Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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: POPE-BROWN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 1228 WALNUT STREET | Room/suite:

City or town, state, and ZIP code: NEWBERRY SC 29108

A Employer identification number: 57-6173490

B Telephone number (see page 10 of the instructions): 803-276-9626

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 ▶ ☐

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) ▶ $ 1,301,297

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	9,166	9,166		
	4	Dividends and interest from securities	17,372	17,372		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	-47,415			
	b	Gross sales price for all assets on line 6a 499,640				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-20,877	26,538	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	3,250	3,250		
	c	Other professional fees (attach schedule) STMT 3	11,310	11,310		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	42			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch.)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,602	14,560		0
	25	Contributions, gifts, grants paid	69,000			69,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	83,602	14,560	0	69,000
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-104,479			
	b	**Net investment income** (if negative, enter -0-)		11,978		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	115,189	48,188	48,188
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (att. schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) SEE STMT 5	1,050,265	1,012,787	1,097,197
c	Investments—corporate bonds (attach schedule) SEE STMT 6	151,405	151,405	155,912
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,316,859	1,212,380	1,301,297
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	1,316,859	1,212,380	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,316,859	1,212,380	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,316,859	1,212,380	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,316,859
2	Enter amount from Part I, line 27a	2	-104,479
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,212,380
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,212,380

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	N/A			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	
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	75,919	1,360,100	0.055819
2007	30,000	1,587,618	0.018896
2006	121,591	1,509,535	0.080549
2005	30,000	1,461,307	0.020530
2004	69,860	1,478,002	0.047267

2 **Total** of line 1, column (d)	2	0.223061
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044612
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,105,235
5 Multiply line 4 by line 3	5	49,307
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	120
7 Add lines 5 and 6	7	49,427
8 Enter qualifying distributions from Part XII, line 4	8	69,000

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	120
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	120
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	120
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,170		
b	Exempt foreign organizations—tax withheld at source — 6b: 42		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,212
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,092
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 1,092 **Refunded** ▶	11	

Part VII-A. Statements Regarding Activities

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

DAA

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS H, POPE, III Telephone no ▶ 803-276-9626
1228 WALNUT STREET
Located at ▶ NEWBERRY, SC ZIP+4 ▶ 29108

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 |

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

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

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

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)? N/A		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? N/A	☐ 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	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		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
CARROLL B. HART NEWBERRY 1228 WALNUT STREET SC 29108	TRUSTEE AS NEEDED	0	0	0
THOMAS H. POPE III NEWBERRY 1228 WALNUT STREET SC 29108	TRUSTEE AS NEEDED	0	0	0
GARY T. POPE NEWBERRY 1228 WALNUT STREET SC 29108	TRUSTEE AS NEEDED	0	0	0

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 ▶

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 ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions. 3	
Total. Add lines 1 through 3 ▶	

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	1,118,993
b	Average of monthly cash balances	1b	3,073
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,122,066
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,122,066
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	16,831
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,105,235
6	**Minimum investment return.** Enter 5% of line 5	6	55,262

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	55,262
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 120		
b	Income tax for 2009. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	120
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,142
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	55,142
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,142

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	69,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	69,000
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	120
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,880

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

Part XIII Undistributed Income (see 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				55,142
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			37,982	
b	Total for prior years: 20 ___ , 20 ___ , 20 ___				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 69,000				
a	Applied to 2008, but not more than line 2a			37,982	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				31,018
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				24,124
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)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

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	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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).)

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

N/A

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

NO REQUIRED FORM

c Any submission deadlines:

SEE STATEMENT 7

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

SEE STATEMENT 8

Form 990-PF (2009) POPE-BROWN FOUNDATION 57-6173490 Page 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NEWBERRY OPERA HOUSE FDN POST OFFICE BOX 357 NEWBERRY SC 29108	N/A	PUB CHARITY	CHARITABLE	30,000
BELTON CENTER FOR THE ART POST OFFICE BOX 368 BELTON, SC 29627	N/A	PUB CHARITY	CHARITABLE	5,000
ETV ENDOWMENT OF SC 401 E KENNEDY ST,STE B-1 SPARTANBURG SC 29302	N/A	PUB CHARITY	CHARITABLE	3,000
NEWBERRY COUNTY YMCA POST OFFICE BOX 662 NEWBERRY SC 29108	N/A	PUB CHARITY	CHARITABLE	5,000
PEACE CTR OUTREACH PROGRA 101 WEST BROAD STREET GREENVILLE SC 29601	N/A	PUB CHARITY	CHARITABLE	1,500
RIVERBANKS ZOO POST OFFICE BOX 1060 COLUMBIA SC 29202-1060	N/A	PUB CHARITY	CHARITABLE	1,000
SC HISTORICAL SOCIETY FIREPRF BLDG,100 MEETING CHARLESTON SC 29401-2299	N/A	PUB CHARITY	CHARITABLE	3,000
USC EDUCATIONAL FDN 1700 COLLEGE STREET COLUMBIA SC 29201-9980	N/A	PUB CHARITY	CHARITABLE	15,000
BELTON AREA MUSEUM ASSOCI POST OFFICE BOX 335 BELTON SC 29627	N/A	PUB CHARITY	CHARITABLE	2,500
BELTON HONEA PATH HIGH 11000 BELTONHONEAPATH HWY HONEA PATH SC 29654-9508	N/A	PUB CHARITY	CHARITABLE	3,000
Total			▶ 3a	69,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,166	
4 Dividends and interest from securities			14	17,372	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-47,415
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		26,538	-47,415

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -20,877

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-13-10 Title: Trustee

Paid Preparer's Use Only

Preparer's signature: Agnes E. Asman, CPA | Date: 05/11/10 | Check if self-employed ☒ | Preparer's identifying number (see Signature on page 30 of the instructions): P00196498

Firm's name (or yours if self-employed), address, and ZIP code: AGNES E. ASMAN, CPA, P. O. BOX 61105, COLUMBIA, SC 29260

EIN ▶

Phone no 803-787-6325

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE FOLLOWING PAGE			PURCHASE				
	VARIOUS	VARIOUS	$ 499,640	$ 547,055	$	$	$ -47,415
TOTAL			$ 499,640	$ 547,055	$ 0	$ 0	$ -47,415

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 3,250	$ 3,250	$	$
TOTAL	$ 3,250	$ 3,250	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SCBT WEALTH MGMT FEES	$ 4,750	$ 4,750	$	$
GREENWOOD CAPITAL ASSOCIATES	6,560	6,560		
TOTAL	$ 11,310	$ 11,310	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	$ 42	$	$	$
TOTAL	$ 42	$ 0	$ 0	$ 0

Federal Statements

Statement 1- Form 990-PF, Part I, Line 6a - Sale of Assets

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
Long Term					
200 shs ITT Corporation	8/18/2006	1/5/2009	9,988.22	9,947.00	41.22
50 shs Procter & Gamble	5/2/2007	1/12/2009	3,067.63	3,131.50	(63.87)
200 shs Teva Pharmaceutical	Various	1/22/2009	8,470.32	7,163.26	1,307.06
.5 sh Wells Fargo	9/16/2006	2/3/2009	0.07	0.33	(0.26)
300 shs Staples Inc	8/18/2006	2/6/2009	4,834.10	7,147.50	(2,313.40)
50 shs Genzyme Corp	9/22/2006	2/13/2009	3,581.35	3,259.25	322.10
350 shs EcoLab Inc	Various	3/13/2009	10,728.71	14,942.67	(4,213.96)
250 shs Genzyme Corp	9/22/2006	3/13/2009	13,685.92	16,296.25	(2,610.33)
450 shs Corning Inc	2/23/2007	3/13/2009	4,939.70	9,783.00	(4,843.30)
100 shs Genentech	6/26/2007	3/16/2009	9,265.57	7,304.15	1,961.42
450 shs Zimmer Holdings	Various	3/31/2009	16,700.24	35,840.80	(19,140.56)
225 shs Danaher Corp	Various	3/31/2009	12,598.85	17,726.39	(5,127.54)
175 shs ExxonMobil Corp	7/21/2006	4/6/2009	12,104.09	5,794.14	6,309.95
200 shs Corning Inc	2/23/2007	4/6/2009	2,771.57	4,348.00	(1,576.43)
125 shs Int'l Business Machines	3/6/2007	4/7/2009	12,628.42	11,679.25	949.17
150 shs Medtronic Inc	Various	4/20/2009	4,683.63	7,431.25	(2,747.62)
100 shs Staples Inc	8/18/2006	4/20/2009	2,004.27	2,382.50	(378.23)
150 shs Danaher Corp	Various	5/15/2009	8,939.36	11,111.71	(2,172.35)
600 shs Dell Inc	Various	6/1/2009	6,754.28	13,089.27	(6,334.99)
125 shs XTO Energy Inc	5/13/2008	6/30/2009	4,696.71	8,004.52	(3,307.81)
200 shs Costco Whsl Corp	3/26/2008	6/30/2009	9,151.52	13,280.92	(4,129.40)
100 shs Franklin Res Inc	1/7/2008	7/2/2009	7,185.39	10,616.41	(3,431.02)
100 shs Apple Inc	2/5/2008	7/21/2009	15,075.75	12,998.18	2,077.57
275 shs Colgate Palmolive Co	5/2/2007	7/24/2009	20,131.92	18,719.25	1,412.67
75 shs Pepsico Inc	7/21/2006	7/24/2009	4,175.17	2,864.25	1,310.92
275 shs Corning Inc	2/23/2007	7/28/2009	4,642.12	5,978.50	(1,336.38)
200 shs Teva Pharmaceutical	7/11/2007	9/18/2009	10,108.71	8,354.78	1,753.93
250 shs Abb Ltd-Spon Adr	1/29/2008	10/9/2009	5,002.84	6,359.47	(1,356.63)
75 shs ExxonMobil Corp	7/21/2006	10/9/2009	5,122.07	2,483.20	2,638.87
225 shs Burlington nor Santa Fe	Various	11/3/2009	21,935.93	19,812.75	2,123.18
200 shs Peabody Energy Corp	8/26/2008	12/22/2009	9,116.96	12,460.16	(3,343.20)
Total Long Term			264,091.39	310,310.61	(46,219.22)

Continued on next page

The Pope-Brown Foundation
57-6173490
YE 12/31/09

5/11/2010

Federal Statements

Statement 1- Form 990-PF, Part I, Line 6a - Sale of Assets

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
Short Term					
200 shs UnitedHealth Group	4/7/2008	1/5/2009	5,426.28	7,349.04	(1,922 76)
.26 sh Bank America Corp	9/18/2008	1/15/2009	2.11	7.45	(5.34)
700 Ishs DJ US Oil Equip & Sv	12/22/2008	2/19/2009	18,952.74	17,184.44	1,768.30
1000 shs Time Warner Inc	Various	3/4/2009	7,660.36	14,773.33	(7,112.97)
8 shs EcoLab Inc	9/22/2008	3/13/2009	245.23	388.44	(143.21)
125 shs Genentech Inc	10/8/2008	3/16/2009	11,581.97	9,593.99	1,987.98
200 shs UnitedHealth Group	Various	4/6/2009	4,005.33	5,748.98	(1,743.65)
200 shs Standard & Poors Dep	12/15/2008	4/7/2009	16,749.34	17,442.80	(693.46)
300 shs UnitedHealth Group	Various	4/13/2009	6,988.89	10,842.42	(3,853.53)
600 shs Ebay Inc	Various	4/20/2009	8,550.40	15,478.96	(6,928.56)
150 shs Schlumberger Ltd	2/10/2009	5/15/2009	8,338.72	6,683.81	1,654.91
400 shs Dell Inc	9/22/2008	6/1/2009	4,502.84	6,822.00	(2,319.16)
300 shs XTO Energy Inc	Various	6/30/2009	11,272.10	14,061.65	(2,789.55)
50 shs Franklin Res Inc	9/22/2008	7/2/2009	3,592.70	4,803.75	(1,211.05)
125 shs Southwestern Energy Co	6/25/2009	8/7/2009	5,313.09	4,914.61	398.48
75 shs FPL Group Inc	2/18/2009	8/7/2009	4,227.98	3,664.58	563.40
300 shs Celgene Corp	Various	8/14/2009	15,965.71	12,904.77	3,060.94
425 shs Charles Schwab Corp	Various	8/28/2009	7,700.03	5,893.38	1,806.65
200 shs Occidental Pete Corp	Various	9/4/2009	14,423.82	11,608.85	2,814.97
300 shs Adobe Sys Inc	1/7/2009	9/4/2009	9,311.64	7,438.50	1,873.14
500 shs Abb Ltd-Spon Adr	11/5/2008	10/9/2009	10,005.69	6,624.35	3,381.34
525 shs Charles Schwab Corp	Various	10/9/2009	9,941.46	8,730.86	1,210.60
175 shs FPL Group Inc	Various	10/16/2009	9,231.95	8,060.15	1,171.80
125 shs Caterpillar Inc	1/5/2009	10/22/2009	7,130.29	5,840.20	1,290.09
75 shs Burlington nor Santa Fe	5/12/2009	11/3/2009	7,311.97	5,218.70	2,093.27
200 shs Nike Inc	Various	12/1/2009	12,991.47	9,900.40	3,091.07
200 shs Research In Motion Ltd	Various	12/18/2009	14,124.47	14,763.92	(639.45)
Total Short Term			235,548.58	236,744.33	(1,195.75)
TOTAL 2009 CAPITAL GAINS & LOSSES			499,639.97	547,054.94	(47,414.97)

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABB LTD	$ 12,984	$		$
ABBOTT LABS	26,966	33,663		35,094
ACTIVISION BLIZZARD INC		11,380		10,277
APPLE INC	12,998			
AVON PRODUCTS INC		11,183		11,025
BANK AMERICA CORP	5,731	16,274		10,166
BAXTER INTERNATIONAL INC		11,814		11,736
BRISTOL MYERS SQUIBB CO		19,516		22,094
BURLINGTON NORTHERN SANTA FE	19,813			
CATEPILLAR INC		9,346		15,672
CHARLES SCHWAB	11,366			
CISCO SYSTEMS INC	45,648	45,648		41,296
COLGATE PALMOLIVE CO	18,719			
CONOCOPHILLIPS		13,876		15,321
CORNING INC	29,983	15,097		17,862
COSTCO WHSL CORP NEW	13,281			
CVS CAREMARK CORP		24,515		24,158
DANAHER CORP	28,838			
DELL INC	19,911			
DIAMOND OFFSHORE DRILLING INC	11,311	11,311		9,842
DISNEY WALT CO	17,368	22,473		24,187
EBAY INC	15,479			
ECOLAB INC	15,331			
EMC CORP/MASS	26,853	26,853		29,699
EMERSON ELECTRIC	29,276	40,573		38,340
EXXON CORPORATION	13,244	4,966		10,229

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FLUOR CORP NEW	$	$ 5,679		$ 5,630
FRANKLIN RES INC	15,420			
GENENTECH INC	16,898			
GENZYME CORP	19,555			
GILEAD SCIENCES	17,854	29,228		25,962
GOOGLE INC CL A	16,710	16,710		24,799
HEWLETT PACKARD CO		18,773		29,618
HONEYWELL INTERNATIONAL	30,779	34,435		33,320
INTEL CORP	22,785	30,645		32,640
INTL BUSINESS MACHINES CORP	41,496	32,896		39,270
ISHARES DOW JONES US OIL EQUIP & SER	17,184			
ITT CORPORATION	9,947			
JOHNSON & JOHNSON	10,358	25,445		25,764
KELLOGG COMPANY	18,388	18,388		18,620
LOWES COS INC	12,430	26,245		28,068
MCDONALDS CORP	6,898	11,846		12,800
MEDTRONIC INC	28,015	31,346		29,686
MERRILL LYNCH & CO INC	9,530			
MICROSOFT CORP	39,362	39,362		45,720
MONSANTO CO NEW	10,241	30,075		30,656
MORGAN STANLEY		19,233		19,240
NIKE INC		12,492		16,518
ORACLE CORPORATION COM	13,955	17,016		23,303
PEABODY ENERGY CORP	12,460			
PEPSICO INC	18,140	15,276		24,320
PRAXAIR INC	15,427	28,489		30,116

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PROCTOR & GAMBLE	$ 24,919	$ 24,548		$ 24,252
PRUDENTIAL FINL INC	22,430	25,552		17,416
QUALCOMM INC	9,353	29,216		32,382
SCHLUMBERGER LTD		19,426		29,291
SOUTHWESTERN ENERGY CO		12,778		15,665
STANDARD & POORS DEP RECEIPT	17,443			
STAPLES INC	18,881	14,713		15,983
STATE STREET CORP	3,789	19,290		21,770
TARGET CORP	21,209	21,209		19,348
TEVA PHARMACEUTICAL INDS LTD	24,179	8,661		11,236
TEXAS INSTRUMENTS	14,718	14,718		13,030
TIME WARNER INC NEW	14,773			
UNITED PARCEL SVC		26,569		27,251
UNITEDHEALTH GROUP INC COM	23,940			
VISA INC		8,291		13,119
WAL-MART STORES INC	25,748	25,748		33,406
XTO ENERGY INC	14,109			
ZIMMER HLDGS INC	35,841			
WELLS FARGO & CO PFD	1	1		
TOTAL	$ 1,050,265	$ 1,012,787		$ 1,097,197

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INTERNATIONAL LEASE MEDIUN TERN NOTE	$ 50,405	$ 50,405		$ 49,460
SOUTH CAROLINA ELECTRIC & GAS	52,811	52,811		52,557

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL ELECTRIC CAPITAL CORP				
	$ 48,189	$ 48,189		$ 53,895
TOTAL	$ 151,405	$ 151,405		$ 155,912

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
NO REQUIRED FORM

Statement 7 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NO CURRENT DEADLINES. PERIODIC CONSIDERATION OF REQUESTS.

Statement 8 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CONTRIBUTIONS MADE TO SECTION 501(C)(3) ORGANIZATIONS IN SOUTH CAROLINA OR THE SOUTHEASTERN UNITED STATES.

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
FIRST COMMUNITY BANK	$ 3		14	
SOUTH CAROLINA BANK AND TRUST	9,163		14	
TOTAL	$ 9,166			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
SOUTH CAROLINA BANK AND TRUST	$ 17,372		14	
TOTAL	$ 17,372			