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Form 990-PF

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service (77)

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

2009

For calendar year 2009, or tax year beginning

12/1/2009

, and ending

11/30/2010

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

Name of foundation
SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCNumber and street (or P O box number if mail is not delivered to street address)
Wells Fargo Bank, N A 123 S Broad St MAC Y1379-062A Employer identification number
22-6905314City or town, state, and ZIP code
Philadelphia PA 19109B Telephone number (see page 10 of the instructions)
(888) 730-4933C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 283,041 J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	8,441	8,441		
	5 a Gross rents			0	
	b Net rental income or (loss)	0			
Revenue	6 a Net gain or (loss) from sale of assets not on line 10	-801			
	b Gross sales price for all assets on line 6a	13,558			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
	b Less Cost of goods sold	0			
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	7,640	8,441	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
Operating and Administrative Expenses	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	206	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,005	2,254	0	751
	24 Total operating and administrative expenses.	3,211	2,254	0	751
	Add lines 13 through 23	6,878			6,878
	25 Contributions, gifts, grants paid	10,089	2,254	0	7,629
	26 Total expenses and disbursements Add lines 24 and 25				
	27 Subtract line 26 from line 12	-2,449			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		6,187		
	c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form 990-PF (2009)

ZIN

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
Assets	1	Cash—non-interest-bearing		0
	2	Savings and temporary cash investments	2,968	8,054
	3	Accounts receivable ► 0		
		Less allowance for doubtful accounts ► 0	0	0
	4	Pledges receivable ► 0		
		Less allowance for doubtful accounts ► 0	0	0
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0
	7	Other notes and loans receivable (attach schedule) ► 0		
		Less allowance for doubtful accounts ► 0	0	0
	8	Inventories for sale or use		0
	9	Prepaid expenses and deferred charges		0
	10 a	Investments—U S and state government obligations (attach schedule)	0	0
	b	Investments—corporate stock (attach schedule)	0	0
	c	Investments—corporate bonds (attach schedule)	0	0
	11	Investments—land, buildings, and equipment basis ► 0		
		Less accumulated depreciation (attach schedule) ► 0	0	0
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	275,246	261,791
	14	Land, buildings, and equipment basis ► 0		
		Less accumulated depreciation (attach schedule) ► 0	0	0
	15	Other assets (describe ►)	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	278,214	269,845
Liabilities	17	Accounts payable and accrued expenses		0
	18	Grants payable		
	19	Deferred revenue		0
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0
	21	Mortgages and other notes payable (attach schedule)	0	0
	22	Other liabilities (describe ►)	0	0
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	278,214	269,845
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	278,214	269,845
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	278,214	269,845

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	278,214
2	Enter amount from Part I, line 27a	2	-2,449
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	275,765
5	Decreases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	5	5,920
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	269,845

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-801
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	10,413	230,586	0.045159
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**1 a** Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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, col (b)**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments****a** 2009 estimated tax payments and 2008 overpayment credited to 2009**6a** 103**b** Exempt foreign organizations—tax withheld at source**6b****c** Tax paid with application for extension of time to file (Form 8868)**6c** 0**d** Backup withholding erroneously withheld**6d****7** Total credits and payments Add lines 6a through 6d**8** Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached**9 Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed****10 Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid****11** Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 0 Refunded ► 11 0**Part VII-A Statements Regarding Activities****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?**Yes****No****1a**

X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?**1b**

X

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities***c** Did the foundation file Form 1120-POL for this year?**1c**

X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____**2**

X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?*If "Yes," attach a detailed description of the activities***3**

X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes**4a**

X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?**4b**

N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?**5**

X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?*If "Yes," attach the statement required by General Instruction T***6**

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?

7

X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV**8 a****8 a** Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► SC**8b**

X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation**9**

X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)

or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)?

*If "Yes," complete Part XIV***10**

X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	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 ► N/A	13	X
14	The books are in care of ► Wells Fargo Bank, N A Trust Tax Dep. Telephone no ► (888) 730-4933 Located at ► 123 S Broad St MAC Y1379-062 Philadelphia PA ZIP+4 ► 19109		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	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 ► 20_____ , 20_____ , 20_____ , 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input 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

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 123 S Broad St Philadelphia PA 19109	TRUSTEE 4 00 00 00 00	3,005 0 0 0	0 0 0 0	0 0 0 0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	

All other program-related investments. See page 24 of the instructions

3 NONE	
	0

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 page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities	1a 261,332
b	Average of monthly cash balances	1b 9,986
c	Fair market value of all other assets (see page 24 of the instructions)	1c
d	Total (add lines 1a, b, and c)	1d 271,318
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 271,318
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4 4,070
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 267,248
6	Minimum investment return. Enter 5% of line 5	6 13,362

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

1	Minimum investment return from Part X, line 6	1 13,362
2a	Tax on investment income for 2009 from Part VI, line 5	2a 124
b	Income tax for 2009 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 124
3	Distributable amount before adjustments Subtract line 2c from line 1	3 13,238
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 13,238
6	Deduction from distributable amount (see page 25 of the instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 13,238

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a 7,629
b	Program-related investments—total from Part IX-B	1b 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2
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 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 7,629
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 7,629

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				13,238
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,013	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004 NONE				
b From 2005 NONE				
c From 2006 NONE				
d From 2007 NONE				
e From 2008 NONE				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 7,629			1,013	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				6,616
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				6,622
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	6,878
b Approved for future payment NONE				
Total			► 3b	0

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 page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities					14	8,441
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	-801
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12 Subtotal Add columns (b), (d), and (e)			0		7,640	0
13 Total Add line 12, columns (b), (d), and (e)					13	7,640

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

13 7,640

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

Line No. ▼	Explanation of activities to the accomplishment of exempt purposes
	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
Not Applicable	

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

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?

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)		X
1b(2)	X	
1b(3)		X
1b(4)		X
1b(5)	X	
1b(6)		X
1c		X

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

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.

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

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.

John T Sulentic

Signature of officer or trustee

1/31/2011

Date

► VP AND TAX DIRECTOR

→ Title

Signature of officer or trustee		Date	Title
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed
	<input checked="" type="checkbox"/> Preparer's identifying number (see Signature on page 30 of the instructions) P00364310		
Firm's name (or yours if self-employed), address, and ZIP code		PRICEWATERHOUSECOOPERS, LLP 600 GRANT STREET, PITTSBURGH, PA 15219-2777	
		EIN	► 13-4008324
		Phone no	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals		Net Gain or Loss
								Gross Sales	Cost, Other Basis and Expenses	
1	X	GOLDMAN SACHS GROWTH C	38142Y401			10/31/2008	12/28/2009	13,558	14,359	-801
2	X	PIMCO TOTAL RETURN FD IN	693390700			6/26/2009	3/26/2010	0	0	0
3	X	PIMCO TOTAL RETURN FD IN	693390700			9/15/2009	3/26/2010	1,259	1,259	0
4	X	PIMCO TOTAL RETURN FD IN	693390700			12/28/2009	3/26/2010	835	819	16
5	X	T ROWE PRICE REAL ESTATE	777919109			5/15/2008	3/26/2010	1,544	2,074	-530
6	X	SSGA EMERGING MARKETS F	784924425			6/26/2007	12/28/2009	1,335	1,927	-592
7	X	WELLS FARGO ADVANTAGE I	948915565			6/26/2007	12/28/2009	1,384	1,780	-396
8	X	ARTIO TOTAL RETURN BOND	04315J209			6/26/2009	3/26/2010	572	542	30
9	X	ARTIO TOTAL RETURN BOND	04315J209			9/15/2009	3/26/2010	1,216	1,193	23
10	X	ARTIO TOTAL RETURN BOND	04315J209			12/28/2009	3/26/2010	649	642	7
11	X	DODGE & COX INCOME FD	256210105			6/26/2007	3/26/2010	617	592	25
12	X	DODGE & COX INCOME FD	256210105			9/15/2009	3/26/2010	906	897	9
13	X	DODGE & COX INCOME FD	256210105			12/28/2009	3/26/2010	1,127	1,116	11

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY EXCISE TAX	103			
2	ESTIMATED EXCISE PAYMENT				
3					
4					
5					
6					
7					
8					
9					
10					

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Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	Amortization See attached statement	0	0	0	0	
2	WELLS FARGO FEES AS AGENT	3,005	2,254			751
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR	AT COST	275,246	261,791	274,987
2	SEE ATTACHED STATEMENT	AT COST	275,246	261,791	274,987
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount		198		0		-999		-999		0		0	
Long Term CG Distributions		Short Term CG Distributions		Total		13,360		0		14,359		-999		0	
Kind(s) of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Pnch		Depreciation Allowed		Cost or Other Basis Plus Expense of Sale	
1	GOLDMAN SACHS GROWTH OPPORTU	38142Y401		10/31/2008		12/28/2009		1,415		0	1,062	353		Excess of FMV Over Adjusted Basis or Losses	Gains Minus Excess of FMV Over Adjusted Basis or Losses
2	PIMCO TOTAL RETURN FD INST CL	693390700		6/26/2009		3/26/2010		501		0	476			0	0
3	PIMCO TOTAL RETURN FD INST CL	693390700		9/15/2009		3/26/2010		1,259		0	1,239	20		0	20
4	PIMCO TOTAL RETURN FD INST CL	693390700		12/28/2009		3/26/2010		835		0	819	16		0	16
5	T ROWE PRICE REAL ESTATE FD	779919109		5/5/2008		3/26/2010		1,544		0	2,074	-530		0	-530
6	SSGA EMERGING MARKETS FUND CL S	784924425		6/26/2007		12/28/2009		1,335		0	1,927	-592		0	-592
7	WELLS FARGO ADVANTAGE ENDEAVO	949915565		6/26/2007		12/28/2009		1,384		0	1,780	-396		0	-396
8	ARTIO TOTAL RETURN BOND FD-I	04315J209		6/26/2009		3/26/2010		572		0	542	30		0	30
9	ARTIO TOTAL RETURN BOND FD-I	04315J209		9/15/2009		3/26/2010		1,216		0	1,183	23		0	23
10	ARTIO TOTAL RETURN BOND FD-I	04315J209		12/28/2009		3/26/2010		649		0	642	7		0	7
11	DODGE & COX INCOME FD	256210105		6/26/2007		3/26/2010		617		0	597	25		0	25
12	DODGE & COX INCOME FD	256210105		9/15/2009		3/26/2010		906		0	897	9		0	9
13	DODGE & COX INCOME FD	256210105		12/28/2009		3/26/2010		1,127		0	1,116	11		0	11

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

3,005						
	Name	Check "X" if Business	Street	City	State	Zip Code
1	Wells Fargo Bank, N.A.	X	123 S Broad St	Philadelphia	PA	19109
2						
3						
4						
5						
6						
7						
8						
9						
10						

<u>Part</u>	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1		1
2		0
3		0
4		0
5	8/11/2010	103
6		0
7		103

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	1,013
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,013

• **Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers**

List Managers who contributed more than 2%
of the total contributions received by the foundation

1 NONE
2 _____
3 _____
4 _____
5 _____
6 _____
7 _____
8 _____
9 _____
10 _____

List Managers who own 10% or more of the stock
of a corporation of which the foundation has a 10%
or greater interest

NONE

Statement A

SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

EIN: 22-6905314

South Carolina Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.

ACCOUNT NAME: SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY
EIN: 22-6905314

Security Category	Account #	CUSIP	Asset Name	Units	FMV	Fed Cost
Savings & Temp Inv	2019002033	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	1165 0000	1165	1165
Savings & Temp Inv	2019002033	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	6888 8000	6888 8	6888 8
Cash	2019002033			0		
TOTAL				8053.8	8053.8	

ACCOUNT NAME: SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY
EIN. 22-6905314

Security Category	Account #	CUSIP	Asset Name	Units	FMV	Fed Cost
Invest - Other	2019002033	94985D582	WELLS FARGO ADV INTL BOND-1S #4705	412 0020	4368 62	4368 72
Invest - Other	2019002033	44980Q518	INGINTLATIONAL REAL EST-1 #2664	676 9180	5645 5	6886 27
Invest - Other	2019002033	693390882	PIMCO FOREIGN BD FD USD HINST #103	527 4650	5659 7	5237 92
Invest - Other	2019002033	381427773	GOLDMAN SACHS L/C VALUE-I #1216	696 3390	7722 4	6503 81
Invest - Other	2019002033	94984B81	WELLS FARGO ADV INTR VA FD-1ST #517	832 7270	8726 98	6541 68
Invest - Other	2019002033	34984T857	GOLDEN SMALL CAP CORE FUND	1053 2190	10174 1	12338 39
Invest - Other	2019002033	780905212	ROYCE VALUE PLUS FUND-INV'T #271	819 1720	10305 18	7068 98
Invest - Other	2019002033	922031869	VANGUARD INFLAT PROTECT SEC FD #119	812 6860	10873 74	9502 32
Invest - Other	2019002033	693391559	PIMCO EMERG MKTS BD-INST #137	978 2280	10926 81	10656 25
Invest - Other	2019002033	779919109	T ROWE PRICE REAL ESTATE FD #122	698 0470	11831 9	11852 84
Invest - Other	2019002033	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	1412 5240	12218 33	11706 95
Invest - Other	2019002033	043151837	ARTIO INTERNATIONAL EQ FD II #1529	1037 9820	12455 78	15522 69
Invest - Other	2019002033	47103C241	PERKINS MID CAP VALUE F/C I #1167	615 2500	13215 57	9755 72
Invest - Other	2019002033	381427401	GOLDMAN SACHS GRTH OPP FD-I #1132	570 5040	13298 45	8533 15
Invest - Other	2019002033	256206103	DODGE & COX INT'L STOCK FD #1048	405 0100	13584 04	15091 29
Invest - Other	2019002033	784924425	SSGAEMERGING MARKETS FD S #1510	694 5110	14779 19	14515 45
Invest - Other	2019002033	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	2039 9710	16462 57	16093 46
Invest - Other	2019002033	043151209	ARTIO TOTAL RETURN BD FD CL I #1524	1195 5980	16714 46	14640 71
Invest - Other	2019002033	693390700	PIMCO TOTAL RET FD-INST #35	1473 7340	16933 2	14993 16
Invest - Other	2019002033	949915565	WF ADV ENDEAVOR SELECT-I #3124	1860 6940	17713 81	19428 46
Invest - Other	2019002033	256210105	DODGE & COX INCOME FD COM #147	1429 3550	19153 36	17839 12
Invest - Other	2019002033	34984T881	GOLDEN LARGE CAP CORE FUND-I	2221 0830	21833 25	22714 05

TOTAL

261791.39

274986.94

SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

22-6905314

Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

SPARTANBURG HUMANE SOCIETY

 Person Business

Street

150 DEXTER ROAD

City SPARTANBURG	State SC	Zip code 29303	Foreign Country
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Relationship

Foundation Status

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 6,878
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Name

 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount 0
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Name

 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount 0
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Name

 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

 Person Business

Street

City	State	Zip code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

 Person Business

Street

City	State	Zip code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution	Amount 0
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