements	14,253
2c Number of conservation easements on a certified historic structure included in (a)	2
2d Number of conservation easements included in (c) acquired after 8/17/06	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► 4

4 Number of states where property subject to conservation easement is located ► 2

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► 283

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ 14,531

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X ► \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

**a**  Public exhibition  
**b**  Scholarly research  
**c**  Preservation for future generations

**d**  Loan or exchange programs  
**e**  Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	<b>(a) Current Year</b>	<b>(b) Prior Year</b>	<b>(c) Two Years Back</b>	<b>(d) Three Years Back</b>	<b>(e) Four Years Back</b>
<b>1a</b> Beginning of year balance . . . . .	474,939	420,889			
<b>b</b> Contributions . . . . .	98,140	54,050			
<b>c</b> Investment earnings or losses . . . . .					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .	-872				
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .	572,207	474,939			

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► 100 000 % %

c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	<b>Yes</b>	<b>No</b>
<b>3a(i)</b>		
<b>3a(ii)</b>		
<b>3b</b>		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

	<b>Description of investment</b>	<b>(a) Cost or other basis (investment)</b>	<b>(b) Cost or other basis (other)</b>	<b>(c) Accumulated depreciation</b>	<b>(d) Book value</b>
<b>1a</b> Land . . . . .		62,500			62,500
<b>b</b> Buildings . . . . .		770,597	24,000		746,597
<b>c</b> Leasehold improvements . . . . .					
<b>d</b> Equipment . . . . .		61,398	47,344		14,054
<b>e</b> Other . . . . .					
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					823,151

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12

<b>(a) Description of security or category (including name of security)</b>	<b>(b) Book value</b>	<b>(c) Method of valuation Cost or end-of-year market value</b>
Financial derivatives		
Closely-held equity interests		
Other		
<b>Total</b> (Column (b) should equal Form 990, Part X, col (B), line 12.)		

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**Total.** (Column (b) should equal Form 990, Part X, col (B), line 12)

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
LAND TRUST DEFENSE/ENFORCEMENT FUND	170,000	F
LAND TRUST MONITORING FUND	43,838	F

**Total.** (Column (b) should equal Form 990, Part X, col (B) line 13)

213,83:

**Part IX Other Assets.** See Form 990, Part X, line 15

**Total.** (Column (b) should equal Form 990, Part X, col.(B) line 15.)

**Part X Other Liabilities.** See Form 990, Part X, line 25

**Total. (Column (b) should equal Form 990, Part X, col (B) line 25)**

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1000

**2. Fin 48 Footnote** In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,322,692
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	1,277,082
3 Excess or (deficit) for the year Subtract line 2 from line 1	3	45,610
4 Net unrealized gains (losses) on investments	4	113,823
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV)	8	14,488,334
9 Total adjustments (net) Add lines 4 - 8	9	14,602,157
10 Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	14,647,767

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1 Total revenue, gains, and other support per audited financial statements . . . . .	1	15,950,804
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments . . . . .	2a	113,823
b Donated services and use of facilities . . . . .	2b	
c Recoveries of prior year grants . . . . .	2c	
d Other (Describe in Part XIV) . . . . .	2d	14,488,333
e Add lines 2a through 2d . . . . .	2e	14,602,156
3 Subtract line 2e from line 1 . . . . .	3	1,348,648
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b Other (Describe in Part XIV) . . . . .	4b	-25,956
c Add lines 4a and 4b . . . . .	4c	-25,956
5 Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	1,322,692

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1 Total expenses and losses per audited financial statements . . . . .	1	1,303,037
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities . . . . .	2a	
b Prior year adjustments . . . . .	2b	
c Other losses . . . . .	2c	
d Other (Describe in Part XIV) . . . . .	2d	
e Add lines 2a through 2d . . . . .	2e	
3 Subtract line 2e from line 1 . . . . .	3	1,303,037
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b Other (Describe in Part XIV) . . . . .	4b	-25,955
c Add lines 4a and 4b . . . . .	4c	-25,955
5 Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	5	1,277,082

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
ACCOUNTING FOR CONSERVATION EASEMENTS	SCHEDULE D, PAGE 1, PART II, LINE 9	NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES FOR FINANCIAL STATEMENT PURPOSES CONSERVATION EASEMENTS A CONSERVATION EASEMENT IS AN AGREEMENT BETWEEN A LANDOWNER AND THE ORGANIZATION IN WHICH THE LANDOWNER RELINQUISHES SOME OR ALL OF THE RIGHTS TO DEVELOP THE PROPERTY THE EASEMENT IS PUBLICLY RECORDED AND IS BINDING ON ALL FUTURE OWNERS OF THE PROPERTY THE ORGANIZATION'S PRINCIPAL RESPONSIBILITY IS TO ENSURE COMPLIANCE WITH THE TERMS OF THE EASEMENT IT MEETS THIS RESPONSIBILITY BY PERIODICALLY INSPECTING THE PROPERTY AND, IF NECESSARY, TAKING APPROPRIATE ACTION TO ENFORCE THE EASEMENT CONSERVATION EASEMENTS RECEIVED BY THE ORGANIZATION ARE RECORDED FOR FINANCIAL STATEMENT PURPOSES AT THE VALUE PAID TO ACQUIRE THE CONSERVATION EASEMENT OR THE ESTIMATED VALUE OF THE DEVELOPMENT RIGHTS RELINQUISHED UNDER THE EASEMENT, THAT IS, THE AMOUNT OF THE REDUCTION IN FAIR MARKET VALUE (AS DEFINED IN IRS REGULATIONS) RESULTING FROM THE EASEMENT AT THE DATE IT IS RECORDED THIS VALUE IS GENERALLY ESTABLISHED THROUGH QUALIFIED APPRAISALS THAT ARE PERFORMED AT OR NEAR THE RECORDING DATE WHERE SUCH AN APPRAISAL (FOR EASEMENTS DONATED BY GOVERNMENTAL ENTITIES OR OTHER NON-FOR-PROFIT ORGANIZATIONS WHERE NO TAX DEDUCTION IS SOUGHT) IS NOT AVAILABLE, MANAGEMENT MAKES ITS BEST ESTIMATE OF THE VALUE BASED ON RELEVANT FACTS AND CIRCUMSTANCES EACH CONSERVATION EASEMENT RECEIVED BY THE ORGANIZATION PROVIDES THAT IT CANNOT BE TRANSFERRED OR ASSIGNED TO ANY PERSON OR ENTITY EXCEPT TO AN ORGANIZATION THAT IS QUALIFIED UNDER THE INTERNAL REVENUE CODE TO RECEIVE EASEMENTS AND THAT HAS THE COMMITMENT, ABILITY, AND RESOURCES TO MEET ITS RESPONSIBILITIES AND OBLIGATIONS UNDER THE EASEMENT AND TO TAKE THE NECESSARY STEPS TO PROTECT THE CONSERVATION VALUES OF THE PROPERTY ACCORDINGLY, THERE IS NO MARKET FOR ANY OF THE CONSERVATION EASEMENTS RECEIVED BY THE ORGANIZATION, NOR DO THE DONATIONS OF CONSERVATION EASEMENTS HAVE MARKET VALUE OR PROVIDE ANY RESOURCES TO ASSIST IN THE FUNDING OF THE ORGANIZATION ACCORDINGLY, FOR TAX REPORTING, THE VALUE OF THE CONSERVATION EASEMENTS HAS BEEN REMOVED FROM THE BOTH THE BALANCE SHEET AND THE STATEMENT OF REVENUE TO BETTER REFLECT THE ORGANIZATION'S ACTUAL OPERATIONS
RECONCILIATION OF CHANGES - OTHER	SCHEDULE D, PAGE 4, PART XI, LINE 8	CONSERVATION EASEMENTS - TREATED AS REVENUE PER BOOKS 14,488,333 BUT NOT CONSIDERED SUPPORT 0 SPECIAL EVENT EXPENSES NETTED ON AUDITED FINANCIAL STMTS 25,956 SPECIAL EVENT EXPENSES NETTED ON AUDITED FINANCIAL STMTS -25,956 ROUNDING 1
REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER	SCHEDULE D, PAGE 4, PART XII, LINE 2D	CONSERVATION EASEMENTS - TREATED AS REVENUE PER BOOKS 14,488,333 BUT NOT CONSIDERED SUPPORT 0
REVENUE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XII, LINE 4B	SPECIAL EVENT EXPENSES NETTED ON AUDITED FINANCIAL STMTS -25,956
EXPENSE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XIII, LINE 4B	SPECIAL EVENT EXPENSES NETTED ON AUDITED FINANCIAL STMTS -25,956 ROUNDING 1
SUPPLEMENTAL FINANCIAL INFORMATION	SCHEDULE D, PAGE 4, PART XIV	THIS FORM 990 HAS A DECREASE TO NET ASSETS OF 62,652,278 THIS IS THE CUMULATIVE VALUE ON THE AUDITED FINANCIAL STATEMENTS FOR THE CONSERVATION EASEMENTS OBTAINED BY THE TAXPAYER THESE EASEMENTS ARE NOT CONSIDERED SUPPORT, HAVE NO VALUE AND HAVE THEREFORE BEEN REMOVED FROM THIS FORM 990 SCHEDULE B PART I - THE ORGANIZATION RECEIVED A 750,000 GRANT FROM THE SC CONSERVATION BANK THAT WAS USED IMMEDIATELY TO PURCHASE A CONSERVATION EASEMENT AND WAS, THEREFORE, NOT SHOWN IN THIS SCHEDULE

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**SCHEDULE G**  
**(Form 990 or 990-EZ)**

## **Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No. 1545-0047

2009

## Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

**if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions

**¶ Attach to Form 990 or Form 990-EZ. ¶ See separate instructions**

Name of the organization  
UPSTATE FOREVER

**Employer identification number**

57-1070433

**Part I** **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

<b>1</b> Indicate whether the organization raised funds through any of the following activities. Check all that apply	
<b>a</b> <input type="checkbox"/> Mail solicitations	<b>e</b> <input type="checkbox"/> Solicitation of non-government grants
<b>b</b> <input type="checkbox"/> Internet and e-mail solicitations	<b>f</b> <input type="checkbox"/> Solicitation of government grants
<b>c</b> <input type="checkbox"/> Phone solicitations	<b>g</b> <input type="checkbox"/> Special fundraising events
<b>d</b> <input type="checkbox"/> In-person solicitations	
<b>2a</b> Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>b</b> If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.	

**3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		EVENT (event type)	(event type)	(total number)	
Revenue	1 Gross receipts . . .	48,475			48,475
	2 Less Charitable contributions . . .				
	3 Gross income (line 1 minus line 2) . . .	48,475			48,475
Direct Expenses	4 Cash prizes . . .				
	5 Non-cash prizes . . .				
	6 Rent/facility costs . . .				
	7 Food and beverages . . .				
	8 Entertainment . . .				
	9 Other direct expenses . . .	25,956			25,956
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				25,956
	11 Net income summary Combine lines 3, column d, and line 10. . . . .				22,519

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue . . . . .				
Direct Expenses	2 Cash prizes . . . . .				
	3 Non-cash prizes . . . . .				
	4 Rent/facility costs . . . . .				
	5 Other direct expenses . . . . .				
	6 Volunteer labor . . . . .	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) . . . . .				
	8 Net gaming income summary Combine lines 1, column d, and line 7 . . . . .				

9	Enter the state(s) in which the organization operates gaming activities	Yes	No
a	Is the organization licensed to operate gaming activities in each of these states? . . . . .	9a	
b	If "No," Explain		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain		
11	Does the organization operate gaming activities with nonmembers? . . . . .	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . .	12	

	<b>Yes</b>	<b>No</b>
<b>13</b> Indicate the percentage of gaming activity operated in	<b>13a</b>	<b>13b</b>
<b>a</b> The organization's facility . . . . .	. . . . .	. . . . .
<b>b</b> An outside facility . . . . .	. . . . .	. . . . .
<b>14</b> Enter the name and address of the person who prepares the organization's gaming/special events books and records		
Name ►		
Address ►		
<b>15a</b> Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . .	<b>15a</b>	. . . . .
<b>b</b> If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
<b>c</b> If "Yes," enter name and address		
Name ►		
Address ►		
<b>16</b> Gaming manager information		
Name ►		
Gaming manager compensation ► \$ _____		
Description of services provided ►		
<input type="checkbox"/> Director/officer	<input type="checkbox"/> Employee	<input type="checkbox"/> Independent contractor
<b>17</b> Mandatory distributions		
<b>a</b> Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . .	<b>17a</b>	. . . . .
<b>b</b> Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____	. . . . .	. . . . .

**Schedule L**  
(Form 990 or 990-EZ)**Transactions with Interested Persons**

OMB No 1545-0047

**2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered  
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V lines 38a or 40b.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

**Name of the organization**  
UPSTATE FOREVER**Employer identification number**

57-1070433

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person (b) Description of transaction (c) Corrected?  
Yes No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ► \$ \_\_\_\_\_

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ► \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?	(c) Original principal amount	(d) Balance due	(e) In default?	(f) Approved by board or committee?		(g) Written agreement?	
					To	From	Yes	No
Total								

Total . . . . . ► \$ | | | | |

**Part III Grants or Assistance Benefitting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes No
THE PALMETTO BANK	BOARD MEMBER	7,015	INTEREST PD TO BANK	No

SCHEDULE M  
(Form 990)

## NonCash Contributions

OMB No 1545-0047

2009

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue Service►Complete if the organization answered "Yes" on Form  
990, Part IV, lines 29 or 30.  
► Attach to Form 990.Name of the organization  
UPSTATE FOREVER

Employer identification number

57-1070433

## Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art . . . . .				
2 Art—Historical treasures . . . . .				
3 Art—Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities—Publicly traded . . . . .				
10 Securities—Closely held stock . . . . .				
11 Securities—Partnership, LLC, or trust interests . . . . .				
12 Securities—Miscellaneous . . . . .				
13 Qualified conservation contribution—Historic structures . . . . .				
14 Qualified conservation contribution—Other . . . . .	X	16		
15 Real estate—Residential . . . . .				
16 Real estate—Commercial . . . . .				
17 Real estate—Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ►( _____ )				
26 Other ►( _____ )				
27 Other ►( _____ )				
28 Other ►( _____ )				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . .		29		16

Yes No

30a

31

32a

33

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it  
must hold for at least three years from the date of the initial contribution, and which is not required to be used  
for exempt purposes for the entire holding period? . . . . .

b If "Yes," describe the arrangement in Part II

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash  
contributions? . . . . .

b If "Yes," describe in Part II

If the organization did not report revenues in column (c) for a type of property for which column (a) is checked,  
describe in Part II

**Part II**

**Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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**SCHEDULE O**  
**(Form 990)****Supplemental Information to Form 990****2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
► Attach to Form 990.**

**Name of the organization**  
UPSTATE FOREVER**Employer identification number**

57-1070433

Identifier	Return Reference	Explanation
ALL OTHER ACHIEVEMENTS DESCRIPTION	FORM 990, PAGE 2, PART III, LINE 4D	EDUCATION AND ADVOCACY
CLASSES OF MEMBERS OR STOCKHOLDERS	FORM 990, PAGE 6, PART VI, LINE 6	THE ORGANIZATION HAS MEMBERS
ELECTION OF MEMBERS AND THEIR RIGHTS	FORM 990, PAGE 6, PART VI, LINE 7A	YES - APPROXIMATELY ONE THIRD OF THE BOARD ARE ELECTED FOR THREE-YEAR TERMS BY THE MEMBERS AT THE ANNUAL MEETING
DECISIONS SUBJECT TO APPROVAL OF MEMBERS	FORM 990, PAGE 6, PART VI, LINE 7B	YES, MEMBERS APPROVE CHANGES TO THE BY-LAWS OR OTHER GOVERNING ISSUES AT THE ANNUAL MEETING
POLICIES AND PROCEDURES GOVERNING CHAPTERS	FORM 990, PAGE 6, PART VI, LINE 10B	SPARTANBURG BRANCH OFFICE - SUBJECT TO THE ORGANIZATION'S POLICIES AND PROCEDURES MANUAL
ORGANIZATION'S PROCESS USED TO REVIEW FORM 990	FORM 990, PAGE 6, PART VI, LINE 11	A DRAFT COPY OF THE RETURN WAS EMAILED TO ALL BOARD MEMBERS PRIOR TO FILING. THE BOARD WAS GIVEN ONE WEEK TO REVIEW AND COMMENT ON THE FORM 990
ENFORCEMENT OF CONFLICTS POLICY	FORM 990, PAGE 6, PART VI, LINE 12C	THE EXECUTIVE COMMITTEE REVIEWS ANNUALLY THE QUALIFICATIONS OF THE PROSPECTIVE BOARD MEMBERS BEFORE THE BOARD IS ELECTED
COMPENSATION PROCESS FOR TOP OFFICIAL	FORM 990, PAGE 6, PART VI, LINE 15A	ALL COMPENSATION IS REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE PRIOR TO SUBMITTING THE BUDGET TO THE BOARD

Identifier	Return Reference	Explanation
COMPENSATION PROCESS FOR OFFICERS	FORM 990, PAGE 6, PART VI, LINE 15B	ALL COMPENSATION IS REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE PRIOR TO SUBMITTING THE BUDGET TO THE BOARD

GOVERNING DOCUMENTS DISCLOSURE EXPLANATION FORM 990, PAGE 6, PART VI, LINE 19 THE GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST AT THE ORGANIZATION'S OFFICE

For Paperwork Reduction Act Notice, see the Instructions for Form 990

Cat No 51056K

Schedule O (Form 990) 2009