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

Department of the Treasury
Internal Revenue Service

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

2009

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

G Check all that apply. Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Carolina First Foundation dba The South Financial Group Foundation	A Employer identification number 57-1077098
	Number and street (or P O box number if mail is not delivered to street address) Room/suite Mail Code SC968-49, 151 Corley Mill Road	B Telephone number (see page 10 of the instructions) 803-996-7705
	City or town, state, and ZIP code Lexington, SC 29072-7600	

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **11,295,098** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

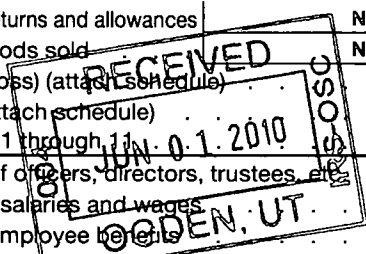
C If exemption application is pending, check here ▶

D 1. Foreign organizations, check here ▶
2. Foreign organizations meeting the 85% test, check here and attach computation ▶

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,419	4,419	N/A	
	4 Dividends and interest from securities	284,264	284,264	N/A	
	5a Gross rents	0	0	N/A	
	b Net rental income or (loss)	None			
	6a Net gain or (loss) from sale of assets not on line 10	(331,851)			
	b Gross sales price for all assets on line 6a	N/A			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			N/A	
	9 Income modifications			N/A	
	10a Gross sales less returns and allowances	N/A			
b Less: Cost of goods sold	N/A				
c Gross profit or (loss) (attach schedule)	0		N/A		
11 Other income (attach schedule)	1,980	1,980	N/A		
12 Total. Add lines 1 through 11	(41,188)	290,663	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	15,500	0	N/A	15,500
	14 Other employee salaries and wages	0	0	N/A	0
	15 Pension plans, employee benefits	0	0	N/A	0
	16a Legal fees (attach schedule)	0	0	N/A	0
	b Accounting fees (attach schedule)	0	0	N/A	0
	c Other professional fees (attach schedule)	81,004	76,355	N/A	4,649
	17 Interest	0	0	N/A	0
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,116	4,116	N/A	0
	19 Depreciation (attach schedule) and depletion	0	0	N/A	
	20 Occupancy	0	0	N/A	0
	21 Travel, conferences, and meetings	0	0	N/A	0
	22 Printing and publications	0	0	N/A	0
	23 Other expenses (attach schedule)	14	0	N/A	14
	24 Total operating and administrative expenses. Add lines 13 through 23	100,634	80,471	N/A	20,163
	25 Contributions, gifts, grants paid	207,264			948,931
26 Total expenses and disbursements. Add lines 24 and 25	307,898	80,471	N/A	969,094	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(349,086)				
b Net investment income (if negative, enter -0-)		210,192			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	0	0	0
	2	Savings and temporary cash investments	2,815,758	1,056,495	1,056,495
	3	Accounts receivable ▶ None			
		Less: allowance for doubtful accounts ▶ None	0	0	0
	4	Pledges receivable ▶ None			
		Less: allowance for doubtful accounts ▶ None	0	0	0
	5	Grants receivable	0	0	0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ None			
		Less: allowance for doubtful accounts ▶ None	0	0	0
	8	Inventories for sale or use	0	0	0
	9	Prepaid expenses and deferred charges	0	0	0
	10a	Investments—U S and state government obligations (attach schedule)	1,098,750	0	0
	b	Investments—corporate stock (attach schedule)	6,842,560	10,095,072	9,003,975
	c	Investments—corporate bonds (attach schedule)	2,760,813	1,263,199	1,188,010
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12	Investments—mortgage loans	0	0	0	
13	Investments—other (attach schedule)	0	0	0	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	
15	Other assets (describe ▶)	30,385	46,618	46,618	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)	13,548,266	12,461,384	11,295,098	
Liabilities	17	Accounts payable and accrued expenses	4,976	5,845	
	18	Grants payable	3,483,333	2,786,666	
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	Total liabilities (add lines 17 through 22)	3,488,309	2,792,511	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	10,059,957	9,668,873	
	25	Temporarily restricted	0	0	
	26	Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	0	0		
30	Total net assets or fund balances (see page 17 of the instructions)	10,059,957	9,668,873		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,548,266	12,461,384		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,059,957
2	Enter amount from Part I, line 27a	2	(349,086)
3	Other increases not included in line 2 (itemize) ▶ <u>2008 tax refund not recorded at 12/31/08</u>	3	3,003
4	Add lines 1, 2, and 3	4	9,713,874
5	Decreases not included in line 2 (itemize) ▶ <u>Scholarships approved in 2008, not in 12/31/08 balances</u>	5	(45,001)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,668,873

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities—Schedule # 1				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,294,172		1,626,023	(331,851)	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2 (331,851)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8				3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,373,603	12,863,040	.1067868
2007	1,673,324	16,580,464	.1009214
2006	1,037,592	15,754,944	.0658582
2005	646,027	11,065,070	.0583844
2004	646,027	13,435,319	.0480842
2 Total of line 1, column (d)			2 .3800350
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .0760070
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 10,631,566
5 Multiply line 4 by line 3			5 808,073
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,102
7 Add lines 5 and 6			7 810,175
8 Enter qualifying distributions from Part XII, line 4			8 969,094

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		2,102
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		2,102
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		2,102
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,003	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7		7,003
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		4,901
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 4,901 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
1c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0</u> (2) On foundation managers. ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input checked="" type="checkbox"/>	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
4b If "Yes," has it filed a tax return on Form 990-T for this year?		<input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ South Carolina - reporting not required to Attorney General		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		<input checked="" type="checkbox"/>
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► http://www.thesouthgroup.com/community/foundation.aspx	13	✓	
14	The books are in care of ► Gary Bruce Thomas Cell 803-730-8259 Telephone no. ► 803-996-7705 Located at ► 151 Corley Mill Road, Lexington, SC ZIP+4 ► 29072-7600			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15			N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>)	3b	✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	✓

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule # 5		15,500		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 **0**

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Activity	Expenses
1 <u>Clemson University Foundation - International Center for Automotive Research (ICAR), Greenville, SC</u> <u>Grant \$1.5 million payable over 10 years beginning 2007</u>	150,000
2 <u>College of Charleston Foundation - 4th Century Initiative, Charleston, SC</u> <u>Grant \$1 million payable over 10 years beginning 2006</u>	100,000
3 <u>Greenville County Museum of Art - Andrew Wyeth & Jasper Hohns collections, Greenville, SC</u> <u>Wyeth Grant \$250K payable over 10 years beginning 2001; Jasper Johns Grant \$ 1 million payable over 10 years beginning 2007</u>	225,000
4 <u>The South Financial Group Employee Dependent Scholarship Program - Awarded 15 scholarships of up to \$3,000 each, several recipients didn't qualify for full payment of their scholarship.</u>	42,264

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Investment	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,603,907
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 24 of the instructions)	1c	30,502
d	Total (add lines 1a, b, and c)	1d	10,793,468
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,793,468
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	161,902
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,631,566
6	Minimum investment return. Enter 5% of line 5	6	531,578

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	531,578
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,102
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,102
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	529,476
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	529,476
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	529,476

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	969,094
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	969,094
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,102
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	966,992

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				529,476
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	20,102			
b From 2005	96,585			
c From 2006	267,681			
d From 2007	885,285			
e From 2008	736,445			
f Total of lines 3a through e	2,006,098			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 969,094				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				529,476
e Remaining amount distributed out of corpus	439,618			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,445,716			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	20,102			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,425,614			
10 Analysis of line 9:				
a Excess from 2005	96,585			
b Excess from 2006	267,681			
c Excess from 2007	885,285			
d Excess from 2008	736,445			
e Excess from 2009	439,618			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

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

None

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

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
- Gary Bruce Thomas, Executive Director, Mail code SC 968-49, 151 Corley Mill Road, Lexington, SC 29072 (803) 996-7705**

- b** The form in which applications should be submitted and information and materials they should include:
- The Application Form located on the Web at "www.thesouthgroup.com/community/foundation.aspx". Select "Request Form"**

- c** Any submission deadlines:
- First day of the month following each calendar quarter.**

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

Primarily, if not solely, on education; Programs within TSFG's footprint; no multi-period grants; see Procedures at line 2c Web site for other

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Schedule # 2 for Grants Paid during the Year</p>				948,931
<p>Total ▶ 3a</p>				948,931
<p>b <i>Approved for future payment</i> See Schedule # 3 for Approved Grants Payable after 2009</p>				2,786,666
<p>Total ▶ 3b</p>				2,786,666

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TRADE DATE	ACQUISITION DATE	PROCEEDS	COST BASIS	SECURITY	Short-Term Cap (Gains) Loss	Long-Term Cap (Gains) Loss
10/22/09	3/31/09	10,491 31	(6,338 32)	GOOGLE INC -	(4,152 99)	
10/22/09	3/31/09	5,935 58	(3,053 52)	APPLE COMPUTER INC -	(2,484 57)	(397 49)
9/29/09	10/14/08	5,729 83	(3,264 40)	APPLE COMPUTER INC -	(2,465 43)	
12/21/09	11/12/09	7,267 07	(5,087 57)	CHATTEM INC -	(2,179 50)	
12/10/09	3/13/09	3,033 72	(1,083 71)	CENTRAL EURO DISTRIBUTION CP -	(1,950 01)	
8/3/09	3/31/09	5,235 33	(3,456 53)	NATIONAL OILWELL VARCO INC -	(1,778 80)	
4/24/09	3/31/09	4,881 93	(3,117 16)	AFLAC INCORPORATED -	(1,764 77)	
2/27/09	11/20/08	4,863 29	(3,133 95)	CF INDUSTRIES HOLDINGS INC -	(1,729 34)	
12/18/09	3/24/09	4,373 03	(2,704 87)	PATTERSON-UTI ENERGY INC -	(1,668 16)	
11/12/09	9/14/09	5,465 14	(3,234 18)	EAST WEST BANCORP INC - OCCIDENTAL PETROLEUM CORPORATION -	(1,663 19)	(567 77)
9/10/09	10/14/08	4,969 97	(3,316 93)	COMMON	(1,653 04)	
9/16/09	8/3/09	8,194 70	(6,571 32)	EMERSON ELEC CO - COM	(1,623 38)	
3/17/09	6/12/08	4,536 73	(2,974 24)	ROHM AND HAAS CO -	(1,562 49)	
7/17/09	3/13/09	2,706 00	(1,169 62)	GOODYEAR TIRE & RUBBER - COMPANY	(1,536 38)	
6/30/09	11/20/08	4,188 05	(2,681 50)	GOOGLE INC -	(1,506 55)	
11/12/09	4/16/09	3,748 82	(2,274 71)	AFLAC INCORPORATED -	(1,474 11)	
12/16/09	5/13/09	3,008 19	(1,559 03)	STERLITE INDUSTRIES INDI-ADR -	(1,449 16)	
9/29/09	3/31/09	4,173 89	(2,903 76)	BOEING CO -	(1,384 97)	114 84
6/12/09	12/11/08	2,778 24	(1,433 78)	TYSON FOODS INC-CL-A -	(1,344 46)	
5/19/09	1/15/09	3,354 93	(2,172 57)	CERNER CORP -	(1,182 36)	
9/29/09	8/3/09	5,374 28	(4,300 07)	AFLAC INCORPORATED -	(1,074 21)	
4/16/09	1/15/09	2,714 63	(1,703 15)	GOODYEAR TIRE & RUBBER - COMPANY	(1,011 48)	
12/14/09	1/9/09	4,321 69	(3,356 63)	PATTERSON-UTI ENERGY INC -	(965 06)	
6/30/09	3/31/09	4,910 90	(3,951 10)	NOBLE CORP -	(959 80)	
9/16/09	2/3/09	3,194 72	(2,242 88)	FOSTER'S GROUP LTD-SP ADR -	(951 84)	
4/24/09	12/22/08	3,373 75	(2,497 62)	GAMESTOP CORP-CLASS A -	(876 13)	
1/26/09	11/20/08	2,522 95	(1,741 31)	NATIONAL OILWELL VARCO INC -	(781 64)	
6/30/09	10/14/08	2,986 03	(2,211 36)	APPLE COMPUTER INC -	(774 67)	
6/12/09	2/5/09	1,466 18	(709 08)	CENTRAL EURO DISTRIBUTION CP -	(757 10)	
9/14/09	3/13/09	3,922 14	(3,321 04)	CLIFFS NATURAL RESOURCES INC -	(731 49)	130 39
10/8/09	7/17/09	3,947 96	(3,239 79)	TORCHMARK CORP -	(708 17)	
6/3/09	1/15/09	3,191 27	(2,532 71)	ENSCO INTERNATIONAL INC -	(658 56)	
5/18/09	3/31/09	2,633 75	(1,983 74)	UNITED STATES STEEL CORP -	(650 01)	
12/16/09	5/7/09	4,211 90	(3,568 23)	AEGON N V -NY REG SHR -	(643 67)	
9/29/09	12/22/08	4,397 06	(3,755 77)	MONSANTO COMPANY -	(641 29)	
9/14/09	6/12/09	4,021 06	(3,393 14)	WATERS CORP -	(627 92)	
8/14/09	11/14/08	2,646 99	(1,843 26)	BROCADE COMMUNICATIONS SYS -	(625 21)	(178 52)
9/1/09	12/18/08	3,535 56	(2,918 64)	PATTERSON-UTI ENERGY INC -	(616 92)	
4/24/09	10/14/08	3,853 42	(3,264 40)	APPLE COMPUTER INC -	(589 02)	

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9/1/09	2/3/09	5,762 60	(5,179 17)	DIAGEO PLC SPON ADR NEW -	(583 43)	
11/12/09	11/14/08	799 42	(221 20)	PRICELINE COM INC -	(578 22)	
6/30/09	11/20/08	1,331 29	(776 02)	NATIONAL OILWELL VARCO INC -	(555 27)	
5/19/09	1/15/09	972 78	(481 46)	GOODYEAR TIRE & RUBBER - COMPANY	(491 32)	
12/10/09	1/29/09	753 34	(288 15)	GUESS? INC -	(465 19)	
5/18/09	11/20/08	3,530 80	(3,092 33)	MEMC ELECTRONIC MATERIALS -	(438 47)	
8/24/09	2/3/09	3,139 98	(2,713 36)	NESTLE SA-SPONS ADR -	(426 62)	
9/1/09	2/3/09	2,309 43	(1,913 52)	FOMENTO ECONOMICO MEX-SP ADR -	(395 91)	
8/3/09	3/31/09	1,795 15	(1,401 27)	MOSAIC CO COM -	(393 88)	
1/26/09	12/22/08	1,951 55	(1,581 38)	MONSANTO COMPANY -	(370 17)	
10/15/09	11/14/08	712 08	(348 06)	LUBRIZOL CORPORATION -	(364 02)	
3/13/09	11/14/08	1,183 19	(829 51)	PRICELINE COM INC -	(353 68)	
5/19/09	12/11/08	2,856 10	(2,099 55)	LIFE TECHNOLOGIES CORP -	(346 18)	(410 37)
8/28/09	11/17/08	2,927 82	(2,593 98)	PATTERSON-UTI ENERGY INC -	(333 84)	
10/15/09	2/5/09	523 64	(190 50)	CENTRAL EURO DISTRIBUTION CP -	(333 14)	
8/14/09	5/19/09	2,797 08	(2,482 00)	LENDER PROCESSING SERVICES -	(315 08)	
6/25/09	11/17/08	4,639 84	(8,171 05)	AMB PROPERTY CORP -	(314 66)	3,845 87
9/16/09	2/3/09	2,477 80	(2,171 91)	DIAGEO PLC SPON ADR NEW -	(305 89)	
5/19/09	3/13/09	1,868 35	(1,568 92)	OLIN CORP -	(299 43)	
9/14/09	5/19/09	939 93	(642 89)	TEMPLE-INLAND INC -	(297 04)	
3/11/09	6/12/08	4,515 27	(3,247 21)	ROHM AND HAAS CO -	(292 26)	(975 80)
9/14/09	1/29/09	544 78	(254 25)	GUESS? INC -	(290 53)	
11/12/09	6/12/09	769 77	(492 28)	CORRECTIONS CORP OF AMERICA -	(277 49)	
1/15/09	10/14/08	1,240 61	(970 58)	WR BERKLEY CORP -	(270 03)	
5/19/09	4/16/09	1,157 94	(893 64)	AFLAC INCORPORATED -	(264 30)	
5/20/09	2/3/09	2,522 15	(2,277 28)	FOSTER'S GROUP LTD-SP ADR -	(244 87)	
10/15/09	1/15/09	460 94	(223 95)	COMERICA INC -	(236 99)	
8/17/09	3/13/09	2,398 34	(2,176 15)	MEDICIS PHARMACEUTICAL - CL A -	(222 19)	
8/14/09	12/11/08	515 99	(298 38)	FLOWERVE CORP -	(217 61)	
8/14/09	1/15/09	469 87	(253 81)	COMERICA INC -	(216 06)	
6/12/09	2/5/09	452 13	(243 72)	GOODYEAR TIRE & RUBBER - COMPANY	(208 41)	
//	//	201 35		T ROWE PRICE NEW ERA -	(201 35)	
6/3/09	5/19/09	2,857 44	(2,692 99)	CHESAPEAKE ENERGY CORP -	(164 45)	
4/16/09	10/29/08	557 92	(395 57)	TYSON FOODS INC-CL-A -	(162 35)	
11/12/09	1/15/09	633 48	(480 53)	VARIAN MEDICAL SYSTEMS INC -	(152 95)	
4/16/09	1/29/09	588 10	(440 70)	GUESS? INC -	(147 40)	
6/30/09	3/31/09	2,647 20	(2,505 31)	MOSAIC CO COM -	(141 89)	
7/17/09	8/8/08	882 43	(747 30)	BROCADE COMMUNICATIONS SYS -	(135 13)	

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10/1/09	10/17/08	512 06	(389 34)	CHICAGO BRIDGE & IRON-NY SHR -	(122 72)	
8/10/09	2/27/09	3,310 39	(3,193 67)	HANSEN NATURAL CORPORATION -	(116 72)	
4/16/09	1/15/09	647 98	(539 07)	HOLOGIC INC -	(108 91)	
5/19/09	3/13/09	253 75	(145 05)	KAISER ALUMINUM CORP -	(108 70)	
6/12/09	6/18/08	2,927 95	(2,670 83)	MCAFFEE INC -	(108 20)	(148 92)
11/12/09	8/26/09	2,530 42	(1,905 53)	OCCIDENTAL PETROLEUM CORPORATION - COMMON	(104 74)	(520 15)
8/14/09	2/12/09	466 07	(371 52)	FOSTER WHEELER AG -	(94 55)	
5/18/09	10/14/08	1,681 59	(1,601 67)	DEERE & CO - COM	(79 92)	
6/12/09	3/13/09	3,307 07	(1,983 32)	CREE INC -	(64 43)	(1,259 32)
7/17/09	8/8/08	986 98	(924 79)	F5 NETWORKS INC - COM	(62 19)	
2/3/09	12/15/08	7,669 21	(9,357 89)	TELSTRA CORP-ADR -	(59 15)	1,747 83
11/12/09	11/14/08	349 43	(292 60)	RANGE RESOURCES CORP -	(56 83)	
5/19/09	11/14/08	2,305 23	(2,255 37)	CA INC COM -	(49 86)	
8/14/09	7/17/09	1,745 67	(1,699 16)	NEUSTAR INC-CLASS A -	(46 51)	
10/15/09	6/12/09	2,829 91	(2,799 30)	INTEGRATED DEVICE TECH INC -	(30 61)	
11/12/09	9/14/09	469 76	(444 57)	TECHNE CORP -	(25 19)	
11/12/09	7/17/09	2,646 40	(2,944 61)	WESTAR ENERGY INC -	(23 48)	321 69
9/29/09	3/31/09	5,440 83	(4,886 27)	EMC CORPORATION -	(22 08)	(532 48)
3/13/09	11/14/08	3,105 61	(3,103 13)	EQT CORP -	(2 48)	
8/24/09	2/3/09	2,174 34	(2,174 40)	SCOTTISH & SOUTHERN ENER-ADR -	0 06	
7/17/09	6/12/09	557 65	(561 15)	INTEGRATED DEVICE TECH INC -	3 50	
6/30/09	3/31/09	3,329 50	(3,333 09)	MASTERCARD INC-CLASS A -	3 59	
1/15/09	11/14/08	674 42	(689 58)	EQUITABLE RESOURCES INC -	15 16	
3/5/09	7/8/08	955 70	(2,056 16)	WASHINGTON FEDERAL INC -	19 04	1,081 42
2/5/09	12/22/08	4,797 84	(4,818 83)	SUNOCO INC -	20 99	
7/31/09	9/17/08	353 19	(389 36)	JAMES RIVER COAL CO COM NEW -	21 35	14 82
2/5/09	12/11/08	364 13	(408 89)	KEYCORP NEW - COM	44 76	
1/8/09	8/18/08	1,515 91	(1,583 67)	FRANCE TELECOM SA SPONS ADR -	67 76	
3/13/09	2/5/09	999 21	(1,109 48)	SMITH INTERNATIONAL -	110 27	
2/3/09	3/25/08	3,804 77	(5,767 38)	TOYOTA MOTOR CORP-SPON ADR -	124 02	1,838 59
6/3/09	9/15/08	552 22	(677 35)	MEDICIS PHARMACEUTICAL - CL A -	125 13	
3/13/09	11/14/08	637 33	(765 74)	LUBRIZOL CORPORATION -	128 41	
8/14/09	7/24/09	2,907 02	(3,039 24)	GEN-PROBE INC -	132 22	
6/30/09	12/22/08	3,115 48	(3,253 79)	GAMESTOP CORP-CLASS A -	138 31	
8/26/09	3/31/09	1,915 67	(2,061 21)	HANSEN NATURAL CORPORATION -	145 54	
2/12/09	6/18/08	432 18	(585 98)	GOODRICH CORP -	153 80	
7/23/09	2/3/09	1,600 76	(1,759 04)	NINTENDO CO LTD-UNSPONS ADR -	158 28	
1/15/09	9/15/08	781 45	(944 11)	WESTAR ENERGY INC -	162 66	
8/3/09	6/30/09	3,476 77	(3,653 16)	BECTON DICKINSON -	176 39	
2/3/09	1/6/09	2,413 34	(2,591 78)	TRANSOCEAN LTD -	178 44	
9/10/09	3/31/09	2,424 94	(2,617 62)	HANSEN NATURAL CORPORATION -	192 68	
6/30/09	10/14/08	2,881 96	(3,076 89)	DEERE & CO - COM	194 93	

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3/23/09	6/9/08	63 36	(3,107 15)	CARAUSTAR INDUSTRIES INC -	196 07	2,847 72
1/6/09	1/9/08	1,618 30	(1,820 33)	KRAFT FOODS INC -	202 03	
1/22/09	5/12/08	1,915 34	(2,117 39)	CLOROX CO DEL - COM	202 05	
5/20/09	2/3/09	2,652 71	(2,855 32)	HONG KONG ELEC HLDG-SPON ADR -	202 61	
12/16/09	12/22/08	4,018 59	(3,793 27)	NASDAQ STOCK MARKET INC -	233 58	(458 90)
7/17/09	8/8/08	2,353 77	(3,961 40)	NASDAQ STOCK MARKET INC -	253 45	1,354 18
4/17/09	2/3/09	2,011 14	(2,272 00)	KONINKLIJKE KPN NV-SP ADR -	260 86	
2/3/09	3/27/08	4,036 13	(8,965 98)	MITSUBISHI UF J FINL GRP-ADR -	266 24	4,663 61
10/16/09	2/3/09	2,017 17	(2,284 80)	NIPPON TELEGRAPH & TELE-ADR -	267 63	
10/30/09	8/14/09	1,298 30	(1,835 00)	USEC INC -	272 13	264 57
1/2/09	8/18/08	3,348 52	(3,631 43)	FRANCE TELECOM SA SPONS ADR -	282 91	
5/15/09	6/12/08	4,550 94	(5,072 00)	ATMOS ENERGY CORP -	312 30	208 76
4/16/09	9/15/08	1,063 17	(1,381 63)	WESTAR ENERGY INC -	318 46	
2/5/09	11/14/08	1,154 91	(1,493 94)	WALTER INDUSTRIES INC -	339 03	
1/15/09	5/21/08	1,295 09	(1,637 38)	MCAFEE INC -	342 29	
1/15/09	2/11/08	2,052 01	(3,802 42)	SCRIPPS NETWORKS INTER-CL A -	344 67	1,405 74
3/23/09	7/8/08	1,267 53	(1,618 17)	WASHINGTON FEDERAL INC -	350 64	
8/24/09	2/3/09	2,122 82	(2,489 89)	TAKEDA PHARMACEUTIC-UNSP ADR -	367 07	
1/6/09	6/12/08	4,756 86	(6,155 43)	EMBARQ -	403 22	995 35
4/16/09	9/26/08	1,743 20	(3,907 70)	CENTRAL EURO DISTRIBUTION CP -	426 65	1,737 85
6/12/09	9/15/08	2,273 45	(6,357 19)	ABERCROMBIE & FITCH CO -	431 57	3,652 17
7/23/09	8/18/08	2,126 03	(2,580 80)	FRANCE TELECOM SA SPONS ADR -	454 77	
8/14/09	6/12/09	2,646 71	(3,137 32)	VALUECLICK, INC -	490 61	
9/16/09	8/26/09	5,169 90	(5,663 87)	HALLIBURTON COMPANY -	493 97	
9/14/09	12/11/08	1,461 20	(1,972 31)	KEYCORP NEW - COM	511 11	
5/19/09	12/11/08	993 63	(1,510 62)	CENTRAL EURO DISTRIBUTION CP -	516 99	
1/26/09	6/12/08	4,974 87	(6,598 35)	AMPHENOL CORP-CL A -	553 70	1,069 78
5/7/09	6/12/08	6,664 14	(8,175 55)	KRAFT FOODS INC -	578 27	933 14
3/13/09	6/18/08	703 95	(1,285 43)	MARVELL TECHNOLOGY GROUP LTD -	581 48	
12/10/09	7/17/09	3,028 39	(3,613 88)	JACOBS ENGINEERING GROUP INC -	585 49	
2/26/09	2/3/09	3,829 89	(4,450 86)	MITSUBISHI CORP-SPONS ADR -	620 97	
2/3/09	12/15/08	8,677 59	(12,710 72)	BP AMOCO -	623 44	3,409 69
9/10/09	9/25/08	5,027 91	(8,408 11)	HALLIBURTON COMPANY -	695 65	2,684 55
5/7/09	2/3/09	3,485 96	(4,211 52)	DEUTSCHE TELEKOM AG-SPON ADR -	725 56	
3/24/09	6/12/08	3,921 13	(6,718 78)	PITNEY-BOWES INC -	761 41	2,036 24
1/15/09	2/11/08	420 19	(1,204 83)	MONSTER WORLDWIDE INC -	784 64	
5/22/09	8/27/08	3,935 17	(5,286 47)	PFIZER INC - COM	791 05	560 25
9/22/09	2/3/09	4,790 61	(5,621 28)	NINTENDO CO LTD-UNSPONS ADR -	830 67	

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TRADE DATE	ACQUISITION DATE	PROCEEDS	COST BASIS	SECURITY	Short-Term Cap (Gains) Loss	Long-Term Cap (Gains) Loss
2/3/09	3/27/08	7,275 86	(12,638 14)	PUBLICIS GROUPE-ADR -	881 98	4,480 30
2/3/09	3/28/08	3,675 23	(11,330 39)	LAFARGE SA-SPONSORED ADR -	928 64	6,726 52
2/3/09	12/15/08	3,335 62	(4,271 96)	BMW-UNSPONSORED ADR -	936 34	
1/8/09	7/14/08	491 56	(1,431 04)	MACERICH CO -	939 48	
2/12/09	10/14/08	1,072 16	(7,267 79)	TEREX CORP -	941 23	5,254 40
3/23/09	12/10/08	1,080 42	(4,528 48)	PETROQUEST ENERGY INC -	980 93	2,467 13
5/22/09	8/8/08	4,135 28	(5,559 09)	3M CO - COM	1,009 10	414 71
3/31/09	8/11/08	4,942 49	(6,056 07)	ABBOTT LABS - COM	1,113 58	
7/31/09	2/3/09	1,308 13	(2,462 72)	PROMISE CO LTD-UNSPON ADR -	1,154 59	
10/30/09	9/29/09	3,418 29	(4,576 49)	APOLLO GROUP INC CL A -	1,158 20	
1/6/09	10/2/08	5,224 42	(6,429 65)	ISHARES MSCI EAFE INDEX FUND -	1,205 23	
1/26/09	10/14/08	2,022 24	(3,263 26)	MEMC ELECTRONIC MATERIALS -	1,241 02	
1/15/09	5/21/08	569 79	(1,962 21)	COMMERCIAL METALS CO -	1,392 42	
2/3/09	1/8/09	6,501 74	(7,961 60)	VIVENDI-SPON ADR -	1,459 86	
2/18/09	11/14/08	1,657 28	(3,119 67)	ALLIANCE DATA SYSTEMS CORP -	1,462 39	
1/26/09	7/3/08	2,251 59	(3,715 30)	WESTERN UNION COMPANY -	1,463 71	
2/3/09	10/3/08	7,049 86	(14,678 74)	WPP PLC-SPONSORED ADR -	1,518 86	6,110 02
8/5/09	11/17/08	4,484 10	(6,022 64)	PATTERSON-UTI ENERGY INC -	1,538 54	
1/26/09	6/12/08	3,637 58	(7,859 75)	AFLAC INCORPORATED -	1,545 74	2,676 43
1/29/09	1/15/09	1,436 39	(5,861 96)	ROYAL CARIBBEAN CRUISES LTD -	1,548 33	2,877 24
4/24/09	7/15/08	3,872 15	(5,432 10)	WESTERN UNION COMPANY -	1,559 95	
3/31/09	2/27/09	3,238 66	(4,840 42)	CONSTELLATION BRANDS CLASS A -	1,601 76	
3/13/09	7/14/08	1,341 05	(7,306 83)	OSHKOSH TRUCK CORP COM -	1,657 86	4,307 92
1/26/09	10/14/08	4,566 65	(6,314 71)	SCHWAB CHARLES CORP NEW -	1,748 06	
1/15/09	7/14/08	2,038 66	(3,909 21)	HEALTH NET INC -	1,870 55	
3/31/09	9/25/08	3,660 22	(5,806 19)	EXPRESS SCRIPTS INC -	2,145 97	
2/3/09	10/3/08	9,977 70	(17,292 16)	PHILIPS ELECTRONICS-NY SHR -	2,166 42	5,148 04
1/26/09	10/14/08	4,321 11	(6,529 87)	SCHLUMBERGER LTD - COM	2,208 76	
1/8/09	9/15/08	1,101 44	(8,537 18)	LUNDIN MINING CORP -	2,341 71	5,094 03
2/3/09	10/3/08	6,973 34	(15,509 05)	TOMKINS PLC SPONSORED ADR -	2,519 41	6,016 30
2/5/09	5/16/08	2,006 47	(4,824 65)	JACOBS ENGINEERING GROUP INC -	2,818 18	
2/3/09	7/18/08	5,695 26	(8,754 68)	ERICSSON LM TEL-SP ADR -	3,059 42	
3/13/09	8/8/08	1,603 61	(5,053 91)	COMMERCIAL METALS CO -	3,450 30	
2/5/09	12/22/08	3,342 00	(7,399 35)	AFLAC INCORPORATED -	4,057 35	
4/16/09	1/15/09	1,831 15	(6,304 62)	ALPHA NATURAL RESOURCES INC -	4,473 47	
1/26/09	6/12/08	2,881 06	(7,367 90)	CORNING INCORPORATED -	4,486 84	
2/3/09	6/30/08	1,938 41	(7,410 58)	TENARIS SA-ADR -	5,472 17	
3/13/09	12/11/08	393 41	(6,729 71)	CENTURY ALUMINUM COMPANY -	6,336 30	
7/7/09	7/17/08	124,456 89	(200,000 00)	JANUS FORTY FUND-I -	35,627 84	39,915 27
2/3/09	1/11/07	10,773 20	(8,052 93)	NOVO-NORDISK A/S-SPONS ADR -		(2,720 27)

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TRADE DATE	ACQUISITION DATE	PROCEEDS	COST BASIS	SECURITY	Short-Term Cap (Gains) Loss	Long-Term Cap (Gains) Loss
2/3/09	1/11/07	11,347 15	(9,753 55)	CGI GROUP INC-CL A -		(1,593 60)
9/10/09	1/12/07	4,896 30	(3,411 30)	CAMERON INTL CORP -		(1,485 00)
8/5/09	4/5/07	6,710 48	(5,271 51)	JOHNSON & JOHNSON - COM		(1,438 97)
12/14/09	8/2/07	3,154 90	(1,873 42)	OCCIDENTAL PETROLEUM CORPORATION - COMMON		(1,281 48)
7/24/09	4/17/08	6,327 84	(5,092 40)	MEDAREX INC -		(1,235 44)
3/31/09	8/8/07	3,972 89	(2,804 22)	DANAHER GROUP -		(1,168 67)
12/10/09	11/14/08	889 83	(221 20)	PRICELINE COM INC -		(668 63)
12/16/09	5/16/08	3,894 52	(3,239 73)	DIRECTV-CLASS A -		(654 79)
2/3/09	1/11/07	11,502 47	(10,850 76)	COCA COLA AMATIL LTD SPONSOR - ED ADR		(651 71)
//	3/6/08	125,000 00	(124,375 00)	FEDERAL FARM CREDIT BANK - 5 000% 03/12/18		(625 00)
//	3/6/08	125,000 00	(124,375 00)	FEDERAL FARM CREDIT BANK - 5 000% 03/12/18		(625 00)
11/12/09	6/12/08	2,503 55	(1,927 08)	CAMERON INTL CORP -		(576 47)
10/20/09	1/11/07	1,073 74	(500 03)	NEOGEN CORP -		(573 71)
12/10/09	8/8/08	1,478 08	(924 79)	F5 NETWORKS INC - COM		(553 29)
12/16/09	3/20/08	5,034 25	(4,485 49)	TJX COS INC NEW - COM		(548 76)
1/9/09	2/6/01	2,012 63	(1,601 40)	JOHNSON & JOHNSON - COM		(411 23)
5/5/09	4/7/08	1,148 78	(769 94)	JAMES RIVER COAL CO COM NEW -		(378 84)
3/31/09	2/6/01	2,179 19	(1,912 68)	PEPSICO INC - COM		(266 51)
2/11/09	12/31/07	484 74	(260 25)	JAMES RIVER COAL CO COM NEW -		(224 49)
9/14/09	5/21/08	2,877 04	(2,691 52)	SHERWIN WILLIAMS CO -		(185 52)
3/17/09	1/11/07	1,318 23	(1,147 00)	MAXIMUS INC - COM		(171 23)
6/16/09	1/11/07	515 62	(353 09)	DARLING INTERNATIONAL INC -		(162 53)
10/30/09	10/17/08	399 19	(278 10)	CHICAGO BRIDGE & IRON-NY SHR -		(121 09)
10/15/09	1/15/08	548 45	(461 25)	ANSYS INC -		(87 20)
7/10/09	4/7/08	446 79	(362 89)	TRACTOR SUPPLY RETAIL -		(83 90)
10/15/09	4/17/08	944 43	(864 81)	COACH INC -		(79 62)
12/10/09	5/21/08	1,260 00	(1,183 53)	COACH INC -		(76 47)
4/29/09	1/11/07	431 78	(363 63)	DARLING INTERNATIONAL INC -		(68 15)
6/5/09	4/7/08	426 08	(370 78)	JAMES RIVER COAL CO COM NEW -		(55 30)
8/20/09	1/12/07	1,878 29	(1,844 90)	COCA COLA CO - COM		(33 39)
11/4/09	10/17/08	113 21	(83 43)	CHICAGO BRIDGE & IRON-NY SHR -		(29 78)
3/4/09	2/6/01	867 41	(847 80)	JOHNSON & JOHNSON - COM		(19 61)
8/14/09	6/18/08	711 99	(692 53)	GOODRICH CORP -		(19 46)
7/31/09	1/11/07	252 87	(240 00)	AGCO CORP -		(12 87)
4/1/09	12/31/07	332 51	(321 28)	TRACTOR SUPPLY RETAIL -		(11 23)
6/23/09	5/12/08	839 50	(835 81)	CLOROX CO DEL - COM		(3 69)
10/30/09	1/11/07	921 88	(926 31)	POLARIS INDUSTRIES INC -		4 43
9/14/09	6/18/08	471 53	(477 92)	MARVELL TECHNOLOGY GROUP LTD -		6 39
4/1/09	1/11/07	943 19	(951 05)	URS CORP -		7 86
2/5/09	7/16/07	476 81	(495 58)	CEPHALON INC -		18 77
1/22/09	1/11/07	1,764 71	(1,796 64)	COCA COLA AMATIL LTD SPONSOR - ED ADR		31 93
10/30/09	1/11/07	275 84	(309 36)	OGÉ ENERGY CORP -		33 52
10/15/09	7/14/08	1,059 52	(1,093 53)	BE AEROSPACE INC -		34 01

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TRADE DATE	ACQUISITION DATE	PROCEEDS	COST BASIS	SECURITY	Short-Term Cap (Gains) Loss	Long-Term Cap (Gains) Loss
10/15/09	3/27/08	1,534 36	(1,570 30)	MANHATTAN ASSOCIATES INC -		35 94
12/1/09	1/11/07	350 31	(386 70)	OGE ENERGY CORP -		36 39
1/15/09	10/19/07	785 45	(824 60)	HANOVER INS GROUP INC -		39 15
4/29/09	1/11/07	169 36	(210 00)	AGCO CORP -		40 64
3/31/09	8/28/07	2,812 42	(2,856 70)	BAXTER INTERNATIONAL INC -		44 28
3/13/09	1/18/07	1,333 07	(1,379 11)	LIFE TECHNOLOGIES CORP -		46 04
8/14/09	4/17/08	454 71	(512 48)	COACH INC -		57 77
2/5/09	7/16/07	235 55	(299 62)	ARCH CAPITAL GROUP LTD -		64 07
12/14/09	8/21/07	3,200 77	(3,266 44)	ARCH CAPITAL GROUP LTD -		65 67
8/14/09	1/11/07	462 93	(529 32)	POLARIS INDUSTRIES INC -		66 39
3/5/09	1/11/07	372 46	(454 85)	URS CORP -		82 39
3/13/09	3/21/07	477 67	(576 25)	TD AMERITRADE HOLDINGS CORP -		98 58
3/13/09	10/19/07	203 41	(303 80)	HANOVER INS GROUP INC -		100 39
8/14/09	2/6/08	196 59	(302 71)	AFFILIATED MANAGERS GROUP -		106 12
3/13/09	5/17/07	291 19	(406 28)	NASDAQ STOCK MARKET INC -		115 09
10/30/09	11/21/07	321 59	(438 70)	KOPPERS HOLDINGS INC -		117 11
9/22/09	1/12/07	3,100 10	(3,249 28)	WYETH -		149 18
8/14/09	6/18/08	460 91	(612 32)	EAST WEST BANCORP INC -		151 41
5/15/09	1/12/07	1,835 93	(1,990 55)	COCA COLA CO - COM		154 62
6/5/09	11/21/07	575 58	(731 17)	KOPPERS HOLDINGS INC -		155 59
4/29/09	1/11/07	416 15	(573 43)	POLARIS INDUSTRIES INC -		157 28
6/16/09	11/21/07	421 75	(584 93)	KOPPERS HOLDINGS INC -		163 18
3/13/09	7/16/07	396 63	(599 25)	ARCH CAPITAL GROUP LTD -		202 62
8/3/09	7/22/08	4,261 42	(4,469 49)	ALTERA CORPORATION -		208 07
10/1/09	1/11/07	604 93	(830 10)	COLUMBIA SPORTSWEAR CO -		225 17
5/19/09	4/17/08	859 66	(1,089 02)	COACH INC -		229 36
3/5/09	12/31/07	687 66	(928 61)	TRACTOR SUPPLY RETAIL -		240 95
12/9/09	1/12/07	2,137 37	(2,380 32)	INTEL CORP -		242 95
8/3/09	7/22/08	2,938 75	(3,182 77)	MICROSOFT CORP -		244 02
7/17/09	7/14/08	2,566 43	(2,810 54)	HANOVER INS GROUP INC -		244 11
6/12/09	11/20/07	700 98	(956 51)	CLIFFS NATURAL RESOURCES INC -		255 53
1/22/09	1/9/08	2,244 18	(2,510 80)	KRAFT FOODS INC -		266 62
3/11/09	12/14/07	931 22	(1,220 44)	AUTOMATIC DATA PROCESSING IN - COM		289 22
3/5/09	1/11/07	127 72	(430 92)	AFFILIATED MANAGERS GROUP -		303 20
6/19/09	1/11/07	640 26	(957 30)	SURMODICS INC -		317 04
4/29/09	11/21/07	329 57	(658 05)	KOPPERS HOLDINGS INC -		328 48
9/25/09	12/22/05	2,385 96	(2,714 69)	WELLS FARGO & CO NEW -		328 73
4/1/09	1/11/07	518 76	(850 74)	OGE ENERGY CORP -		331 98
4/24/09	3/20/08	2,566 75	(2,913 62)	ALTERA CORPORATION -		346 87
8/6/09	3/17/08	923 58	(1,273 84)	SOMANETICS CORP -		350 26
2/5/09	1/15/08	347 59	(704 91)	EL PASO CORPORATION -		357 32
1/9/09	1/12/07	1,969 63	(2,329 36)	BRISTOL MYERS SQUIBB -		359 73
12/10/09	1/11/07	790 28	(1,179 44)	SMITHFIELD FOODS INC -		389 16
3/31/09	3/21/05	4,364 63	(4,757 57)	PROCTER & GAMBLE CO - COM		392 94
4/1/09	1/11/07	204 41	(598 51)	CASCADE CORP -		394 10
12/9/09	1/12/07	2,082 32	(2,482 52)	MATTEL INC -		400 20

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TRADE DATE	ACQUISITION DATE	PROCEEDS	COST BASIS	SECURITY	Short-Term Cap (Gains) Loss	Long-Term Cap (Gains) Loss
10/30/09	1/11/07	419 04	(826 80)	TRINITY INDUSTRIES -		407 76
10/15/09	1/15/08	607 98	(1,031 45)	SOTHEBY'S -		423 47
6/12/09	1/15/08	594 48	(1,022 12)	EL PASO CORPORATION -		427 64
12/16/09	10/3/08	2,945 16	(3,375 99)	FRANCE TELECOM SA SPONS ADR -		430 83
10/1/09	1/11/07	448 89	(924 97)	CASCADE CORP -		476 08
1/22/09	1/11/07	1,070 43	(1,547 00)	ASTRAZENECA -		476 57
2/3/09	1/11/07	1,716 98	(2,201 43)	TOTAL SA-SPON ADR -		484 45
8/14/09	1/11/07	281 96	(806 91)	NEWPORT CORP -		524 95
9/29/09	7/22/08	4,995 77	(5,527 13)	NIKE INC CL B -		531 36
8/28/09	1/12/07	1,629 10	(2,164 97)	MARSH & MCLENNAN COS -		535 87
5/19/09	2/11/08	573 46	(1,143 71)	SUPERIOR ENERGY SERVICES INC -		570 25
1/6/09	1/12/07	2,400 80	(2,981 44)	ROYAL DUTCH SHELL PLC-ADR -		580 64
8/20/09	8/1/08	1,722 64	(2,322 42)	PACKAGING CORP OF AMERICA -		599 78
7/10/09	1/11/07	257 27	(870 56)	CASCADE CORP -		613 29
1/15/09	1/11/07	2,661 16	(3,295 35)	LABORATORY CORPORATION -		634 19
12/16/09	8/28/07	4,718 62	(5,365 05)	CVS CORP (FORMERLY MELVILLE) -		646 43
6/16/09	1/11/07	385 31	(1,033 79)	CASCADE CORP -		648 48
10/1/09	10/17/07	728 46	(1,381 35)	USEC INC -		652 89
9/22/09	1/11/07	3,363 23	(4,042 38)	SANOFI-AVENTIS-ADR -		679 15
9/3/09	1/12/07	4,781 34	(5,465 92)	INTEL CORP -		684 58
10/30/09	1/11/07	407 15	(1,117 26)	NEWPORT CORP -		710 11
1/9/09	8/23/07	4,616 73	(5,333 10)	ATMOS ENERGY CORP -		716 37
6/12/09	2/11/08	804 94	(1,524 94)	SUPERIOR ENERGY SERVICES INC -		720 00
5/15/09	1/12/07	1,191 97	(1,916 64)	FIRSTENERGY CORP -		724 67
5/19/09	1/12/07	948 75	(1,686 51)	PFIZER INC - COM		737 76
10/16/09	10/3/08	2,130 54	(2,870 98)	NOKIA CORPORATION ADT 'A' -		740 44
4/1/09	1/11/07	509 52	(1,292 76)	AFFILIATED MANAGERS GROUP -		783 24
2/3/09	1/18/08	9,105 01	(9,910 04)	CHUNGHWA TELECOM LTD-ADR -		805 03
12/17/09	7/27/07	1,102 31	(1,928 96)	HAIN CELESTIAL GROUP INC -		826 65
4/24/09	1/12/07	1,967 17	(2,799 08)	INTEL CORP -		831 91
2/11/09	1/11/07	654 78	(1,508 22)	AFFILIATED MANAGERS GROUP -		853 44
2/3/09	1/11/07	2,373 56	(3,259 75)	ASTRAZENECA -		886 19
12/14/09	6/12/08	6,416 31	(7,351 78)	DIAGEO PLC SPON ADR NEW -		935 47
7/10/09	1/11/07	1,000 90	(1,948 64)	SMITHFIELD FOODS INC -		947 74
5/7/09	11/9/07	2,399 87	(3,352 79)	3M CO - COM		952 92
10/20/09	1/11/07	1,146 78	(2,125 75)	G & K SERVICES INC-CL A -		978 97
10/30/09	6/12/08	4,971 85	(5,958 80)	DOMINION RES INC VA NEW -		986 95
1/15/09	1/18/07	262 86	(1,262 54)	OSHKOSH TRUCK CORP COM -		999 68
12/9/09	6/10/08	3,970 16	(4,986 32)	WELLS FARGO & CO NEW -		1,016 16
7/17/09	1/15/08	822 25	(1,966 19)	SOTHEBY'S -		1,143 94
9/9/09	1/12/07	2,986 54	(4,145 05)	CONOCOPHILLIPS CO -		1,158 51
1/15/09	1/11/07	499 10	(1,701 84)	WESCO INTL INC COM -		1,202 74
8/14/09	7/14/08	1,094 91	(2,311 67)	MACERICH CO -		1,216 76

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Form 990PF, Part XV - TIN # 57-1077098

Schedule # 2

Grants and Scholarships Paid During the Year

Recipient Organization	Description/Name of Program or Project	Amount	Year Approved	Pmt No.	Total Pmts
Avian Conservation Center dba SC Center for Birds of Prey	Educational Outreach Initiative	5,000	2009	1	1
Bob Jones Univ	Museum & Gallery at Heritage Green	10,000	2009	1	1
Carolina Piedmont Foundation	George D Johnson, Jr, College of Business	25,000	2007	2	5
Center for Scholarship Administration	TSFG Employee Dependent Scholarship Program (Note 1)	42,264	2008	1	1
Clemson University Foundation	Equipment for ICAR for CGEC	150,000	2007	3	10
College of Charleston Foundation	4th Century Initiative (4CI)	100,000	2006	4	10
EdVenture, Inc	Science Takes Flight thru Critter Garden	16,667	2008	2	3
Greater Greenville Chamber of Commerce	Carolina First Center for Excellence	30,000	2008	1	1
Greenville County Museum of Art	Andrew Wyeth Collection	25,000	2001	9	10
Greenville County Museum of Art	Jasper Johns Collection	200,000	2007	3	5
Greenville Symphony Orchestra	Education Outreach for Children	20,000	2008	1	1
Hammond School	STAR	40,000	2006	4	5
Hospice House of Greenville	A Place of Comfort/A Place of Care	10,000	2005	5	5
Hospice of Laurens County	Hospice House	10,000	2008	2	5
Hospice of McDowell County	The Center of Hope Campaign	5,000	2005	5	5
Meyer Center for Special Children	Just People Helping People	10,000	2007	3	5
Patriots Point Naval & Maritime Museum Foundation	Marine Education Center at Patriots Point	5,000	2009	1	1
Peace Ctr for the Performing Arts	Peace Outreach Program (POP)	25,000	2008	1	1
Piedmont Technical College Foundation	Center for Creative Economies	15,000	2007	3	5
Presbyterian College	Visual Arts Bldg	20,000	2008	2	5
Salvation Army	Ray & Joan Kroc Center	20,000	2007	3	5
SC Maritime Foundation	Sea Spray Scouts Program	25,000	2009	1	1
Seniors in Service of Tampa Bay, Inc	Building Generations through Literacy	5,000	2009	1	1
South Carolina Association of School Administrators	2009 Carolina First Palmetto's Finest School Awards	25,000	2009	1	1
St Francis Catholic High School	Phase II Development	5,000	2007	3	5
Sterling Hope Center	Summer Enrichment	5,000	2009	1	1
United Way of Greenville County	Office Relocation	15,000	2005	5	5
Upcountry History Museum	Capital Campaign	30,000	2007	3	5
Upcountry History Museum	Weaving Our Survival - Upcountry Stories of World War II	10,000	2009	2	5
Urban League of the Upstate, Inc	2008-09 Equal Opportunity Day & Gala	5,000	2008	2	2
USC - Educational Foundation - Aiken Partnership	Convocation Center - Aiken	5,000	2006	4	5
YMCA Grand Strand Family	YMCA of Coastal Carolina	10,000	2006	4	5
YMCA of Columbia Northeast	Jeep Rogers YMCA at Lake Carolina	5,000	2007	3	3
YMCA of Greenville	Rebuild the Cleveland St Family YMCA	20,000	2007	3	5
		<u>948,931</u>			

Note 1 - No recipient of a scholarship from The South Financial Group Employee Dependent Scholarship Program was related to a disqualified party

Carolina First Foundation dba The South Financial Group Foundation
Form 990PF, Part XV, Line 3b - TIN # 57-1077098 - Schedule # 3
Grants and Scholarships Approved for Future Payment

Schedule # 3

Recipient Organization	Description/Name of Program or Project	Year Payable						Total
		2010	2011	2012	2013	2014	2015	
Carolina Piedmont Foundation	George D Johnson, Jr, College of Business	25,000	25,000	25,000				75,000
Center for Scholarship Administration	TSFG Employee Dependent Scholarship Program - 15 Scholarships (Note # 1)	45,000						45,000
Clemson University Foundation	Equipment for ICAR for CGEC	150,000	150,000	150,000	150,000	150,000	150,000	1,050,000
College of Charleston Foundation	4th Century Initiative (4CI)	100,000	100,000	100,000	100,000	100,000	100,000	600,000
EdVenture, Inc	Science Takes Flight thru Critter Garden	16,666						16,666
Greater Greenville Chamber of Commerce	Carolina First Center for Excellence	10,000						10,000
Greenville Co Museum of Art/Museum Assoc	Andrew Wyeth Collection	25,000						25,000
Greenville County Museum of Art	Jasper Johns Collection	200,000	200,000					400,000
Greenville Symphony Orchestra	Education Engagement for Children	15,000						15,000
Hammond School	Front Bldg & cont'd growth	40,000						40,000
Hospice of Laurens County	Hospice House	10,000	10,000	10,000				30,000
Imagine Nation The Children's Museum of the Upstate	The Children's Museum of the Upstate	100,000						100,000
Meyer Center for Special Children	Just People Helping People	10,000	10,000					20,000
Peace Center Foundation	Peace Outreach Program	20,000						20,000
Piedmont Technical College Foundation	Center for Creative Economies	15,000	15,000					30,000
Presbyterian College	Visual Arts Bldg	20,000	20,000	20,000				60,000
Renaissance Foundation, The	Restoration & Conversion of historic Bethel AME Church into a Cultural Arts Center	5,000	5,000	5,000				15,000
St Francis Catholic High School	Phase II Development	5,000	5,000					10,000
Salvation Army, Greenville, SC	Ray & Joan Kroc Community Center	20,000	20,000					40,000
SC State Museum Foundation	Windows to New Worlds	20,000	20,000					20,000
SC Foundation for Educational Admin	2010 Palmetto's Finest Schools Awards	20,000						20,000
SCASA	Capital Campaign	30,000	30,000					20,000
Upcountry History Museum	Fdn Board approved Program or Exhibit	10,000	10,000	10,000				60,000
USC - Educational Foundation - Aiken								30,000
Partnership	Convocation Center - Aiken	5,000						5,000
YMCA Grand Strand Family	YMCA of Coastal Carolina	10,000						10,000
YMCA of Greenville	Rebuild the Cleveland St Family YMCA	20,000	20,000					40,000
Total		926,666	640,000	320,000	250,000	250,000	150,000	2,786,666

Note 1 - No recipient of a scholarship from The South Financial Group Employee Dependent Scholarship Program may be related to a disqualified person

Carolina First Foundation dba The South Financial Group Foundation

Form 990PF, Part II, Lines 2, 10a, 10b & 10c - TIN # 57-1077098

Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
3	KINETICS PARADIGM FUND	24,194 631	632,936 88	486,795 98
3	BRANDYWINE BLUE FUND	21,688 626	702,418 02	468,257 44
3	THE FAIRHOLME FUND	18,664 731	527,017 63	561,621.76
3	KEELEY SMALL CAP VALUE FUND CLASS A	20,134 458	513,989 42	399,064 96
3	DODGE & COX INTERNATIONAL FUND	20,963.958	853,637 01	667,702 06
3	DODGE & COX INCOME FUND	70,041 029	877,668 79	907,731.74
3	ARTIO TOTAL RETURN BOND FUND	66,241 645	866,560 89	891,612 54
1	FEDERATED PRIME MGT OBLIG FUND 804	470,982 720	470,982 72	470,982 72
3	ABBOTT LABS - COM	340 000	18,451 28	18,356 60
3	AFLAC INCORPORATED	157.000	6,076 07	7,261 25
3	APOLLO GROUP INC CL A	48 000	3,449 52	2,907 84
3	APPLE COMPUTER INC	62 000	8,921 56	13,065 38
3	ARCHER DANIELS MIDLAND	275 000	7,643 16	8,610 25
3	AT&T INC	427 000	13,964 48	11,968 81
3	CAMERON INTL CORP	73 000	3,141 09	3,051 40
3	CEPHALON INC	176 000	12,263 01	10,985 92
3	CISCO SYSTEMS INC	813 000	17,195.94	19,463 22
3	COLGATE PALMOLIVE	148.000	11,605.98	12,158 20
3	COSTCO WHSL CORP	125 000	7,786.61	7,396 25
3	CVS CORP (FORMERLY MELVILLE)	508 000	18,861 95	16,362 68
3	DIRECTV-CLASS A	487 000	12,596 09	16,241.45
3	EMC CORPORATION	287 000	3,326 33	5,013 89
3	EXXON MOBIL CORP	96.000	8,178 99	6,546 24
3	GENERAL DYNAMICS CORP - COM	161.000	10,129 54	10,975 37
3	GOOGLE INC	25 000	10,509 90	15,499 50
3	INTEL CORP	499 000	10,634 07	10,179 60
3	INTERNATIONAL BUSINESS MACHS - COM	181 000	18,875 75	23,692 90
3	JACOBS ENGINEERING GROUP INC	145 000	7,892 12	5,453 45
3	L3 COMMUNICATIONS HLDG	78 000	6,715 23	6,782 10
3	LILLY ELI & CO	424 000	14,703 44	15,141 04
3	MASTERCARD INC-CLASS A	19 000	3,218.93	4,863 62
3	MCDONALDS CORP - COM	253 000	14,839 87	15,797 32
3	MICROSOFT CORP	750 000	19,418 38	22,860 00
3	ORACLE CORPORATION	632 000	10,943 42	15,502 96
3	PRAXAIR INC	91 000	6,530 61	7,308 21
3	PROCTER & GAMBLE CO - COM	196 000	12,033 04	11,883 48
3	PUBLIC SVC ENTERPRISE GROUP - COM	177 000	5,549 39	5,885 25
3	QUALCOMM INC	298 000	13,171 34	13,785 48
3	QUEST DIAGNOSTICS INC	161 000	8,249 32	9,721 18
3	THERMO FISHER SCIENTIFIC INC	253 000	13,074 09	12,065 57
3	UNITED TECHNOLOGIES CORP - COM	187.000	11,780.45	12,979 67
3	VERISIGN INC	237 000	4,376 56	5,744 88
3	YUM BRANDS INC - INC	237 000	9,551 68	8,287 89
1	FEDERATED PRIME MGT OBLIG FUND 804	15,551 590	15,551 59	15,551 59
3	DANAHER GROUP	87 000	6,809 65	6,542 40
3	BAXTER INTERNATIONAL INC	211 000	12,226 33	12,381.48
3	BECTON DICKINSON	54 000	3,851 45	4,258.44
3	BRISTOL MYERS SQUIBB	531 000	13,851 39	13,407 75

Carolina First Foundation dba The South Financial Group Foundation

Form 990PF, Part II, Lines 2, 10a, 10b & 10c - TIN # 57-1077098

Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
3	FAMILY DOLLAR STORES	547 000	15,084 94	15,223 01
3	FLUOR CORP	134 000	6,015 94	6,035 36
3	HEWLETT PACKARD CO - COM	293 000	13,180 46	15,092 43
3	OCCIDENTAL PETROLEUM CORPORATION - COMMON	92 000	7,203 52	7,484 20
3	PEPSICO INC - COM	152.000	7,729 56	9,241 60
3	TJX COS INC NEW - COM	303 000	9,813.98	11,074.65
3	WAL MART STORES INC - COM	285 000	14,142.24	15,233 25
3	ABBOTT LABS - COM	186 000	8,365 52	10,042 14
3	ANALOG DEVICES	532 000	15,792 85	16,800.56
3	AVERY DENNISON	163.000	4,369 77	5,947 87
3	BEMIS CO	475 000	14,153.49	14,083 75
3	BOK FINANCIAL CORPORATION	115 000	4,041 91	5,464 80
3	CARDINAL HEALTH INC - COM	363 000	10,307 62	11,703 12
3	CATERPILLAR INC	265 000	9,271 33	15,102 35
3	CHEVRONTEXACO CORP	169.000	13,110 79	13,011 31
3	CLOROX CO DEL - COM	160.000	8,651 58	9,760 00
3	COCA COLA CO - COM	245 000	13,210.94	13,965 00
3	CONOCOPHILLIPS CO	217 000	15,041 55	11,082 19
3	CULLEN/FROST BANKERS INC	171 000	8,234 63	8,550 00
3	DU PONT E I DE NEMOURS & CO - COM	536 000	19,377 29	18,047 12
3	EMERSON ELEC CO - COM	262 000	11,671 65	11,161 20
3	INTEL CORP	849.000	18,388 70	17,319 60
3	JOHNSON & JOHNSON - COM	161.000	10,291 82	10,370 01
3	MARSH & MCLENNAN COS	604 000	17,641 03	13,336 32
3	MATTEL INC	437 000	9,855 53	8,731 26
3	MCDONALDS CORP - COM	126 000	7,647 07	7,867 44
3	MERCURY GEN CORP	431 000	20,629 60	16,921 06
3	MICROSOFT CORP	414 000	7,747 53	12,618 72
3	NOKIA CORPORATION ADT 'A'	824 000	17,555 37	10,588 40
3	NYSE EURONEXT	421 000	10,491 41	10,651 30
3	PFIZER INC - COM	311 000	5,486 32	5,657 09
3	PHARMACEUTICAL PRODUCT - DEVELOPMENT INC	463.000	9,695.68	10,852 72
3	PNC FINANCIAL SERVICES GROUP	267 000	11,840 66	14,094 93
3	ROYAL DUTCH SHELL PLC-ADR	85.000	6,447.40	4,941 05
3	SPECTRA ENERGY CORP	711 000	14,376.89	14,582 61
3	SUPERVALU INC	984.000	17,629 09	12,506 64
3	TELEFLEX	194 000	8,564 88	10,454 66
3	THOMSON REUTERS CORP	240 000	7,897 85	7,740 00
3	TORONTO-DOMINION BANK	86 000	5,290 15	5,393 92
3	TYCO ELECTRONICS LTD F	228 000	5,456 59	5,597 40
3	VALERO ENERGY CORP	632 000	10,664 57	10,586 00
3	VERIZON COMMUNICATION	363 000	12,549 02	12,026 19
3	WELLS FARGO & CO NEW	204 000	5,306 22	5,505 96
3	WHIRLPOOL CORPORATION	79 000	4,738 92	6,372 14
1	FEDERATED PRIME MGT OBLIG FUND 804	12,575 340	12,575.34	12,575 34
3	PACKAGING CORP OF AMERICA	251 000	6,286 73	5,775 51
3	CBS CORP NEW	861 000	17,407.59	12,097 05
3	US BANCORP DEL - COM NEW	953 000	23,643 78	21,452 03

Carolina First Foundation dba The South Financial Group Foundation

Form 990PF, Part II, Lines 2, 10a, 10b & 10c - TIN # 57-1077098

Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
3	CENOVUS ENERGY INC	275 000	6,739 03	6,930 00
3	AUTOMATIC DATA PROCESSING IN - COM	156 000	6,944.28	6,679 92
3	ENCANA CORPORATION	275 000	7,936 55	8,907 25
3	OCCIDENTAL PETROLEUM CORPORATION - COMMON	135 000	8,167 41	10,982 25
3	GENUINE PARTS CO	239 000	8,883 59	9,072.44
3	KIMBERLY CLARK CORP - COM	163 000	10,894 20	10,384 73
3	GENERAL ELEC CO - COM	1,057 000	28,297 56	15,992 41
3	BRISTOL MYERS SQUIBB	683 000	16,515 22	17,245 75
3	ANSYS INC	103 000	3,821 47	4,476 38
3	BARD C R INC - COM	55.000	4,122.46	4,284 50
3	BE AEROSPACE INC	175 000	3,750 46	4,112 50
3	BIOMARIN PHARMACEUTICAL INC	160 000	3,641 96	3,009 60
3	CABOT CORP	154 000	3,144 65	4,039 42
3	CABOT OIL & GAS CORP	102 000	3,432 30	4,446 18
3	CENTRAL EURO DISTRIBUTION CP	184.000	5,122 56	5,227 44
3	CEPHALON INC	71 000	4,367 96	4,431 82
3	CHECK POINT SOFTWARE TECH	100 000	2,799 99	3,388 00
3	COACH INC	70 000	1,410.13	2,557 10
3	CORRECTIONS CORP OF AMERICA	167 000	2,740 39	4,099 85
3	DISCOVERY COMMUNICATIONS-A	132 000	3,872 88	4,048 44
3	ENERGEN CORP	86 000	2,203 19	4,024 80
3	EQUIFAX INC	106 000	4,226 54	3,274 34
3	F5 NETWORKS INC - COM	69 000	2,278 93	3,654 93
3	FOSTER WHEELER AG	120 000	2,648 95	3,532 80
3	GAMESTOP CORP-CLASS A	190 000	5,745 56	4,168 60
3	GUESS? INC	98 000	1,589 06	4,145 40
3	HOLOGIC INC	248 000	2,970 21	3,596 00
3	HOST HOTELS & RESORTS INC	334 000	5,680 27	3,897 78
3	HUDSON CITY BANCORP	339 000	4,583 14	4,654 47
3	HUMANA INC	97 000	3,032 03	4,257.33
3	INTERCONTINENTAL EXCHANGE INC	34 000	3,078 94	3,818.20
3	ITT EDUCATIONAL SERVICES INC	50 000	4,559 26	4,798.00
3	JM SMUCKER CO	81.000	4,882 53	5,001.75
3	KAISER ALUMINUM CORP	107 000	1,940 06	4,453 34
3	KANSAS CITY SOUTHERN	157 000	4,365 17	5,226 53
3	KING PHARMACEUTICALS	239 000	2,423 44	2,932 53
3	L3 COMMUNICATIONS HLDG	47 000	3,684 67	4,086 65
3	LUBRIZOL CORPORATION	45.000	1,532 08	3,282 75
3	MACERICH CO	151 000	2,467 38	5,428 45
3	MARVELL TECHNOLOGY GROUP LTD	194 000	3,197 10	4,025 50
3	NUANCE COMMUNICATIONS INC	248 000	4,013 27	3,851 44
3	ONEOK INC	96.000	3,720 00	4,278 72
3	PARTNERRE LTD	49 000	3,355.26	3,658 34
3	PRICELINE COM INC	19.000	1,080 32	4,149 79
3	RANGE RESOURCES CORP	76.000	3,323 69	3,788 60
3	REINSURANCE GROUP OF AMERICA	85.000	3,879 32	4,050 25
3	ROVI CORP	121.000	3,590 51	3,856 27
3	SOHU COM INC	56.000	2,750 82	3,207 68

Carolina First Foundation dba The South Financial Group Foundation

Form 990PF, Part II, Lines 2, 10a, 10b & 10c - TIN # 57-1077098

Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
3	SOTHEBY'S	177 000	3,234 06	3,978.96
3	SUPERIOR ENERGY SERVICES INC	167 000	3,700 44	4,056.43
3	SYNIVERSE HOLDINGS INC	195 000	3,036 15	3,408 60
3	TD AMERITRADE HOLDINGS CORP	160 000	2,734 94	3,100 80
3	TECHNE CORP	48 000	3,048.48	3,290 88
3	TEMPLE-INLAND INC	166 000	2,013 58	3,504 26
3	TESSERA TECHNOLOGIES INC	137 000	3,919 17	3,187 99
3	TIDEWATER INC PAR VALUE	65 000	3,078 56	3,116 75
3	TORCHMARK CORP	77 000	3,285 51	3,384 15
3	V F CORP	57 000	3,453 84	4,174.68
3	VARIAN MEDICAL SYSTEMS INC	94 000	3,226 16	4,403 90
3	WESTERN DIGITAL CORP	87 000	2,707 44	3,841 05
1	FEDERATED PRIME MGT OBLIG FUND 804	6,134 600	6,134 60	6,134 60
3	EL PASO CORPORATION	446 000	5,560 31	4,384 18
3	COMERICA INC	108 000	1,612 44	3,193 56
3	FLOWSERVE CORP	32 000	1,591 36	3,024 96
3	TOWER GROUP INC	132 000	3,224 76	3,090 12
3	KBR INC	204 000	3,647 52	3,876.00
3	GOODRICH CORP	66 000	3,371 56	4,240.50
3	ANNALY MTG MGMT INC	224 000	3,428.56	3,886.40
3	ABAXIS INC	60 000	1,707 16	1,533.00
3	ALLSCRIPTS-MISYS HEALTHCARE - SOLUTIONS INC	142 000	3,009 85	2,872 66
3	ANGIODYNAMICS INC	160 000	3,209 59	2,568.00
3	ANSYS INC	57 000	2,518.31	2,477 22
3	BEACON ROOFING SUPPLY INC	136 000	2,226 95	2,176 00
3	BIO-REFERENCE LABS INC	40 000	1,313.98	1,564 80
3	CABOT MICROELECTRONICS	44 000	1,145 15	1,450 24
3	CASS INFORMATION SYSTEMS INC	49 000	1,816 98	1,489 60
3	CEPHEID INC	315 000	3,330 12	3,931 20
3	CHEMED CORP	75 000	3,242.56	3,597 75
3	CONCUR TECHNOLOGIES INC	29 000	767 96	1,239 75
3	COSTAR GROUP INC	32 000	1,667.83	1,336 64
3	DEALERTRACK HOLDINGS INC	96 000	1,808.21	1,803 84
3	DIGI INTL INC - COM	230 000	3,150.99	2,097 60
3	DYNAMEX INC	50 000	1,481 75	905 00
3	ECHELON CORP- COM	110 000	888.80	1,271 60
3	F5 NETWORKS INC - COM	60 000	2,027 15	3,178 20
3	FARO TECHNOLOGIES INC	50 000	1,877 13	1,072.00
3	FORRESTER RESEARCH INC	65 000	1,625 85	1,686 75
3	FORWARD AIR CORPORATION	55 000	1,703.74	1,376 65
3	GENTEX CORP	195 000	2,954 25	3,480 75
3	GUIDANCE SOFTWARE INC	108 000	1,123 77	565 92
3	INNERWORKINGS INC	164 000	2,188 24	967 60
3	IPC THE HOSPITALIST CO	50 000	1,083 94	1,662 50
3	LANDEC CORP	145 000	2,063 36	904 80
3	LKQ CORP	150 000	1,634.09	2,938 50
3	MAXIMUS INC - COM	43 000	1,333.00	2,150 00
3	MEDNAX INC	55 000	2,725.80	3,306.05

Carolina First Foundation dba The South Financial Group Foundation

Form 990PF, Part II, Lines 2, 10a, 10b & 10c - TIN # 57-1077098

Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
3	MEDTOX SCIENTIFIC INC	45 000	970 82	348 75
3	MOBILE MINI INC	65 000	1,689 35	915 85
3	NAPCO SECURITY TECHNOLOGIES	80 000	442 38	133 60
3	NATIONAL INSTRUMENTS CORP	125 000	3,592 22	3,681.25
3	NEOGEN CORP	93 000	885 78	2,195 73
3	PORTFOLIO RECOVERY ASSOCIATE	70 000	3,246.53	3,139 50
3	POWER INTEGRATIONS INC	80 000	1,869 60	2,908.80
3	RESOURCES CONNECTION INC	135 000	3,764 43	2,864 70
3	ROLLINS INC	180 000	2,709 42	3,470 40
3	RUDOLPH TECHNOLOGIES INC	60 000	972 60	403 20
3	SEMTECH CORP	165 000	2,307.69	2,806 65
3	STRATASYS INC	100 000	1,619 00	1,724 00
3	TECHNE CORP	35 000	2,045.05	2,399 60
3	TELVENT GIT SA	51 000	1,639 28	1,987 98
3	THE CHEESECAKE FACTORY	110 000	2,784 58	2,374 90
3	ULTIMATE SOFTWARE GROUP INC	90 000	2,196 63	2,643 30
3	UNITED NATURAL FOODS INC	125 000	4,317 63	3,342 50
3	UNIVERSAL TECHNICAL INST INC	45 000	1,018 80	909 00
3	USANA HEALTH SCIENCES INC	20 000	1,040 20	638 00
3	VERINT SYSTEMS INC	80.000	2,796 00	1,540 00
3	ZOLTEK COMPANIES INC	98 000	1,669 57	931 00
1	FEDERATED PRIME MGT OBLIG FUND 804	1,707 710	1,707 71	1,707.71
3	SMITH INTERNATIONAL	19 000	233 60	516 23
3	QUALITY SYSTEMS INC	24.000	1,476.24	1,507 20
3	RITCHIE BROS AUCTIONEERS INC	96 000	2,019 28	2,153.28
3	AFFILIATED MANAGERS GROUP	68 000	3,500.89	4,579.80
3	AGCO CORP	168 000	5,091 42	5,433.12
3	ARCH CHEMICALS INC	168 000	6,396 29	5,187 84
3	BRINKS HOME SECURITY HOLDING	97.000	2,358 70	3,166 08
3	CHATTEM INC	29 000	1,845.84	2,705 70
3	CHICAGO BRIDGE & IRON-NY SHR	260 000	2,859 79	5,257 20
3	COLUMBIA SPORTSWEAR CO	95.000	4,549.74	3,708 80
3	DARLING INTERNATIONAL INC	700 000	3,976 38	5,866 00
3	JAMES RIVER COAL CO COM NEW	187 000	2,933.62	3,457 63
3	JO-ANN STORES INC	106.000	3,083 27	3,841 44
3	MIDDLEBY CORP	49 000	2,462.43	2,401 98
3	NEWPORT CORP	347 000	6,433 02	3,188.93
3	OGE ENERGY CORP	121 000	4,174 43	4,463.69
3	POLARIS INDUSTRIES INC	96 000	3,919 01	4,188 48
3	SMITHFIELD FOODS INC	276 000	5,132 28	4,192.44
3	TRACTOR SUPPLY RETAIL	96.000	3,201.71	5,085 12
3	TRINITY INDUSTRIES	256 000	7,065.54	4,464.64
3	URS CORP	95 000	3,719 76	4,229 40
1	FEDERATED PRIME MGT OBLIG FUND 804	8,538 390	8,538 39	8,538.39
3	CASCADE CORP	135 000	5,084 68	3,711.15
3	NORDSON CORP	96 000	5,098 29	5,873 28
3	KOPPERS HOLDINGS INC	135 000	3,720 80	4,109 40
3	ABB LTD-SPON ADR	284 000	3,709 04	5,424 40

Carolina First Foundation dba The South Financial Group Foundation

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Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
3	ANGLO AMERICAN PLC-UNSP ADR	161 000	1,511 79	3,524 13
3	ARCELORMITTAL-NY REGISTERED	81 000	3,158 19	3,705 75
3	ASTRAZENECA	133 000	7,328 91	6,243 02
3	ATLAS COPCO AB-SPON ADR B	233 000	1,537.80	3,049 50
3	AXA - SPONSORED ADR	258 000	10,178 32	6,109 44
3	BANCO SANTANDER SA-SPON ADR	841 000	7,410.17	13,826 04
3	BARCLAYS PLC-SPONS ADR	246 000	4,272 30	4,329 60
3	BOC HONG KONG HLDS-SPONS ADR	143 000	4,307 06	6,491 63
3	BRITISH AMERICAN TOB-SP ADR	179.000	9,823.52	11,574 14
3	CANON INC-SPONS ADR	79 000	2,704 19	3,343 28
3	CENTRAL EURO DISTRIBUTION CP	138 000	3,578.24	3,920 58
3	CENTRAL EUROPEAN MEDIA ENT-A	71 000	1,160 85	1,676 31
3	DBS GROUP HOLDINGS-SPON ADR	163 000	4,405.71	7,151 79
3	DESARROLLADORA HOMEX-ADR	105 000	2,401 35	3,530 10
3	DIAGEO PLC SPON ADR NEW	48 000	2,673 12	3,331.68
3	E ON AG-SPONSORED ADR	90 000	2,997.00	3,758.85
3	FOMENTO ECONOMICO MEX-SP ADR	155 000	4,426 80	7,421 40
3	FRANCE TELECOM SA SPONS ADR	146 000	3,796 18	3,685 04
3	FUJIFILM HOLDINGS CORP-ADR	213 000	5,404 11	6,383.40
3	INTESA SANPAOLO-SPON ADR	216 000	5,273 55	5,857 27
3	KEPPEL CORP LTD-SPONS ADR	877 000	4,788 42	10,281 95
3	KONINKLIJKE KPN NV-SP ADR	264 000	3,748.80	4,484 57
3	LUKOIL-SPON ADR	82 000	4,088 34	4,608.40
3	MINITSUBISHI UF J FINL GRP-ADR	761 000	5,708 66	3,744 12
3	MITSUI & CO LTD- SPONS ADR	33 000	8,167.11	9,426 78
3	MTN GROUP LTD-SPONS ADR	160.000	2,155 20	2,561 76
3	NATIONAL BANK OF GREECE-ADR	1,173 000	7,311.62	6,111 33
3	NATIONAL GRID PLC SPON ADR NEW	71 000	5,187 96	3,860 98
3	NESTLE SA-SPONS ADR	280 000	9,866 75	13,597 08
3	NOVARTIS AG-ADR	233 000	13,002 20	12,682 19
3	ORIX-SPONSORED ADR	85 000	2,914 38	2,903 60
3	RIO TINTO PLC-SPON ADR	19 000	3,087 50	4,092 41
3	ROCHE HOLDINGS LTD-SPONS ADR	106 000	3,794 80	4,506 59
3	RWE AKTIENGESELLSCHAFT-SP ADR	72 000	5,838 48	7,048 22
3	SANOFI-AVENTIS-ADR	106 000	4,367 14	4,162 62
3	SOCIETE GENERALE-SPONS ADR	196 000	2,938 04	2,753.02
3	STATOILHYDRO ASA-SPON ADR	117 000	2,017 08	2,914 47
3	STERLITE INDUSTRIES INDI-ADR	172 000	1,926 64	3,133 84
3	TELEFONICA SA SPONSORED ADR	107.000	5,957 42	8,936.64
3	TENARIS SA-ADR	84 000	3,064 60	3,582 60
3	THOMPSON CREEK METALS CO INC	514 000	5,947 47	6,024 08
3	TOKIO MARINE HOLDINGS -ADR	167 000	4,510 67	4,538 39
3	TOTAL SA-SPON ADR	191 000	13,010 25	12,231 64
3	TOYOTA MOTOR CORP-SPON ADR	50.000	5,187 38	4,208 00
3	TURKCELL ILETISIM HIZMET-ADR	418.000	5,705 70	7,310 82
3	UNILEVER PLC ADR NEW	227 000	4,621.36	7,241 30
3	VALE SA-SP PREF ADR	279.000	3,857 98	6,924 78
3	ZURICH FINANCIAL SVCS-ADR	123.000	2,209.08	2,695 05

Carolina First Foundation dba The South Financial Group Foundation

Form 990PF, Part II, Lines 2, 10a, 10b & 10c - TIN # 57-1077098

Schedule # 4

Temporary Cash Investments and Investments

Class	Investment	UNITS HELD	FEDERAL TAX COST	FAIR MARKET VALUE
1	FEDERATED PRIME MGT OBLIG FUND 804	3,545 650	3,545.65	3,545 65
3	AGRIUM INC	101.000	3,213 46	6,211 50
3	HONDA MOTOR CO LTD-SPONS ADR	133 000	3,122 84	4,508 70
3	PETROLEO BRASILEIRO-SPON ADR	207.000	4,638 87	8,774 73
3	GLAXO PLC SPONSORED ADR	130 000	4,625 96	5,492 50
3	NISSAN MOTOR CO LTD-SPON ADR	188 000	3,124 56	3,271 58
3	BLACKROCK CAPITAL APPRECIATION INSTL FUND 369	14,805.504	197,000 00	237,036 12
3	DREYFUS EMERGING MARKETS I	8,618 778	100,000 00	101,615 39
3	HARBOR INTERNATIONAL FUND	5,721 410	373,745 21	313,933 77
3	MORGAN KEEGAN PRIVATE EQUITY FUND OF FUNDS II LP	227,500.000	227,500 00	180,621 58
3	NATIONAL CITY CAP IV PREFERRED 8 000%	2,180 000	54,783 40	54,456 40
3	NATIONAL CITY CAP TR III PREFERRED 6 625%	3,220 000	79,759 40	70,035 00
3	T ROWE PRICE NEW ERA	2,516 199	111,254 46	109,781 76
3	TEMPLETON GLOBAL BOND FUND ADVISOR CL	19,776 717	225,000 00	250,966 54
3	WACHOVIA CAPITAL TRUST I PREFERRED 6.375%	3,610.000	89,775 80	79,456 10
1	FEDERATED PRIME MGT OBLIG FUND 804	429,937 050	429,937 05	429,937 05
3	DWS MARKET SERIES MANAGED SHARES	100,000 000	100,000 00	100,000 00
4	GOLDMAN SACHS 5 850% DUE 05/15/15	100,000.000	100,000 00	103,042 00
3	JP MORGAN CHASE & CO 6 300% DUE 04/23/19	100,000 000	100,294 00	110,008 00
4	NOVARTIS CAPITAL CORP 4 125% DUE 02/10/14	100,000.000	103,688 00	105,118 00
3	NORTHERN TRUST CO 4 600% DUE 02/01/13	100,000 000	96,373 00	104,969 00
3	GOLDMAN SACHS HIGH YIELD INSTITUTIONAL FUND	33,363 687	247,668 83	231,877 62
4	GENERAL ELECTRIC CORP 5 450% DUE 01/15/13	100,000 000	100,416 00	106,309 00
4	NATIONAL RURAL UTILITY 7.25% 03/01/12	110,000 000	121,794 20	120,916 40
4	ORACLE CORP 5 250% DUE 01/15/16	150,000 000	150,180 00	161,979 00
3	AFFINITY TECHNOLOGY GROUP INC	3,982,767.000	557,587 71	1,991 38
3	NATIONAL CITY CAP IV PREFERRED 8.000%	4,000 000	100,520 00	99,920 00
	AFFINITY TECHNOLOGY GROUP, INC 8% CONVERTIBLE SECURED NOTE - In Bankruptcy little or no chance of realization of investment	122,115 000	122,115 00	4,274.03
5	REALTICORP FUND III PROFIT PARTICIPATION NOTE	1 000	-	-
1	FEDERATED PRIME MGT OBLIG FUND 804	107,522 040	107,522 04	107,522 04
3	DWS MARKET SERIES MANAGED SHARES	700,000 000	700,000 00	700,000 00
4	GOLDMAN SACHS 5.850% DUE 05/15/15	100,000 000	100,000 00	103,042 00
3	JP MORGAN CHASE & CO 6 300% DUE 04/23/19	100,000 000	100,294 00	110,008 00
4	NOVARTIS CAPITAL CORP 4 125% DUE 02/10/14	100,000.000	103,688 00	105,118 00
4	NATIONAL RURAL UTILITY 7.25% 03/01/12	100,000 000	110,722 00	109,924 00
4	GENERAL ELECTRIC CORP 5.450% DUE 01/15/13	100,000 000	100,416 00	106,309 00
4	ORACLE CORP 5.250% DUE 01/15/16	150,000 000	150,180 00	161,979 00
	Total		12,414,766 30	11,248,480 64
Code used to Summarize Investments by Return Classification				
1	Savings & Temporary Cash Investments		1,056,495.09	1,056,495.09
2	Government Obligations Mature Less than One Year		-	-
3	Corporate Stocks		10,095,072 01	9,003,975 12
4	Corporate Bonds		1,263,199 20	1,188,010 43
5	Other		-	-
	Total		12,414,766 30	11,248,480 64

Carolina First Foundation aka The South Financial Group Foundation
Form 990PF - TIN 57-1077098 - Schedule # 5

Part 1, Line 11 Other Income

Pro-rata share of litigation settlement received as a shareholder of several investment securities 1,980

Part 1, Line 13 Compensation of Officers and Directors & Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors

Name and Address	Title and average hours per week devoted to position (Note 1)	Consulting Fees	Director Fees	Employee Benefits	Expense Account & Other Allowances	Total
H Lynn Harton, 104 South Main Street, Greenville, SC 29601	Director & CEO/ 1 hour	0	0	0	0	0
William P Brant, 50 North Laura Street, Suite 2750, Jacksonville, FL 32202	Director/ 1 hour	0	250	0	0	250
William S Hummers, III, 12 Windy Court, Greenville, SC 29615	Director/ 1 hour	0	500	0	0	500
Elizabeth P Stall, 11 Serrine Drive, Greenville, SC 29615	Director/ 1 hour	0	500	0	0	500
David C Wakefield, III, 108 Bradley Park, Anderson, SC 29621	Director/ 1 hour	0	500	0	0	500
Gary Bruce Thomas, 94 Oak Brook Drive, Columbia, SC 29223	Consultant acting as President, Executive Director & Secretary/ 10+ hours	13,750	0	0	0	13,750
		13,750	1,750	0	0	15,500

Note 1 - The Carolina First Foundation has no employees. All amounts paid above are considered to be at or below comparable amounts paid by similar private foundations and at or below market rates.

Part 1, Line 16c Other Professional Fees

	Total	Related to Investment Income
Investment Management, Custody and Reporting Fees	70,271	70,271
Letter of Credit related to an investment security	6,084	6,084
Independent 3rd Party Administrator of The South Financial Group Employee Dependent Scholarship Program	4,649	
	81,004	76,355

Part 1, Line 18 Taxes

Tax on Investment Income for Prior Year	864	864
Tax on Investment Income for 2009	2,102	2,102
Foreign Taxes Withheld	1,150	1,150
	4,116	4,116

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization CAROLINA FIRST FOUNDATION	Employer identification number 57 1077098
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 151 CORLEY MILL ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LEXINGTON, SC 29072-7600	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **G. BRUCE THOMAS**

Telephone No ▶ (803) **996-7705** FAX No ▶ (803) **996-7719**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 16**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20**09** or
- ▶ tax year beginning _____, 20____, and ending _____, 20_____

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 3,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 4,000
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <1,000>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of _____
 Telephone No. ▶ (_____) _____ FAX No. ▶ (_____) _____
 - If the organization does not have an office or place of business in the United States, check this box
 - If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until _____, 20____.
- 5 For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ *[Handwritten Signature]* Title ▶ Executive Director Date ▶ 5-14-10

Gary Bruce Thomas

Form 8868 (Rev 4-2009)

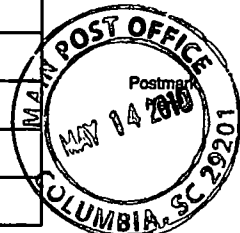
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Total Postage & Fees	\$



Sent To: Department of the Treasury
 Street, Apt. No. or PO Box No.: Internal Revenue Service Center
 City, State, ZIP+4: Ogden UT 84201-0012

PS Form 3800, June 2002 See Reverse for Instructions