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

OMB No 1545 0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 7/01, 2009, and ending 6/30, 2010

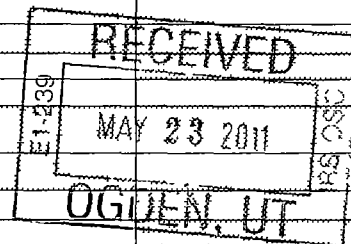
G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label otherwise, print or type See Specific Instructions.	THE MARY PEACE STERLING FOUNDATION 154 RIVERPLACE APT 501 GREENVILLE, SC 29601		A Employer identification number 57-1114028
			B Telephone number (see the instructions) 864-239-0091
			C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,051,414.			J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	11.	11.	N/A	
4 Dividends and interest from securities	57,318.	57,318.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	37,292.			
b Gross sales price for all assets on line 6a	875,568.			
7 Capital gain net income (from Part IV, line 2)		37,292.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	94,621.	94,621.		
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	16,490.			16,490.
c Other prof fees (attach sch) SEE ST 2	19,374.	19,374.		
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 3	2,269.	2,269.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	208.	208.		
24 Total operating and administrative expenses. Add lines 13 through 23	38,341.	21,851.		16,490.
25 Contributions, gifts, grants paid PART XV	90,500.			90,500.
26 Total expenses and disbursements. Add lines 24 and 25	128,841.	21,851.		106,990.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-34,220.			
b Net investment income (if negative enter 0)		72,770.		
c Adjusted net income (if negative, enter 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 (c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing	3,012.		
	2	Savings and temporary cash investments	59,388.	47,213.	47,213.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		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) STATEMENT 5	2,264,567.	2,245,534.	2,004,201.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)			
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe)			
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	2,326,967.	2,292,747.	2,051,414.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & 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 and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,326,967.	2,292,747.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	2,326,967.	2,292,747.	
	31	Total liabilities and net assets/fund balances (see the instructions)	2,326,967.	2,292,747.	

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	2,326,967.
2	Enter amount from Part I, line 27a	2	-34,220.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,292,747.
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	2,292,747.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a PUBLICLY TRADED SECURITIES				
b CAPITAL GAIN DIVIDENDS				
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 875,547.		838,276.	37,271.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			37,271.
b			21.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	37,292.
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 the instructions) If (loss), enter -0- in Part I, line 8	<div></div>	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 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 (column (b) divided by column (c))
2008	170,285.	2,105,687.	0.080869
2007	142,853.	3,388,287.	0.042161
2006	174,139.	3,508,804.	0.049629
2005	100,293.	3,064,296.	0.032730
2004	86,823.	2,132,515.	0.040714

2 Total of line 1, column (d)	2	0.246103
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	0.049221
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,181,170.
5 Multiply line 4 by line 3	5	107,359.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	728.
7 Add lines 5 and 6	7	108,087.
8 Enter qualifying distributions from Part XII, line 4	8	106,990.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	1,455.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% 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, column (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	1,455.
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	1,455.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	3,327.	
b Exempt foreign organizations — tax withheld at source	6b		
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	3,327.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,872.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	1,872.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SHEILA C. MCKINNEY, CPA</u> Telephone no <u>864-232-7848</u> Located at <u>P.O. BOX 25926 GREENVILLE SC</u> ZIP + 4 <u>29616-0926</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 <u>15</u>		N/A	<input type="checkbox"/> N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	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))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
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

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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 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 instructions)?**5b** N/A

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?**7b** N/A**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 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
MARY PEACE STERLING 154 RIVERPLACE APT 501 GREENVILLE, SC 29601	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	2,131,084.
b Average of monthly cash balances	1b	83,302.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,214,386.
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	2,214,386.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	33,216.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,181,170.
6 Minimum investment return. Enter 5% of line 5	6	109,059.

Part XI Distributable Amount (see 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	109,059.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,455.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	1,455.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	107,604.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	107,604.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	107,604.

Part XII Qualifying Distributions (see 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	106,990.
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	106,990.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,990.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				107,604.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			99,761.	
b Total for prior years 20 __, 20 __, 20 __		0.		
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	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 106,990.				
a Applied to 2008, but not more than line 2a			99,761.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				7,229.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				100,375.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	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				
e Excess from 2009				

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

N/A

- 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)

- 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(i)(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 organization had \$5,000 or more in assets at any time during the year – see 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))

MARY PEACE STERLING

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

NONE.

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

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

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

- c** Any submission deadlines

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

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 SEE STATEMENT 6				
Total			▶ 3a	90,500.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	11.	
4 Dividends and interest from securities			14	57,318.	
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			18	37,292.	
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)				94,621.	
13 Total. Add line 12, columns (b), (d), and (e)				13	94,621.

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

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	1 a (1)	X
	(2) Other assets	1 a (2)	X
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
	(3) Rental of facilities, equipment, or other assets	1 b (3)	X
	(4) Reimbursement arrangements	1 b (4)	X
	(5) Loans or loan guarantees	1 b (5)	X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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.

[illegible]

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		

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.

SIGN HERE	▶ <u>Mary Peace Sterling</u>		<u>5-16-11</u>	▶ <u>TRUSTEE</u>	
	Signature of officer or trustee		Date	Title	
Paid Pre- parer's Use Only	Preparer's signature	<u>Sheila C. McKinney</u>		Date	<u>5-16-11</u>
	Firm's name (or yours if self employed), address, and ZIP code	▶ <u>SHEILA C. MCKINNEY, CPA</u> <u>412-E PETTIGRU STREET</u> <u>GREENVILLE, SC 29601-3163</u>		Check if self employed ▶ <input checked="" type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs) <u>N/A</u>
				EIN ▶ <u>N/A</u>	Phone no ▶ <u>864-232-7848</u>

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SC MCKINNEY, CPA ACCTG & PREP OF 990-PF	\$ 16,490.			\$ 16,490.
TOTAL	\$ 16,490.	\$ 0.		\$ 16,490.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS-INVESTMENT MGMT FEES	\$ 19,374.	\$ 19,374.		
TOTAL	\$ 19,374.	\$ 19,374.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	\$ 2,269.	\$ 2,269.		
TOTAL	\$ 2,269.	\$ 2,269.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN SECS TRANSACTION FEES	\$ 208.	\$ 208.		
TOTAL	\$ 208.	\$ 208.		\$ 0.

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STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS ATLANTA SMID A/C-SEE ATTACHMENT	COST	\$ 195,572.	\$ 252,631.
UBS BRANDES A/C-SEE ATTACHMENT	COST	1,025,311.	750,643.
UBS KAYNE ANDERSON A/C-SEE ATTACHMENT	COST	231,285.	271,473.
UBS MARSICO A/C-SEE ATTACHMENT	COST	277,948.	274,035.
UBS NFJ INVT GROUP A/C-SEE ATTACHMENT	COST	515,418.	455,419.
TOTAL		\$ 2,245,534.	\$ 2,004,201.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UPCOUNTRY HISTORY MUSEUM 540 BUNCOMBE STREET GREENVILLE, SC 29601		PUBLIC	GENERAL OPERATING BUDGET	\$ 15,000.
MEALS ON WHEELS OF GREENVILLE 15 OREGON STREET GREENVILLE, SC 29605		PUBLIC	GENERAL OPERATING BUDGET	3,000.
GREENVILLE SYMPHONY ORCHESTRA 200 SOUTH MAIN STREET GREENVILLE, SC 29601		PUBLIC	GENERAL OPERATING BUDGET	10,000.
THE PEACE CENTER FOR THE PERFORMING ARTS 101 W. BROAD STREET GREENVILLE, SC 29601		PUBLIC	GENERAL OPERATING BUDGET	15,000.
GREENVILLE LITERACY ASSOCIATION INC 225 S. PLEASANTBURG DR SUITE C-10 GREENVILLE, SC 29607		PUBLIC	GENERAL OPERATING BUDGET	2,500.
UPSTATE FOREVER P.O. BOX 2308 GREENVILLE, SC 29602		PUBLIC	GENERAL OPERATING BUDGET	5,000.
UNITED WAY OF GREENVILLE COUNTY 105 EDINBURGH COURT GREENVILLE, SC 29607		PUBLIC	GENERAL OPERATING BUDGET	15,000.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613		PUBLIC	GENERAL OPERATING BUDGET	\$ 15,000.
GOVERNOR'S SCHOOL FOR THE ARTS FDN INC 15 UNIVERSITY STREET GREENVILLE, SC 29601		PUBLIC	GENERAL OPERATING BUDGET	1,000.
THE TRIUNE MERCY CENTER 222 RUTHERFORD STREET GREENVILLE, SC 29609		PUBLIC	GENERAL OPERATING BUDGET	5,000.
THE FINE ARTS LEAGUE OF THE CAROLINAS 362 DEPOT STREET ASHEVILLE, NC 28801		PUBLIC	GENERAL OPERATING BUDGET	1,000.
CHRIST CHURCH EPISCOPAL SCHOOL 245 CAVALIER DRIVE GREENVILLE, SC 29607		PUBLIC	GENERAL OPERATING BUDGET	1,000.
ARTISPHERE 16 AUGUSTA STREET GREENVILLE, SC 29601		PUBLIC	GENERAL OPERATING BUDGET	1,000.
ROLLING GREEN VILLAGE FOUNDATION 3 AUDREY LANE GREENVILLE, SC 29615		PUBLIC	GENERAL OPERATING BUDGET	1,000.
TOTAL				\$ 90,500.

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
	UBS ATLANTA SMID A/C			
354	Aarons Inc	4,694 71	5,964 60	6,042 78
67	Acuity Brands Inc	0 00	2,682 36	2,437 46
159	Affiliated Managers Group	6,540 32	6,755 79	9,662 43
170	Alberto Culver Co New	3,872 60	3,872 60	4,605 30
137	Ametek Inc (New)	3,995 57	3,995 57	5,500 55
0	Amphenol Corp New CL A	2,232 45	0 00	0 00
151	Ansys Inc	4,117 36	3,374 87	6,126 07
132	Aptargroup Inc	4,336 80	3,577 86	4,992 24
66	Bio Rad Laboratories Inc CL A	3,836 71	3,836 71	5,708 34
402	Blackbaud Inc	3,731 04	4,513 66	8,751 54
118	Borg Warner Inc	0 00	4,499 39	4,406 12
0	Brown & Brown Inc	1,996 68	0 00	0 00
134	Carlisle Cos Inc	0 00	4,574 19	4,841 42
206	Carmax Inc	2,942 86	2,331 45	4,099 40
67	Church & Dwight Co Inc	3,359 84	3,359 84	4,201 57
84	City National Corp	4,119 25	2,939 54	4,303 32
52	Columbia Sportswear Co	0 00	1,978 73	2,426 84
198	Constellation Brands Inc CL A	0 00	3,367 57	3,092 76
84	Copart Inc	4,652 00	2,457 67	3,008 04
0	Costar Group Inc	1,707 47	0 00	0 00
0	Covance Inc	1,823 00	0 00	0 00
53	Cullen Frost Bankers Inc	0 00	3,125 37	2,724 20
191	Dentsply Intl Inc	5,010 32	4,535 41	5,712 81
45	Drii-Quip Inc	0 00	2,970 76	1,980 90
0	Energen Corp	3,486 64	0 00	0 00
116	Equifax Inc	0 00	3,676 43	3,254 96
62	Factset Resh Systems Inc	2,360 93	2,360 93	4,153 38
229	Fair Isaac Corp	3,395 34	3,242 32	4,989 91
158	Flir Systems Inc	2,174 40	3,689 46	4,596 22
0	FMC Technologies Inc	3,279 63	0 00	0 00
620	Forest City Enterprises Inc CL A	3,028 91	3,214 99	7,018 40
115	Graco Inc	1,878 07	1,878 07	3,241 85
40	Greenhill & Co Inc	1,097 13	3,031 49	2,445 20
263	HCC Insurance Hldgs Inc	4,668 66	7,421 12	6,511 88
155	Henry Jack & Assoc Inc	2,896 63	2,400 95	3,701 40
198	Ilex Corp	3,767 35	3,767 35	5,656 86
50	IHS Inc CL A	0 00	2,556 34	2,921 00
160	Jacobs Engineering Group Inc	4,110 85	6,404 83	5,830 40
164	Kirby Corporation	4,046 19	4,046 19	6,273 00
149	Landstar Systems Inc	3,847 42	4,604 47	5,809 51
383	LKQ Corp New	3,840 37	5,400 72	7,384 24

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
35	Markel Corp (Holding Co)	9,896 39	9,896 39	11,900 00
0	Matthews Intl Corp CL A	3,645 84	0 00	0 00
0	McCormick & Co NV	2,265 21	0 00	0 00
59	Mettler-Toledo Intl	2,694 38	2,694 38	6,586 17
0	Mohawk Industries Inc	1,911 81	0 00	0 00
217	Morningstar Inc	5,497 46	7,677 70	9,226 84
102	Natl Instruments Corp	1,708 50	1,708 50	3,241 56
209	O'Reilly Automotive Inc	4,177 15	7,773 33	9,940 04
65	Oceaneering Intl Inc	2,199 41	2,199 41	2,918 50
105	Rofin-Sinar Technologies Inc	0 00	2,503 78	2,186 10
346	Sally Beauty Co Inc	1,388 56	1,726 42	2,837 20
140	Schein Henry Inc	4,601 64	5,543 94	7,686 00
312	Sei Investments Co	5,203 80	3,347 60	6,352 32
0	Sonic Corp	4,228 08	0 00	0 00
47	Stericycle Inc	0 00	2,626 42	3,082 26
0	Tiffany & Co New	3,553 25	0 00	0 00
0	Total System Services Inc	3,253 76	0 00	0 00
218	Umpqua Holdings Corp OR	0 00	3,324 96	2,502 64
83	Universal Health Svcs Inc CL B	0 00	2,684 14	3,166 45
23	Valmont Industries Inc	0 00	1,818 84	1,671 18
112	Varian Medical Systems Inc	3,472 79	3,667 12	5,855 36
131	Wiley John & Sons Inc CL A	3,377 14	3,969 25	5,065 77
7,936	TOTAL UBS ATLANTA SMID A/C	173,922.67	195,571.78	252,630.69
	UBS BRANDES A/C			
1,501	Aegon NV ADR N Y Shs Netherlands ADR	20,237 97	20,237 97	7,925 28
265	AKZO Nobel NV ADR	17,279 99	13,743 51	13,959 40
3,752	Alcatel-Lucent Spon ADR	53,355 98	53,355 98	9,530 08
250	Amer Express Co	6,650 00	4,750 00	9,925 00
400	Astrazeneca PLC Spon ADR	25,744 20	19,043 75	18,852 00
561	AT&T Inc	14,539 54	14,539 54	13,570 59
798	Bank of Amer Corp	18,718 32	29,237 88	11,467 26
1,220	Boston Scientific Corp	21,695 65	18,225 31	7,076 00
298	Brasil Telecom SA Repstg Pfd Shs Spon ADR	0 00	9,352 45	5,983 84
169	Brasil Telecom SA Spon ADR	7,305 14	2,833 65	1,461 85
500	Bristol Myers Squibb Co	16,125 45	11,180 67	12,470 00
330	Canon Inc ADR Japan Spon ADR	12,342 23	12,342 23	12,312 30
785	Centrais Eletricas Bras SA Spon ADR Rep 50 Com (Electrobras)	8,611 52	5,741 52	10,487 60
390	Chesapeake Energy Corp Okla	0 00	9,107 20	8,170 50
170	Chevron Corp	0 00	13,794 36	11,536 20
0	Cisco Systems Inc	11,139 97	0 00	0 00

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
2,973	Citigroup Inc	0 00	7,097 40	11,178 48
0	Contax Participacoes SA Spon ADR	156 00	0 00	0 00
135	Daimler AG Ord	0 00	6,134 18	6,934 41
1,380	Dell Inc	25,132 25	25,132 25	16,642 80
2,045	Deutsche Telekom AG DE Spon ADR	36,058 19	36,058 19	24,351 86
730	Dow Chemical	25,827 76	17,052 97	17,315 60
150	du Pont de Nemours	3,259 43	3,259 43	5,188 50
0	Eastman Kodak Co	30,332 21	0 00	0 00
0	Ebay Inc	7,618 86	0 00	0 00
395	ENI SPA It Spon ADR	1,899 57	17,816 33	14,437 25
295	Fifth Thrd Bancorp	26,674 34	11,868 36	3,625 55
360	Fuji Film Holdings Corp ADR	10,402 70	10,402 70	10,528 56
0	Gannett Co	31,748 26	0 00	0 00
665	Genl Electric Co	7,530 67	10,502 51	9,589 30
510	Glaxo Smithkline PLC ADR	25,039 20	25,039 20	17,345 10
0	Hitachi LTD ADR New Japan	8,814 55	0 00	0 00
0	Home Depot Inc	12,261 08	0 00	0 00
0	HSBC Holdings PLC New GB Spon ADR	14,053 38	0 00	0 00
805	Intel Corp	15,642 61	13,147 80	15,657 25
375	Intesa Sanpaolo Spon ADR	0 00	8,673 53	6,022 12
440	J Sainsbury PLC Spon ADR	7,668 35	10,113 87	8,465 60
385	Keycorp New	4,521 32	4,521 32	2,960 65
1,440	Koninklijke Ahold NV New 2007 Spon ADR	11,224 60	11,224 60	17,929 44
600	Kroger Company	0 00	12,583 48	11,814 00
0	KT Corp Spon ADR	8,607 00	0 00	0 00
1,130	L M Ericsson Telefon Co Sek 10 New 2002 ADR	23,471 99	14,139 83	12,452 60
330	Lilly Eli & Co	0 00	10,751 40	11,055 00
455	Lowe's Companies Inc	0 00	10,757 11	9,291 10
720	Marks & Spencer Group Inc Spon ADR	7,132 66	7,132 66	7,148 16
405	Marsh & McLennan Cos Inc	0 00	8,859 70	9,132 75
625	Masco Corp	11,597 25	11,597 25	6,725 00
180	Merck & Co Inc New Com	4,123 76	4,123 76	6,294 60
0	Micron Technology Inc	25,984 54	0 00	0 00
560	Microsoft Corp	12,823 51	12,823 51	12,885 60
1,670	Mitsubishi UFJ Financial Group Inc Spon ADR	17,300 61	17,300 61	7,615 20
1,960	Mizuho Financial Group Inc Spon ADR	23,226 29	23,226 29	6,370 00
1,260	Motorola Inc	22,239 00	22,239 00	8,215 20
730	Nippon Teleg & Tel Corp Spon ADR	16,979 83	16,979 83	14,848 20
945	Nokia Corp Spon ADR Finland ADR	13,999 36	13,999 36	7,701 75
1,605	Pfizer Inc	34,859 38	40,338 84	22,887 30
81	PNC Financial Services Group	11,791 96	11,791 96	4,576 50
1,050	Portugal Telecom SGPS SA 1 ADR = 1 Ord Spon ADR	11,007 79	11,007 79	10,416 00
815	Regions Financial Corp	0 00	4,384 13	5,362 70
0	Royal Bank Scotland Spon ADR	19,001 71	0 00	0 00

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
770	Safeway Inc	16,916 21	16,916 21	15,138 20
465	Sanofi-Aventis SA Spon ADR	19,404 94	19,404 94	13,977 90
670	Sara Lee Corp	25,909 08	11,021 50	9,447 00
150	Seven & I Hldgs Co Ltd ADR	0 00	6,933 57	6,900 00
300	Sony Corp ADR New Japan ADR	10,091 97	10,091 97	8,004 00
915	StmicroElectronics NV	15,418 66	15,418 66	7,237 65
140	Suntrust Banks Inc	3,849 23	3,849 23	3,262 00
384	SUPERVALU Inc	12,318 02	12,318 02	4,162 56
260	Swiss Reins Co Spon ADR	0 00	11,795 95	10,780 12
260	Tele Norte Leste Participacoes SA ADR	5,587 40	5,587 40	3,889 60
60	Telebras Telecomunica-Brasileiras SA Rep 1 Dep Shr Spon ADR	3,320 72	2,900 58	316 20
1,460	Telecom Italia Spa New Repstg 10 Ord Shs Spon ADR	41,857 07	41,857 07	16,074 60
67	Telefonica SA Spon ADR	2,209 83	2,209 83	3,720 51
565	Telefonos de Mexico SA Spon ADR Repstg sh ord L Mexico ADR	3,317 57	7,218 77	7,972 15
0	Telemig Celular Participacoes SA ADR	53 00	0 00	0 00
0	Telmex Internacional SAB de CV Ser L Spon ADR	2,748 48	0 00	0 00
780	Tenet Healthcare Corp	10,632 20	10,632 20	3,385 20
790	Texas Instruments	14,904 50	13,545 32	18,391 20
44	Tim Participacoes SA ADR	911 07	911 07	1,194 16
300	Tokio Marine Holdings Inc Spon ADR	0 00	8,102 70	7,973 70
320	Total SA France Spon ADR	0 00	18,544 37	14,284 80
160	Toyota Motor Corp New Japan Spon ADR	4,363 51	11,422 08	10,971 20
490	Unilever NV NY Shs New Netherlands Spon ADR	12,876 34	10,382 64	13,386 80
0	Unisys Corp	4,223 84	0 00	0 00
905	Valero Energy Corp New	6,072 77	16,290 65	16,271 90
555	Verizon Communications Inc	17,562 64	17,562 64	15,551 10
82	Vivo Participacoes SA Repstg Pfd Spon ADR	1,170 14	1,220 92	2,125 44
468	Wells Fargo & Co New	24,061 08	28,425 40	11,980 80
0	Wyeth	14,088 91	0 00	0 00
815	Xerox Corp	18,697 42	11,180 06	6,552 60
0	Citigroup Inc Ser AA 8 125% Pfd CLBL	3,958 20	0 00	0 00
51,768	TOTAL UBS BRANDES A/C	1,100,282.73	1,025,310.92	750,643.42
	UBS KAYNE ANDERSON A/C			
443	Abaxis Inc	8,431 76	9,316 86	9,493 49
0	ABM Inds Inc	5,899 57	0 00	0 00
294	Advisory Board Co	0 00	9,192 39	12,630 24
326	Ansys Inc	13,780 55	9,661 20	13,225 82
161	Aptargroup Inc	11,814 03	5,388 27	6,089 02
632	Blackbaud Inc	15,753 41	11,213 85	13,758 64
740	Brown & Brown Inc	0 00	13,749 80	14,163 60

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57-1114028

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
177	Carbo Ceramics Inc	10,702 55	5,820 87	12,777 63
0	Chattem Inc	8,999 57	0 00	0 00
625	Cohen & Steers Inc	16,469 58	17,322 75	12,962 50
215	Computer Programs & Systems Inc	8,634 72	7,216 02	8,797 80
373	Exponent Inc	0 00	10,295 91	12,204 56
218	Factset Resh Systems Inc	10,999 12	10,089 86	14,603 82
623	Federated Investors Inc PA CL B	6,519 32	14,160 63	12,902 33
0	Financial Fed Corp	9,732 50	0 00	0 00
354	Forward Air Corp	8,410 64	7,518 60	9,646 50
181	Haemonetics Corp Mass	10,819 47	8,781 73	9,687 12
203	Heico Corp New CL A	7,881 50	3,209 63	5,470 85
604	Henry Jack & Assoc Inc	12,341 83	13,203 07	14,423 52
210	Lincoln Elec Holdings New	7,992 52	6,877 58	10,707 90
0	Petroleum Devel Corp	11,026 23	0 00	0 00
607	Pool Corp	10,693 50	12,636 73	13,305 44
201	RBC Bearings Inc	11,840 75	3,988 58	5,826 99
228	Rollins Inc	4,692 19	3,918 75	4,717 32
248	Roper Inds Inc New	12,181 04	10,310 23	13,878 08
285	Scansource Inc	14,982 48	8,098 41	7,105 05
282	Steiner Leisure Ltd	14,566 67	12,147 51	10,840 08
192	Techne Corp Minn	13,286 77	11,140 43	11,030 40
365	Tempur-Pedic Intl Inc	6,959 93	6,025 67	11,223 75
8,787	TOTAL UBS KAYNE ANDERSON A/C	275,412.20	231,285.33	271,472.45
	UBS MARSICO A/C			
0	Adobe Systems Inc (Delaware)	5,984 94	0 00	0 00
57	Aecom Technology Corp	1,126 44	1,678 70	1,314 42
60	Amazon com Inc	0 00	7,289 49	6,555 60
59	Anadarko Petroleum Corp	0 00	2,252 44	2,129 31
195	Anheuser Busch Inbev Spon ADR	0 00	8,653 17	9,361 95
118	Ansys Inc	0 00	5,140 32	4,787 26
56	Apple Inc	4,927 09	9,613 15	14,085 68
0	Athenahealth Inc	2,089 49	0 00	0 00
0	BHP Billiton PLC New Spon ADR	6,766 43	0 00	0 00
419	CBS Corp New CL B	0 00	5,530 78	5,417 67
0	CDN Natl Railway Co Foreign Stock	6,969 21	0 00	0 00
0	Celgene Corp	3,693 62	0 00	0 00
22	Chipotle Mexican Grill Inc CL A	1,803 53	1,803 53	3,009 82
0	Citrix Systems Inc	2,734 19	0 00	0 00
121	City National Corp	4,780 28	4,540 63	6,198 83
0	Costco Wholesale Corp	12,487 84	0 00	0 00
234	Crown Castle Intl Corp	7,663 47	6,953 24	8,718 84

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THE MARY PEACE STERLING FOUNDATION

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
257	CSX Corporation	0 00	12,631 14	12,754 91
188	CVB Fincl Corp	0 00	1,567 34	1,786 00
32	Emergency Medical Svcs Corp CL A	0 00	1,723 02	1,568 96
630	First Horizon Natl Corp	0 00	8,780 59	7,213 50
162	First Midwest Bancorp Inc Dela	0 00	2,212 66	1,969 92
504	First Niagara Finl Group New	0 00	6,557 29	6,315 12
0	Ford Motor Co Com New	1,762 13	0 00	0 00
238	Gafisa SA ADR	0 00	3,792 06	2,882 18
0	Genzyme Corp Gen Div	8,097 88	0 00	0 00
0	Gilead Sciences Inc	3,860 24	0 00	0 00
146	Glacier Bancorp Inc New	0 00	2,521 22	2,141 82
0	Goldman Sachs Group Inc	5,119 83	0 00	0 00
22	Google Inc CL A	6,576 97	10,873 14	9,788 90
0	Home Depot Inc	6,176 42	0 00	0 00
86	Honeywell Intl Inc	0 00	3,668 18	3,356 58
0	Icici Bank Ltd Spon ADR	1,153 85	0 00	0 00
39	Intuitive Surgical Inc New	0 00	9,646 84	12,309 18
209	J Crew Group Inc	0 00	9,092 62	7,693 29
437	Jefferies Group Inc New	8,879 00	10,558 37	9,211 96
52	Jones Lang Lasalle Inc	0 00	3,993 04	3,413 28
308	JPMorgan Chase & Co	9,214 29	12,816 60	11,275 88
0	Juniper Networks Inc	6,296 35	0 00	0 00
0	Mastercard Inc CL A	8,519 12	0 00	0 00
0	McDonalds Corp	5,498 62	0 00	0 00
167	Monsanto Co New	8,219 74	8,983 65	7,718 74
320	Nuance Communications Inc	0 00	5,589 96	4,784 00
36	OpenTable Inc	0 00	1,417 67	1,492 92
0	Petroleo Brasileiro SA Spon ADR	7,838 24	0 00	0 00
247	PNC Financial Services Group	6,928 88	11,810 80	13,955 50
0	Polo Ralph Lauren	1,232 01	0 00	0 00
53	Precision Castparts Corp	4,308 97	4,470 80	5,454 76
0	Pride Intl Inc (Dela)	5,885 22	0 00	0 00
0	Qualcomm Inc	6,735 27	0 00	0 00
201	Range Resources Corp	0 00	10,066 34	8,070 15
86	Ritchie Bros Auctioneers Inc	0 00	1,866 75	1,566 92
73	Rue21 Inc	0 00	2,227 23	2,214 82
0	Schwab Charles Corp New	3,543 04	0 00	0 00
216	Sensata Technologies Hldg NV	0 00	3,989 43	3,453 84
146	Starwood Hotels & Resorts Worldwide Inc New	0 00	6,646 49	6,048 78
156	State Street Corp	5,334 92	6,506 28	5,275 92
55	Taubman Centers Inc	1,143 03	1,829 17	2,069 65
0	Under Armour Inc CL A	1,826 44	0 00	0 00
545	US Bancorp Del (New)	7,519 45	10,607 82	12,180 75
168	Vail Resorts Inc	7,564 49	8,810 28	5,864 88

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THE MARY PEACE STERLING FOUNDATION

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ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
409	Walt Disney Co (Hldg Co) Disney Com	5,617 02	10,454 77	12,883 50
747	Wells Fargo & Co New	7,522 73	19,473 17	19,123 20
159	Williams Sonoma Inc	0 00	4,586 98	3,946 38
35	Wynn Resorts Ltd	13,276 52	4,720 64	2,669 45
8,470	TOTAL UBS MARSICO A/C	226,677.20	277,947.79	274,035.02
	UBS NFJ INVESTMENT GROUP A/C			
290	Allstate Corp	16,051 10	12,788 75	8,331 70
990	Altria Group Inc	17,903 05	18,955 79	19,839 60
390	Ameren Corp	16,164 69	18,288 28	9,270 30
1,255	Annaly Capital Management Inc REIT	16,814 54	18,730 52	21,523 25
350	AT&T Inc	8,640 98	8,640 98	8,466 50
225	Baxter Intl Inc	0 00	9,644 45	9,144 00
0	Becton Dickinson & Co	8,385 39	0 00	0 00
0	Boeing Company	19,500 79	0 00	0 00
0	Cardinal Health Inc	7,617 62	0 00	0 00
280	CenturyLink Inc	0 00	7,063 32	9,326 80
385	Chesapeake Energy Corp Okla	0 00	9,651 90	8,065 75
130	Chevron Corp	6,824 62	6,824 62	8,821 80
185	Coca Cola Co Com	0 00	9,604 38	9,272 20
365	ConocoPhillips	12,024 60	21,104 04	17,917 85
281	Diamond Offshore Drilling Inc	9,389 19	24,985 99	17,475 39
525	Donnelley (R R) & Sons Co	12,917 89	15,328 39	8,594 25
275	Edison Intl	7,314 75	7,314 75	8,723 00
0	Embarq Corp	7,063 32	0 00	0 00
0	Encana Corp	11,282 04	0 00	0 00
120	Freeport-McMoran Copper & Gold Inc	0 00	10,198 75	7,095 60
525	Glaxo Smithkline PLC ADR	24,355 06	26,332 78	17,855 25
68	Goldman Sachs Group Inc	0 00	11,955 64	8,926 36
0	Haliburton Co (Holding Co)	13,795 77	0 00	0 00
215	Harris Corp Dela	9,106 19	9,106 19	8,954 75
0	Home Depot Inc	9,651 51	0 00	0 00
605	Hudson City Bancorp Inc	0 00	8,049 34	7,411 25
500	Intel Corp	0 00	9,904 90	9,725 00
89	Intl Business Mach	8,858 97	8,858 97	10,989 72
150	Johnson & Johnson Com	2,146 54	8,771 41	8,859 00
0	JPMorgan Chase & Co	8,896 84	0 00	0 00
165	Kimberly Clark Corp	10,289 40	10,289 40	10,003 95
345	Kraft Foods Inc CL A	11,402 63	11,402 63	9,660 00
120	Lockheed Martin Corp	0 00	10,153 96	8,940 00
120	Lubrizol Corp New	0 00	9,501 61	9,637 20

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**ATTACHMENT TO STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS**

# Shares	Description	Beg Book Value 07/01/09	End Book Value 06/30/10	FMV 06/30/10
285	Marathon Oil Corp	6,711 75	6,711 75	8,860 65
445	Mattel Inc	9,609 24	7,475 22	9,416 20
345	McGraw Hill Companies Inc	0 00	10,612 62	9,708 30
225	Medtronic Inc	7,626 77	7,626 77	8,160 75
285	Metlife Inc	8,089 90	8,089 90	10,761 60
0	Microsoft Corp	8,379 45	0 00	0 00
615	New York Cmnty Bancorp	8,715 65	7,768 17	9,391 05
0	Norfolk Sthn Corp	7,835 25	0 00	0 00
185	Northrop Grumman Corp	0 00	9,304 16	10,071 40
1,240	Pfizer Inc	28,058 57	30,500 94	17,682 40
0	PNC Financial Services Group	4,925 70	0 00	0 00
215	Reynolds Amern Inc (Holding Co)	8,436 38	8,436 38	11,205 80
160	Royal Dutch Shell PLC CL A Spon ADR	13,144 04	13,144 04	8,035 20
0	SUPERVALU Inc	8,184 05	0 00	0 00
390	Total S A France Spon ADR	12,154 57	25,629 01	17,409 60
190	Travelers Cos Inc/The	6,800 10	6,800 10	9,357 50
0	Valero Energy Corp New	7,837 83	0 00	0 00
275	Verizon Communications Inc	9,176 48	9,176 48	7,705 50
125	VF Corp	8,246 15	7,108 75	8,897 50
290	Waste Mgmt Inc New	9,164 71	9,164 71	9,074 10
842	Windstream Corp	12,661 42	10,982 39	8,891 52
990	Xerox Corp	14,275 27	13,435 35	7,959 60
0	3M Co	11,841 06	0 00	0 00
16,050	TOTAL UBS NFJ INVESTMENT GROUP A/C	488,271.82	515,418.48	455,419.14
93,011	TOTAL CORPORATE STOCK	2,264,566.62	2,245,534.30	2,004,200.72

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545 1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

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

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

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	THE MARY PEACE STERLING FOUNDATION	57-1114028
	Number, street, and room or suite number. If a P.O. box, see instructions	
	154 RIVERPLACE APT 501	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	GREENVILLE, SC 29601	

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

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

- The books are in the care of ► SHEILA C. MCKINNEY, CPA

Telephone No. ► 864-232-7848 FAX No ► 864-232-4359

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 11, to file the exempt organization return for the organization named above.
The extension is for the organization's return for

- ☐ calendar year 20__ or
► ☒ tax year beginning 7/01, 20 09, and ending 6/30, 20 10

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	1,373.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	3,327.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c \$	0.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)