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Form 990-PF

Department of the Treasury

Return of Private Foundation

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

OMB No 1545-0052

			be able to use a copy of this			_ 		
			Y 1, 2009	, and ending	APR 30, 2010			
G C	G Check all that apply Initial return Initial return of a former public charity Final return							
Amended return Address change Name change								
Use	the I	RS Name of foundation			A Employer identification	number		
li	abel.							
Oth	erwis	BLACK & PHILLIPS FOUR	NDATION, INC.		57-0928657			
	print	Number and street (or P O box number if mail is not	delivered to street address)	Room/suite	B Telephone number			
	type	VIII TOO DIEDT THITTE DIRECTI			864-582-85	64		
	Spec ructio	Lity or town, state, and ZIP code			C If exemption application is p	ending, check here		
		SPARTANBURG, SC 293			D 1 Foreign organizations	s, check here		
H_C	heck	type of organization X Section 501(c)(3)	exempt private foundation		Foreign organizations me check here and attach co	eeting the 85% test, proputation		
<u> </u>	<u> Sec</u>	ction 4947(a)(1) nonexempt charitable trust	Other taxable private founda		E If private foundation sta	tus was terminated		
I Fa	ır ma	rket value of all assets at end of year J Accoun	ting method Cash	X Accrual	under section 507(b)(1)	(A), check here		
			Other (specify)		F If the foundation is in a	60-month termination		
		2,163,045. (Part I, coi	umn (d) must be on cash b	pasis.)	under section 507(b)(1)			
Pa	rt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for charitable purposes		
		necessarily equal the amounts in column (a))	expenses per books	Income	income	(cash basis only)		
	1	Contributions, gifts, grants, etc., received	143.		N/A			
	2	Check X if the foundation is not required to attach Sch B						
	3	Interest on savings and temporary cash investments	22.22	0000				
	4	Dividends and interest from securities	38,986.	38,986.		STATEMENT 1		
Revenue	5a	Gross rents						
	b	Net rental income or (loss)	00 101		···			
	6a	Net gain or (loss) from sale of assets not on line 10	22,191.					
	b	Gross sales price for all assets on line 6a 81,700.			·	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
	7	Capital gain net income (from Part IV, line 2)		22,191.		<u> </u>		
_	8	Net short-term capital gain						
	9	Income modifications Gross sales less returns						
	10a	and allowances		,,	1,,,,			
		Less Cost of goods sold						
		Gross profit or (loss)						
	11	Other income	61 220	(1 177	·			
_	12	Total. Add lines 1 through 11	61,320.	61,177.				
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.		
	14	Other employee salaries and wages						
es		Pension plans, employee benefits						
		Legal fees	2 500	1 250		1 050		
кре		Accounting fees STMT 2 Other professional fees STMT 3	2,500.	1,250.		1,250.		
e E			15,673.	15,673.	1 3EV	0.		
ıtiv		Interest			-: V			
stra	18	Taxes			000	<u> </u>		
	20	Depreciation and depletion						
5	24	Occupancy Travel conferences and mostures		- <u>k</u>	1 SEP 2 4 201			
CEP :	21	Travel, conferences, and meetings			CONT			
Ė	22	Printing and publications Other expenses STMT 4	192.	192.		0.		
μĔ	23		192.	192.		1 0.		
H	24	Total operating and administrative expenses. Add lines 13 through 23	18,365.	17,115.		1 250		
ලු	25	Contributions, gifts, grants paid	98,435.	1//113.		1,250. 98,435.		
Щ	25 26	Total expenses and disbursements.	20/433			20,433.		
	20	Add lines 24 and 25	116,800.	17,115.		99,685.		
A	27	Subtract line 26 from line 12	110,000	11/113.		22,003.		
SCANNED-PLINGLE Adullistrative Expens	l	Excess of revenue over expenses and disbursements	-55,480.					
J.	l	Net investment income (if negative, enter -0-)	33,100	44,062.	' ,, , , , , , , , , , , , , , , , , 			
	l	Adjusted net income (if negative, enter -0-)		11,002.	N/A	<u></u>		
92350		*** words not mounts in negative, enter *0"/			***/ ***	L		

orm 9	90-PF (2009) BLACK & PHILLIPS FOUNDAT			928657 Page 2
Part	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	
	· · · · · · · · · · · · · · · · · · ·	(a) Book Value 354,378.	(b) Book Value	(c) Fair Market Value 12,821.
- 1	Cash - non-interest-bearing	334,370.	12,021.	12,021.
- 1	Savings and temporary cash investments			· · · · · · · · · · · · · · · · · · ·
3	Accounts receivable	f	1	
١.	Less allowance for doubtful accounts			
4	Pledges receivable	İ	1	
_ ا	Less allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other			
_	disqualified persons			
7	Other notes and loans receivable			
	Less allowance for doubtful accounts	.,,,,,,,		
Ssets 8 9				
88 9	Prepaid expenses and deferred charges			
- 1	a Investments - U.S. and state government obligations b Investments - corporate stock STMT 5	1 205 502	1 681 031	2 079 393
- 1	a myestricins corporate stook	25 000	1,681,031. 25,000.	2,079,393.
		23,000.	23,000.	23,010.
11		•	1	
	Less accumulated depreciation			
12	CENTER 7	49,977.	49,977.	42,080.
13		43,311.	43,311.	42,000.
14		•		
	Less accumulated depreciation Other assets (describe STATEMENT 8)	2,497.	3,135.	3,135.
15	Other assets (describe STATEMENT 8)	2,431.	3,133.	3,133.
1.0	Tabel access (to be accessed to all files)	1 827 444	1,771,964.	2,163,045.
16		1/02//111	1///1/5010	2/100/013.
17	· · · · · · · · · · · · · · · · · · ·			
19 20				
<u> </u>	The state of the s	-		
E 21	Other liabilities (describe)			
22	Other natimities (describe			
23	Total liabilities (add lines 17 through 22)	0.	0.	
20	Foundations that follow SFAS 117, check here			
	and complete lines 24 through 26 and lines 30 and 31.			
8 24	-	1,827,444.	1,771,964.	
Net Assets or Fund Balances				
26				
בַּ וֹינ	Foundations that do not follow SFAS 117, check here			
죠	and complete lines 27 through 31.			
Ö 27				
Sets	The state of the s			
SS 29	· · · · · · · · · · · · · · · · · · ·			
30 et	·	1,827,444.	1,771,964.	
z "	Total liet assets of fully halances			
31	Total liabilities and net assets/fund balances	1,827,444.	1,771,964.	
Par	t III Analysis of Changes in Net Assets or Fund Ba	lances		
1 To	tal net assets or fund balances at beginning of year - Part II, column (a), line 3	0		
	ust agree with end-of-year figure reported on prior year's return)		1	1,827,444.
•	ter amount from Part I, line 27a		2	-55,480.
	ner increases not included in line 2 (itemize)		3_	0.
-	d lines 1, 2, and 3	-	4	1,771,964.

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	1,827,444.
2	Enter amount from Part I, line 27a	2	-55,480.
	Other increases not included in line 2 (itemize)	3_	0.
4	Add lines 1, 2, and 3	4	1,771,964.
5	Decreases not included in line 2 (itemize)	5_	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,771,964.

Page 3

P	art IV Capital Gains	and Losses for Tax on In	vestmen	Income					
		cribe the kind(s) of property sold (e g arehouse, or common stock, 200 shs			(b) F	low acqu - Purchas - Donatio	ired (se on	c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	750 SHARES OF	CONOCOPHILLIPS				P	7	ARIOUS	12/09/09
b		EXXON MOBIL CORP				P		ARIOUS	12/09/09
		JOHNSON & JOHNSO	N			P	J	ARIOUS	12/09/09
_d	240 SHARES OF	PROCTOR & GAMBLE				P	Z	ARIOUS	12/09/09
<u>e</u>				-	<u> </u>				<u></u>
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis xpense of sale				(h) Gain or (los (e) plus (f) minus	s (g)
a		0.		40,60					-8,050. 12,984. 7,593. 9,664.
_b				5,28					12,984.
				8,40					7,593.
₫	14,882.	0.		5,21	8.				9,664.
<u>e</u>									
	Complete only for assets shown	ng gain in column (h) and owned by t	the foundation	on 12/31/69				Gains (Col (h) gai	
	(i) F M V as of 12/31/69	(j) Adjusted basis		cess of col (i)				k), but not less th Losses (from col	
_	(1)1 141 4 43 01 12/01/03	as of 12/31/69	over	col (j), if any					` ''
<u>a</u>									-8,050. 12,984.
<u>_b</u>				.					12,984.
									7,593. 9,664.
_d									9,664.
<u>e</u>						1			· · · · · · · · · · · · · · · · · · ·
2	Capital gain net income or (net ca	apital loss) { If gain, also enter If (loss), enter -0-	in Part I, line in Part I, line	7 7	}	2			22,191.
3	Net short-term capital gain or (lo	ss) as defined in sections 1222(5) an				İ			
•	If gain, also enter in Part I, line 8,		- (-,] [
_	If (loss), enter -0- in Part I, line 8				<u>」</u>	3		N/2	Α
P	Part V Qualification U	Inder Section 4940(e) for	Reduced	Tax on Net	Inv	estme	nt Inco	me	
If s	section 4940(d)(2) applies, leave t as the foundation liable for the sec	e foundations subject to the section 4 his part blank stion 4942 tax on the distributable am lify under section 4940(e). Do not co	ount of any ye	ear in the base per		•			Yes X No
"		each column for each year, see instru			es				
	(a) Base period years	(b)		Net value of no	(c)	itable-use	e assets		(d)
_	Calendar year (or tax year beginni 2008	g/	7,548.				,012.		• 063362
_	2007		7,965.				$\frac{7512}{521}$.045119
_	2006		8,104.				,011.		.036848
_	2005		5,347.				,083.		.050545
_	2004		5,538.				,303.		.049241
_	2004		3,330.			113	, 505.	\ 	.047241
2	Total of line 1, column (d)							2	.245115
		5-year base period - divide the total of	on line 2 hv 5	or by the number	of ve	are		-	.2.13113
•	the foundation has been in existe		mine z by o,	or by the number	OI ye	uis		3	.049023
	Enter the net value of negenerate	blazuas assats for 2000 from Boot V	line E						1,980,184.
4	Enter the net value of nonchantal	ble-use assets for 2009 from Part X, I	une 5					4	
5	Multiply line 4 by line 3							5	97,075.
6	Enter 1% of net investment incor	me (1% of Part I, line 27b)						6	441.
7	Add lines 5 and 6							7	97,516.
8	Enter qualifying distributions from	m Part XII, line 4						8	99,685.
	If line 8 is equal to or greater than See the Part VI instructions	n line 7, check the box in Part VI, line	1b, and comp	lete that part usin	g a 19	% tax rate	•		

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_	art VI Excise Tax Based on Investment Income (Section 49			or 4	948 -	- see i	nstru		
1a	a Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 and	d enter "N/A	on line 1						
	Date of ruling or determination letter (attach copy of letter if n								
þ	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	▶ X a	ind enter 1%		1	ļ.,,		4	41.
	of Part I, line 27b								
C	: All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter	4% of Part	I, line 12, col (b) ノ						_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only	Others ente	er - 0-)		2	ــــــ			0.
3	Add lines 1 and 2				3			4	41.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only	Others ent	er -0-)		4				0.
	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-				5	ļ		4	41.
	Credits/Payments	1 - 1	2	^		l			
	a 2009 estimated tax payments and 2008 overpayment credited to 2009	- 6a		98.					
	Exempt foreign organizations - tax withheld at source	6b							
	: Tax paid with application for extension of time to file (Form 8868)	60							
	Backup withholding erroneously withheld	6d				ł		2	^^
	Total credits and payments Add lines 6a through 6d				7	<u> </u>			<u>98.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is a	ittached			8	<u> </u>		1	4.2
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				9	<u> </u>		<u>T</u>	43.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	1	1		10	<u> </u>			
_	Enter the amount of line 10 to be Credited to 2010 estimated tax		Refunde	d►	11	<u> </u>			
	art VII-A Statements Regarding Activities							V	Na
12	a During the tax year, did the foundation attempt to influence any national, state, or local leg	gisiation or	did it participate or int	ervene	ın		4-	Yes	
	any political campaign?	/		\0			1a		X
U	Did it spend more than \$100 during the year (either directly or indirectly) for political purious (64th a grant transfer of the particular						1b		
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities a	ana copies	or any materiais pu	oiisne	a or				
_	distributed by the foundation in connection with the activities.						4.		Х
	: Did the foundation file Form 1120-POL for this year?	thawar					10		
u	1 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during to the foundation \(\bigs\) \(\bigs\) \(0.					
	Enter the reimbursement (if any) paid by the foundation during the year for political expe								
t	managers > \$ 0.	ilulule lax i	imposeu on iounuatioi	'					
2	Has the foundation engaged in any activities that have not previously been reported to the	a IDC2					2		х
2	If "Yes," attach a detailed description of the activities.	e mo					ļ- <u>-</u>		***
3	Has the foundation made any changes, not previously reported to the IRS, in its governing	na instrumei	nt articles of incorpor:	ation o	r				
Ü	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the char		nt, unticies of incorpore	ition, o	•		3		Х
42	a Did the foundation have unrelated business gross income of \$1,000 or more during the y						4a		X
	b if "Yes," has it filed a tax return on Form 990-T for this year?	,			N	/A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year	ar?			-		5		X
Ť	If "Yes," attach the statement required by General Instruction T.								
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied	d either							
·	By language in the governing instrument, or								
	By state legislation that effectively amends the governing instrument so that no mandal	itory direction	ons that conflict with th	e state	law				
	remain in the governing instrument?	,					6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?						7	Х	
	If "Yes," complete Part II, col. (c), and Part XV.								
8a	a Enter the states to which the foundation reports or with which it is registered (see instruc	ctions)	NONE						
	· · · · · · · · · · · · · · · · · · ·	· -							
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the	e Attorney C	General (or designate)						
	of each state as required by General Instruction G? If "No," attach explanation	-	,				8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of	f section 494	42(j)(3) or 4942(j)(5) f	or cale	ndar				
	year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes,	" complete	Part XIV				9		X
10	Did any persons become substantial contributors during the tay year?	adula liatia:- *	hair naman and add				10		X

orm	990-PF (2009) BLACK & PHILLIPS FOUNDATION, INC. 57-092	8657		Page 5
Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		Х
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		Х
	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Х	
14	The books are in care of ► MARIANNA HABISTEUTINGER Telephone no ►864-5	<u>82–8</u>	<u> 564</u>	
	Located at ► 780 E. MAIN STREET, SPARTANBURG, SC ZIP+4 ►2	<u>9302</u>		
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	N	/A	
Pε	ert 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
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No	1		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No	1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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)			
t	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		<u> </u>
	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?	10	ļ	X
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))			
ð	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? X Yes No			
	If "Yes," list the years ▶			
ŧ	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	ľ		
	statement - see instructions)	2b	X	
(if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
38	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
t	o 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.)	3b		<u> </u>
48	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
ł	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			

Form **990-PF** (2009

had not been removed from jeopardy before the first day of the tax year beginning in 2009?

orm 990-PF (2009) BLACK & PHILLIPS FOUNDAY			5/-09286	<u> </u>	Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)	.,,,,	
5a During the year did the foundation pay or incur any amount to		<u></u>			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	es X No				
(2) Influence the outcome of any specific public election (see section 4955),	or to carry on, directly or indire				
any voter registration drive?			es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes		Ye	es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?			es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary	r, or educational purposes, or f				
the prevention of cruelty to children or animals?			es X No		
b if any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un		ın Regulations	/-		
section 53 4945 or in a current notice regarding disaster assistance (see instr			N/A	5b	
Organizations relying on a current notice regarding disaster assistance check					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		_ /			
expenditure responsibility for the grant?		I/A	es L No		
If "Yes," attach the statement required by Regulations section 53.494					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on	·			
a personal benefit contract?		Ye	es X No		1
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?		<u>_ (</u>	6b	<u> </u>
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y6	es X No		<u> </u>
b If yes, did the foundation receive any proceeds or have any net income attribu				7b	
Part VIII Information About Officers, Directors, Trust	tees, Foundation Ma	nagers, Highly	1		
Paid Employees, and Contractors List all officers, directors, trustees, foundation managers and their	compensation				
List an officers, directors, trustees, foundation managers and their		(c) Compensation	(d) Contributions to	(a) E	vnanca
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	accont	kpense nt, other
MARIANNA HABISREUTINGER	TRUSTEE	`enter'-0-) ´	compensation	allow	ances
780 E. MAIN STREET	TIKOSIEE				
The same of the sa	0.00	0.	0.		0.
SPARTANBURG, SC 29302 PAULA B. BAKER	TRUSTEE	"	· · ·		<u> </u>
780 E. MAIN STREET	TROSTEE				
SPARTANBURG, SC 29302	0.00	0.	0.		0.
DIAKIANDUNG, DC 27302	0.00		· ·		<u> </u>
	1				
	-				
	-				
	-				
	-				
Compensation of five highest-paid employees (other than those in	cluded on line 1). If none.	enter "NONE."	<u> </u>	<u> </u>	·
	(b) Title, and average		(d) Contributions to	(e) E	xpense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	employee benefit plans and deferred	accour	xpense nt, other vances
NONE	devoted to position	1	compensation	allyN	1411053
MONIT	†				
	 				
	-				
	 -				
	1				
		1			
	1				
		1			
	┪				
Total number of other employees paid over \$50,000	J	1	<u> </u>	<u> </u>	0
with the theory of other employees paid over woo jood					

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All other program-related investments. See instructions

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations	s must complete this pa	rt. Foreign foui	ndations, s	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charita	able, etc. purposes			·
а	Average monthly fair market value of securities			1 _a	1,851,197.
b	Average of monthly cash balances			1b	1,851,197. 159,142.
C	Fair market value of all other assets			10	
d	Total (add lines 1a, b, and c)			1d	2,010,339.
е	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	2,010,339.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amou	nt, see instructions)		4	30,155.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and	•		5	1,980,184.
6	Minimum investment return. Enter 5% of line 5	•		6	99,009.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) foreign organizations check here ▶ ☐ and do not complete this pa		g foundations ar	nd certain	•
1	Minimum investment return from Part X, line 6			1	99,009.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	441.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	-		
C	Add lines 2a and 2b			2c	441.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	98,568.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	98,568.
6	Deduction from distributable amount (see instructions)			6	0.
7_	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Pa	art XIII, line 1		7	98,568.
P	art XII Qualifying Distributions (see instructions)				
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., pr	urposes			
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26			1a	99,685.
þ	Program-related investments - total from Part IX-B			1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charif	table, etc , purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the				
a	Suitability test (prior IRS approval required)			3a	
þ	Cash distribution test (attach the required schedule)			3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8,			4	99,685.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net in	vestment			
	Income Enter 1% of Part I, line 27b			5	441.
6	Adjusted qualifying distributions. Subtract line 5 from line 4			6	99,244.
	Note. The amount on line 6 will be used in Part V. column (b), in subsequent years	when calculating whether	the foundation	nualifies for	the cartion

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4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

Distributable amount for 2009 from Part XI, Ima 7		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
### SECRET AMOUNT OF 2008 only ### Total for prior years 0	· ·				98,568.
3 Excess distributions carryover, if any, to 2009 a From 2004 b From 2005 5 From 2006 6 From 2007 6 From 2007 7 Tetal of line 3 at through e 4 Oualthying distributions for 2009 from Part XII, the 4 P S 99, 685. Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009 distributions come of prior years (fliction required - see instructions) 5 Treated as distributions out of corpus 6 Centron required - see instructions 6 Treated as distributions out of corpus 6 Excess elementured - seep instructions 7 Treated as distributions out of corpus 8 From among among distributed out of corpus 9 Provided to 2009 distributable amount 9 From among among distributed out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of the series would make indicated below: 9 Treated as distributions out of the series would in the series of 44(4) to 4 the series would in the series of 44(4) to 4 the se	2 Undistributed income, if any, as of the end of 2009			, , , , , , , , , , , , , , , , , , , ,	
3 Excess distributions carryover, if any, to 2009 a From 2004 b From 2005 5 From 2006 6 From 2007 6 From 2007 7 Tetal of line 3 at through e 4 Oualthying distributions for 2009 from Part XII, the 4 P S 99, 685. Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009 distributions come of prior years (fliction required - see instructions) 5 Treated as distributions out of corpus 6 Centron required - see instructions 6 Treated as distributions out of corpus 6 Excess elementured - seep instructions 7 Treated as distributions out of corpus 8 From among among distributed out of corpus 9 Provided to 2009 distributable amount 9 From among among distributed out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of corpus 9 Treated as distributions out of the series would make indicated below: 9 Treated as distributions out of the series would in the series of 44(4) to 4 the series would in the series of 44(4) to 4 the se	a Enter amount for 2008 only	.]		100,309.	
3 Excess distributions carryover, if any, to 2009 a From 2006 b From 2006 c From 2007 e From 2008 1 Total of lines 32 through e 4 Qualifying distributions for 2009 from Part XII, time 4 P \$ 99, 685. a Applied to 2006, but not more than line 2a b Applied to undistributed income of prior years (Election required -see instructions) c Treated as distributions c Treated as distributions c Treated as distributions d Applied to 2008 distributable amount e Remaining amount distributed out of corpus (Election required -see instructions) 0. d Applied to 2009 distributable amount e Remaining amount distributed out of corpus (Election required -see instructions) 0. d Applied to 2009 distributable amount e Remaining amount distributed out of corpus (Election required -see instructions) 0. d Applied to 2009 distributable amount e Remaining amount distributed out of corpus (Election required -see instructions) 0. d Applied to 2009 distributable amount e Remaining amount distributed out of corpus (Election required -see instructions) 0. d Applied to 2009 distributable amount e Remaining amount distributed more Subtract line 4 from line 2 to 2009 amount as indicated below: 0. d Corpus Add see see 34 4c, and 46 Subtract line 4 subtract line 4 from line 2 to 300 amount must be distributed in core for 2009 Subtract line 4 from line 2 Taxable amount -see instructions 0. d Undistributed income for 2009 Subtract line 4 afrom line 2 Taxable amount -see instructions 0. d Undistributed income for 2009 Subtract line 4 afrom line 2 Taxable amount -see instructions 0. d Undistributed income for 2009 Subtract line 4 afrom line 2 Taxable amount must be distributed in 2010 98,568. Excess from 1006 8 Excess from 2008 1 Excess from 2008 1 Excess from 2008 2 Excess from 2008 2 Excess from 2009 3 Excess from 2009 4 Excess from 2009 5 Excess from 2009 5 Excess from 2009			0		, , ,
b From 2006 c From 2007 c From 2008 1 Total of lines 34 through e 4 Qualifying distributions for 2009 from Part XII, line 4 Ps. 399, 685. 4 Applied to 2008, but not more than line 2a Ps. 4 Applied to 2008, but not more than line 2a Ps. 4 Applied to 2008, but not more than line 2a Ps. 4 Applied to 2008 through a more transcriptions (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus c (Election required - see instructions) c Treated as distributions out of corpus c (Election required - see instructions) c Treated as distributions out of corpus c (Election required - see instructions) c Treated as distributions out of corpus c Electes destination scryone replied amount a Remaining amount distributed out of corpus c Electes of the net fullal of each rolumn as indicated below common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount material to election common (6), the same amount election of the distribution common (6), the same amount election of the distribution common (6), the same amount election of the distribution common (6), the same amount election of the distribution common (6), the same amount election of the distribution of the common election election of the common election	3 Excess distributions carryover, if any, to 2009			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<u>'n' . '+</u>
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d From 2007 e From 2007 1 Total of lines 3 at through e 4 Qualifying distributions for 2009 from Part XII, lim 4 № \$ 99,685. a Applied to 2008, but not more than line 2a b Applied to 2008, but not more than line 2a Applied to 2008, but not more than line 2a b Applied to 2008, but not more than line 2a b Applied to 2009 distributions out of corpus (election required - see instructions) d Applied to 2009 distributions out of corpus (Election required - see instructions) d Applied to 2009 distributions out of corpus Election from line d to 2009 If the applied to 2009 distribution out of corpus Election from line d total of each solution as indicated below: a Corpus Adal lines 3t, 4c, and 46 Subtract line 5 Phorizy years' unidistributed out of the solution as indicated below: a Corpus Adal lines 3t, 4c, and 46 Subtract line 5 D - Either the amount of prior years' unidistributed income Subtract line 4 from line 2b Either the amount of prior years' unidistributed income for which a notice of deficiency has been insued, or on which the section 4942(a) tax has been previously assessed 3 Subtract line 6 from line 6 to Taxable amount - see instructions a Undistributed income for 2008 Subtract line 4 from line 6 to Taxable amount - see instructions a Undistributed income for 2008 Subtract line 4 from line 6 to Taxable amount - see instructions a Undistributed in 2010 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(k)(fr) for 4942(g)(3) a Excess distributions carryover from 2004 not applied on line 5 or line 7 9 Excess from 2005 a Excess from 2006 c Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009	b From 2005				
e From 2008	c From 2006				
Total of lines 3a through	d From 2007				
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D Applied to undistributed income of prior years (Election required - see instructions) c. Treated as distributions out of corpus (Election required - see instructions) d. Applied to 2009 distributable amount e Remaining amount distributed out of corpus 5. Excess distributions carryover applied to 2009 (file a mornal repease in column (file he abrew amount must be shown in column (ii)) f. Enter the net total of each column as indicated below: 1 Corpus Asol insel 4.c. and 4.e. Subtract line 5. D 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 3 Subtract line 6.c from line 6.b Taxable amount - see instructions 4 I Undistributed income for 2008 Subtract line 4 a from line 2 Taxable amount - see instructions 4 Undistributed income for 2008 Subtract line 4 a from line 2 Taxable amount - see instructions 5 Undistributed in 2010 7 Amounts treated as distributions out of corpus of satisfy requirements imposed by section 170(b)(1)(F) or 4942(b)(3) 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 9 Excess from 2005 10 Analysis of line 9 1 Excess from 2005 1 Excess from 2006 1 Excess from 2008 1 Excess from 2008 1 Excess from 2008 1 Excess from 2009	Part XII, line 4 ►\$ 99,685.				
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C Treated as distributions out of corpus (Election required - see instructions) 0 -	b Applied to undistributed income of prior	11.00.00			
(Election required - see instructions) d Applied to 2009 distributable amount e Remaining amount distributed out of corpus 5	years (Election required - see instructions)		0.		
(Election required - see instructions) d Applied to 2009 distributable amount de Remaining amount distributed out of corpus E Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2009 0 of (fina amount appears in octorine, (in the seme amount must be shown in column (in) 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 instructions e Undistributed income for 2009 Subtract line 4a from line 2 a Taxable amount - see instructions e Undistributed income for 2009 Subtract line 4a from line 2 a Taxable amount - see instructions e Undistributed income for 2009 Subtract line 4 from line 2 a Taxable amount - see instructions e Undistributed income for 2009 Subtract line 4 af on line 1 This amount must be distributed in 2010 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2004 on tappled on line 5 or line 7 9 Excess distributions carryover from 2004 on tappled on line 5 or line 7 9 Excess fistributions carryover from 2004 on tappled on line 5 or line 7 9 Excess from 2005 b Excess from 2006 c Excess from 2007 d Excess from 2007 d Excess from 2009					ran
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Inited to from line 2b	· · · · · · · · · · · · · · · · · · ·			***************************************	••••••
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f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3). 8 Excess distributions carryover from 2004 not applied on line 5 or line 7. 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.					
lines 4d and 5 from line 1 This amount must be distributed in 2010 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 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				624.	
be distributed in 2010 98,568. 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 0. 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 0. 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 0. 10 Analysis of line 9 a Excess from 2005 b Excess from 2006 c Excess from 2007 d Excess from 2008 b Excess from 2009					
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section 170(b)(1)(F) or 4942(g)(3) 8					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 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 g Excess from 2009					
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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 B Excess from 2009					
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b Excess from 2006 c Excess from 2007 d Excess from 2008 e Excess from 2009	- I				
c Excess from 2007 d Excess from 2008 e Excess from 2009					
d Excess from 2008 e Excess from 2009					
B Excess from 2009	· · · · · · · · · · · · · · · · · · ·				
					
	e Excess from 2009				- 000 87

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Part XIV Private Operating F	oundations (see in:	structions and Part VII	A, question 9)	N/A	
1 a If the foundation has received a ruling of	r determination letter that	t it is a private operating			
foundation, and the ruling is effective fo	r 2009, enter the date of t	the ruling	▶		
b Check box to indicate whether the found	dation is a private operatir	ng foundation described i		4942(J)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		–
income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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	ĺ				
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		<u> </u>	<u></u>		
Part XV Supplementary Info			if the foundation	had \$5,000 or mo	ore in assets
at any time during	the year-see the i	instructions.)			
1 Information Regarding Foundation	-				
a List any managers of the foundation wh year (but only if they have contributed r			ributions received by the	foundation before the clo	se of any tax
NONE					
b List any managers of the foundation wh			or an equally large porti	on of the ownership of a p	artnership or
other entity) of which the foundation ha	s a 10% or greater interes	st			
NONE					
2 Information Regarding Contribut					
Check here ► X if the foundation of					
the foundation makes gifts, grants, etc a The name, address, and telephone num	•			ompiete items za, o, c, and	10
b The form in which applications should	oe submitted and informa	tion and materials they sh	nould include	· · · · · · · · · · · · · · · · · · ·	
c Any submission deadlines					
d Any restrictions or limitations on award	s, such as by geographic	al areas, charitable fields,	kınds of institutions, or	other factors	

SEE STATEMENT 9			
Total	 	▶ 3a	98,435.
b Approved for future payment			
NONE			
NONE			
Total	 	▶ 3b	0.

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

Enter gross amounts unless otherwise indicated	Unrelate	d business income		ded by section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue	code	711104111	code	7 anount	TOTOGOTI MOOTILO
a		•	+ +	-	
D	1 1		1 1		
·			1 1		·····
d	-		+ +	- · · ·	
e	-		1 1		
	-		1 1		
g Fees and contracts from government agencies	-		1 1		
2 Membership dues and assessments			+ +		
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	38,986.	
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	1		18	22,191.	
9 Net income or (loss) from special events		-			
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					-
a	_				
b					
C	1 1				
d					•
е		• •			
12 Subtotal Add columns (b), (d), and (e)	_	0	•	61,177.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	61,177.
(See worksheet in line 13 instructions to verify calculations)			_	

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

Line No.	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)						
	N/A						
-							
-							
-							

Forn	n 990-l	PF (2009) BLACK	& PHILLIPS FOU	NDATION, INC	• 57–09	28657	P ₂	age 1 3
	rt X				and Relationships With Nonch			ge 13
		Exempt Organ						
1			rectly engage in any of the following				Yes	No
	the C	ode (other than section 501(c)	(3) organizations) or in section 52	?7, relating to political organ	izations?			
а	Trans	fers from the reporting founda	ation to a noncharitable exempt or	ganization of				
	(1) (Cash				1a(1)		X
	(2) (Other assets				1a(2)	<u> </u>	Х
b	Other	transactions						
	(1) 8	Sales of assets to a noncharital	ble exempt organization			1b(1)		Х
	(2) F	Purchases of assets from a noi	ncharitable exempt organization			1b(2)		X
	(3) F	Rental of facilities, equipment,	or other assets			1b(3)	<u> </u>	X
	(4) F	Reimbursement arrangements				1b(4)		Х
	(5) L	oans or loan guarantees				1b(5)		Х
	(6) F	Performance of services or me	mbership or fundraising solicitation	ns		1b(6)		Х
C	Sharı	ng of facilities, equipment, ma	iling lists, other assets, or paid em	ployees		10		X
d	If the	answer to any of the above is	"Yes," complete the following sche	dule Column (b) should alv	ways show the fair market value of the goods	s, other ass	ets,	
				ed less than fair market valu	ie in any transaction or sharing arrangement	t, show in		
		nn (d) the value of the goods,	other assets, or services received	= 1122				
(a) L	ine no	(b) Amount involved	(c) Name of noncharitable	exempt organization	(d) Description of transfers, transactions, ar	nd sharing ar	rangeme	ints
			N/A					
2a	Is the	foundation directly or indirect	ly affiliated with, or related to, one	or more tax-exempt organi	zations described			
	ın sed	ction 501(c) of the Code (other	than section 501(c)(3)) or in sect	ion 527?		Yes	X	No
b	If "Ye	s," complete the following sch		r·				
		(a) Name of org	anization	(b) Type of organization	(c) Description of relation	nship		

(a) Name of organization

(b) Type of organization

(c) Description of relationship

N/A

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

Form **990-PF** (2009)

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUE	RITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		ITAL GAINS IVIDENDS	COLUMN (A) AMOUNT)
MORGAN STANLEY	·		38,986.		0.	38,98	36 .
TOTAL TO FM 990-PF, PART I, I	.n 4		38,986.		0.	38,98	36.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
ACCOUNTING		2,500.	1,	,250.		1,25	50.
TO FORM 990-PF, PG 1, LN 16B		2,500.	1,	,250.		1,25	0.
FORM 990-PF	THER :	PROFES	SIONAL FI	EES		STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
MANAGEMENT FEES	1:	5,673.	15	,673.			0.
TO FORM 990-PF, PG 1, LN 16C	1	5,673.	15	,673.			0.
FORM 990-PF	0'	THER E	XPENSES			STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
BANK FEES		192.		192.			0.
TO FORM 990-PF, PG 1, LN 23		192.		192.	·		0.

DESCRIPTION AIR PRODUCTS & CHEM BECTON DICKINSON BECTON	FORM 990-PF	CORPORATE STOCK			STATEMENT	5
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JP MORGAN CHASE & CO 22,046. 25,5				•	25,5	

BLACK & PHILLIPS FOUNDATION, I	NC.		57-0928657
NUCOR CORPORATION PLUM CREEK TIMBER CO INC		22,184. 18,418.	22,660. 19,900.
POTASH CP OF SASKATCHEWAN		18,968.	22,100.
RESEARCH IN MOTION SHAW GROUP INCOPORATED		14,830.	14,238.
SPDR GOLD TR GOLD SHS		15,073.	19,140. 28,840.
UNION PACIFIC CORP		28,142. 19,987.	26,481.
VANGUARD INTL EQUITY INDEX FD		33,119.	32,745.
TOTAL TO FORM 990-PF, PART II, L	INE 10B	1,681,031.	2,079,393.
FORM 990-PF	CORPORATE BONDS		STATEMENT 6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
HBSC FINANCE		25,000.	25,616.
TOTAL TO FORM 990-PF, PART II, L	INE 10C	25,000.	25,616.
FORM 990-PF O	THER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO COM REAL RET TRAKR	COST	49,977.	42,080.
TOTAL TO FORM 990-PF, PART II, L	INE 13	49,977.	42,080.
FORM 990-PF	OTHER ASSETS		STATEMENT 8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS ACCRUED INTEREST	1,879. 618.	2,517. 618.	2,517. 618.
TO FORM 990-PF, PART II, LINE 15	2,497.	3,135.	3,135.

FORM 990-PF		AND CONTRIBUTIONS DURING THE YEAR	STATE	EMENT 9
RECIPIENT NAME AND ADDRESS		RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CANCER ASSOCIATION		NONE UNRESTRICTED	501 (C) 3	2,000.
CHARLES LEA FOUNDATION		NONE UNRESTRICTED	501 (C) 3	2,000.
CHILDREN'S ADVOCACY CENTER		NONE UNRESTRICTED	501 (C) 3	3,000.
FIRST PRESBYTERIAN CHURCH		NONE UNRESTRICTED	501 (C) 3	15,430.
HUB CITY WRITERS PROJECT		NONE UNRESTRICTED	501 (C) 3	5,000.
MIDDLE TYGER COMMUNITY CEN	TER	NONE UNRESTRICTED	501 (C) 3	5,365.
MOBILE MEALS		NONE UNRESTRICTED	501 (C) 3	1,000.
SALVATION ARMY		NONE UNRESTRICTED	501 (C) 3	4,500.

BLACK & PHILLIPS FOUNDATION, IN	IC.		57-0928657
SPARTANBURG COUNTY FOUNDATION	NONE UNRESTRICTED	501 (C)	3 2,100.
SPARTANBURG DAY SCHOOL	NONE UNRESTRICTED	501 (C)	3 23,250.
SPARTANBURG METHODIST COLLEGE	NONE UNRESTRICTED	501 (C)	3 7,790.
ST. LUKE'S FREE MEDICAL CLINIC	NONE UNRESTRICTED	501 (C)	3 3,000.
STORM EYE INSTITUTE	NONE UNRESTRICTED	501 (C)	3 2,000.
THE WALKER FOUNDATION	NONE UNRESTRICTED	501 (C)	3 9,000.
WOFFORD COLLEGE ANNUAL FUND	NONE UNRESTRICTED	501 (C)	3 1,000.
WOFFORD TERRIER CLUB	NONE UNRESTRICTED	501 (C)	3 5,000.
USC UPSTATE FOUNDATION	NONE UNRESTRICTED	501 (C)	3 2,000.
SPACE	NONE UNRESTRICTED	501 (C)	3 5,000.
TOTAL TO FORM 990-PF, PART XV, LI	NE 3A		98,435.