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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

		t of the Treasury venue Service Note . The foundation may l		ed as a Privati to use a copy of this			rting requirements.	ZU IU
_		dar year 2010, or tax year beginning			, and e			
G (heck	all that apply: Initial return Amended return		Initial return of a fo	•	charity	Final return Name change	
Na	ne of	foundation			. .		A Employer identification r	number
		The Callie and John R			tion_		57-0970656	
Nur	nbera	nd street (or P 0 box number if mail is not delivered to street 402 Boulevard	audress	· ·-		Room/suite	B Telephone number (864)222-08	304
City	or to	own, state, and ZIP code Anderson, SC 29621					C If exemption application is per D 1. Foreign organizations,	check here
H_C	_	type of organization: X Section 501(c)(3) ex					Foreign organizations meet check here and attach com	ing the 85% test, putation
				exable private founda			E If private foundation statu	
		arket value of all assets at end of year J Accounti	_		Accr	ual	under section 507(b)(1)(a	•
_	\$	1732867 . (Part I, colu	her (sp <i>mn (d)</i>	must be on cash t	oasis.)		F If the foundation is in a 60 under section 507(b)(1)(l	3), check here 🕒
Pa	irt 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))	(a exp) Revenue and Denses per books		vestment ome	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received		1869.			N/A	
	2	Check X if the foundation is not required to attach Sch B						
	3	Interest on savings and temporary cash investments		10909.		10909.		Statement 1
	4 50	Dividends and interest from securities Gross rents		10909.		10303.		scatement 1
	1	Net rental income or (loss)					-	
	62	Net gain or (loss) from sale of assets not on line 10		125464.				
Revenue	b	Gross sales price for all assets on line 6a 1845794.						
eve	7	Capital gain net income (from Part IV, line 2)		-	1	25464.		
Œ	8	Net short-term capital gain						
	9 10a	Income modifications Gross sales less returns and allowances						
	b	Less Cost of goods sold						
	C	Gross profit or (loss)						
	11	Other income		1872.	- 1	1872.	<u> </u>	Statement 2
_	12	Total. Add lines 1 through 11		140114. 7193.		38245. 5395.		1798.
	13	Compensation of officers, directors, trustees, etc Other employee salaries and wages		/155.		5555.		1/30.
		Pension plans, employee benefits						
es	16a	Legal fees						
ens	b	A						
Exp	C	Other professional fees V C U						
<u>Š</u>	17	Interest		38568.		38569.		0.
trat	18	Taxes MAY 2 0 2011Stint 3		3993.		0.		0.
inis	19	Depreciation and depletion		-				
% 4 LU!! Operating and Administrative Expenses	20 21	Occupancy GD The Travel, conferences and meetings						
ď	22	Printing and publications						
<u>=</u> 5	23	Other expenses						
がって	24	Total operating and administrative						
ž.	1	expenses. Add lines 13 through 23	ļ	49754.		43964.		1798.
× 0	25	Contributions, gifts, grants paid	<u> </u>	180750.				180750.
-	26	Total expenses and disbursements.		00050		42064		100510
≱ —	-	Add lines 24 and 25	<u> </u>	230504.	·	43964.		182548.
	1	Subtract line 26 from line 12:	}	-90390.				
Z T	1	Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	 	- 30330 •		94281.		
AM CILICAN	1	Adjusted net income (if negative, enter -0-)	<u> </u>			<u> </u>	N/A	
								

		00-PF(2010) The Callie and John Ra	iney Foundation Beginning of year	57-6 End of	0970656 Page 2
Р	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
_	1	Cash - non-interest-bearing	(a) Book value	(B) BOOK VAILE	(c) ran market value
	l l	· ·			
	ŀ	Savings and temporary cash investments Accounts receivable ►			
	"	Less: allowance for doubtful accounts			
	١,				
	4	Pledges receivable	-		
	_ ا	Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and toans receivable	-		
		Less: allowance for doubtful accounts	 		
sts	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
⋖	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 4	2079227.	1965140.	<u>1732867.</u>
	C	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis	_		
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation	7,		
	15	Other assets (describe			
					<u></u>
	16	Total assets (to be completed by all filers)	2079227.	1965140.	1732867.
		Accounts payable and accrued expenses			
	18	Grants payable			
s	19	Deferred revenue			
iţie	ļ	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities					
Ë		Other liabilities (describe ► Margin Balance)	1258631.	1234934.	
		Tally Habilities (40000100 P Isally III Dallatice	1230031.		
	23	Total liabilities (add lines 17 through 22)	1258631.	1234934.	
_		Foundations that follow SFAS 117, check here	1230031.	1234734.	
		and complete lines 24 through 26 and lines 30 and 31			
es	24	Unrestricted			
anc.	25	Temporarily restricted	-		
3alë	1	Permanently restricted	· · · · · · · · · · · · · · · · · · ·		
Net Assets or Fund Balances	20	Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.			
þ	27	Capital stock, trust principal, or current funds	5731306.	5731306.	
ets	27	• • • • • • •	0.		
SS	28	Paid-in or capital surplus, or land, bldg., and equipment fund	-4910710.	-5001100.	
et/	29	Retained earnings, accumulated income, endowment, or other funds			
ž	30	Total net assets or fund balances	820596.	730206.	
	24	Tatal liabilities and not see the found belongs	2079227.	1965140.	
_		Total liabilities and net assets/fund balances		1903140.	
P	art	III Analysis of Changes in Net Assets or Fund	Balances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), lin	ne 30		
•		st agree with end-of-year figure reported on prior year's return)		1	820596.
2		r amount from Part I, line 27a		2	-90390 .
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	730206.
		eases not included in line 2 (itemize)		5	0.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II,	column (b), line 30	6	730206.
					Form 990-PF (2010)

' Form 990-PF (2010)

(a) List and descr 2-story brick wai	ibe the kind(s) of prope rehouse; or common st	rty sold (e.g., real estate, ock, 200 shs. MLC Co.)	(P - Purchase D - Donation	(c) Date a (mo., da	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1							
See Attached	Statements	<u>. </u>					
<u> </u>							
<u>d</u>							
(e) Gross sales price	(f) Depreciation al (or allowable		st or other basis expense of sale			nn or (loss) (f) minus (g	
a							·
b							
<u>c</u>		-		- · ·			
e 1845794.	 		1720330	_			125464
Complete only for assets showing	g gain in column (h) an	d owned by the foundation) Gains (Co	ol. (h) gaın r	
(i) F.M.V. as of 12/31/69	(j) Adjusted ba as of 12/31/6	sis (k) E:	xcess of col. (ı) col. (ı), ıf any		í. (k). but n	ot less than (from col. (h	-0-) or
a							
b				ļ		_	
<u> </u>							
d							105464
e							125464
Capital gain net income or (net ca	pital loss) 👤 If (lo	n, also enter in Part I, line ss), enter -0- in Part I, line	7 27 .	2			125464
Net short-term capital gain or (los		s 1222(5) and (6):		۱ I			
If gain, also enter in Part I, line 8,	column (c).			k i i			
				P 3		N/A	
If (loss), enter -0- in Part I, line 8		40(e) for Reduced	Tax on Net I	<mark>∤ </mark>	come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U	nder Section 49				come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U for optional use by domestic private	nder Section 49 foundations subject to				come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U	nder Section 49 foundations subject to				come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private section 4940(d)(2) applies, leave the days the foundation liable for the section 4940 (d) (explain the section the	nder Section 49 foundations subject to his part blank.	the section 4940(a) tax or	n net investment inco ear in the base perio	me.)	come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private section 4940(d)(2) applies, leave the data the foundation liable for the sect "Yes," the foundation does not qualification.	nder Section 49 foundations subject to his part blank. tion 4942 tax on the district under section 4940(i	the section 4940(a) tax or ributable amount of any y e). Do not complete this p	n net investment inco ear in the base perio art.	me.) d?	come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U for optional use by domestic private section 4940(d)(2) applies, leave the //as the foundation liable for the sect "Yes," the foundation does not qualification the appropriate amount in e	nder Section 49 foundations subject to his part blank. tion 4942 tax on the dist ify under section 4940(i) each column for each ye	the section 4940(a) tax of the section 4940(a) t	n net investment inco ear in the base perio art. e making any entries	me.) d?	come		Yes X No
If (loss), enter -0- in Part I, line 8 Part V Qualification U for optional use by domestic private section 4940(d)(2) applies, leave the section 4940(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(nder Section 49 foundations subject to his part blank. tion 4942 tax on the dist hy under section 4940(a each column for each yeach	the section 4940(a) tax or ributable amount of any y e). Do not complete this p ar; see instructions before (b)	n net investment inco ear in the base perio art. e making any entries	d? (c)		Distrib	Yes X No
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private section 4940(d)(2) applies, leave the section 4940(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(nder Section 49 foundations subject to his part blank. tion 4942 tax on the dist hy under section 4940(a each column for each yeach	the section 4940(a) tax or cributable amount of any y a). Do not complete this p ar; see instructions before (b) ualifying distributions	n net investment inco ear in the base perio art. e making any entries	me.) d? (e) haritable-use assets		Distrib	Yes X No (d) ution ratio ded by col. (c))
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023521 12-07-10

	990-PF (2010) The Callie and John Rainey For	inaa	1C]	lon	040/-1	- 4		09/0			-age 4
	rt.VI Excise Tax Based on Investment Income (Section 494				94U(e),	or 4	948 -	· see i	nstru	Ction	15)
1a	Exempt operating foundations described in section 4940(d)(2), check here and e	nter "N/	/A" o	n line 1.)						
	Date of ruling or determination letter: (attach copy of letter if nec	essary	-see	instructio	ns)			i			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	X	and	l enter 1%	}		1			<u> </u>	<u>43.</u>
	of Part I, line 27b										
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%	of Par	rt I, lı	ne 12, col	. (b). J						
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. O				• • •		2				0.
	Add lines 1 and 2			,			3			9	43.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. C)thers e	enter	-0-1			4	-			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			• ,			5			9	43.
	Credits/Payments: 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1								
			╁								
	Exempt foreign organizations - tax withheld at source	6b	+-	······································							
	Tax paid with application for extension of time to file (Form 8868)	6c	+								
	Backup withholding erroneously withheld	<u>6d</u>	٠.								^
	Total credits and payments. Add lines 6a through 6d						7				<u>0.</u>
	Enter any penalty for underpayment of estimated tax. Check here Lorentz if Form 2220 is atta	ched					8				<u>27.</u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed						9	_		9	<u>70.</u>
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				1		10				
	Enter the amount of line 10 to be: Credited to 2011 estimated tax				Refunded	<u> </u>	11				
<u>Pa</u>	rt VII-A Statements Regarding Activities								1 1		
1a	During the tax year, did the foundation attempt to influence any national, state, or local legis	slation (or di	d it particip	ate or inte	vene	IN			Yes	
	any political campaign?								1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purpo	ses (se	e ins	structions	for definitio	n)?			1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and	d copi	es o	f any mat	enals pub	lishe	d or				
	distributed by the foundation in connection with the activities.										
С	Did the foundation file Form 1120-POL for this year?								1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the	e year:									
_	(1) On the foundation. \blacktriangleright \$ (2) On foundation managers		6			0.					
P	Enter the reimbursement (if any) paid by the foundation during the year for political expend				oundation	-					
٠	managers. ►\$ 0.										
2	Has the foundation engaged in any activities that have not previously been reported to the I	RS?							2		х
_	If "Yes," attach a detailed description of the activities										
•	Has the foundation made any changes, not previously reported to the IRS, in its governing	ınstrun	nent	articles of	incornorat	וחח מ	ır				
J	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change		,,,,,	u	moor por a	,			3		х
40	Did the foundation have unrelated business gross income of \$1,000 or more during the year								4a		Х
	If "Yes," has it filed a tax return on Form 990-T for this year?	A1 ·					N	/A	4b		
		,					-11	/	5		х
Э	Was there a liquidation, termination, dissolution, or substantial contraction during the year'										
	If "Yes," attach the statement required by General Instruction T.	ıthar:								i	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied e	miei.									
	By language in the governing instrument, or					_4_4					
	By state legislation that effectively amends the governing instrument so that no mandato	ry aired	HOUS	s mai com	nci with the	State	law				- T
	remain in the governing instrument?								6	v	X
7	Did the foundation have at least \$5,000 in assets at any time during the year?								7	X	
	If "Yes," complete Part II, col (c), and Part XV.										
8a	Enter the states to which the foundation reports or with which it is registered (see instruction	ons) 🕨									
	SC								'		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	Attorne	y Ger	neral (or d	esignate)						ļ
	of each state as required by General Instruction G? If "No," attach explanation								8b	X	
9	is the foundation claiming status as a private operating foundation within the meaning of se	ection 4	4942	(j)(3) or 4	942(j)(5) fo	r cale	ndar				
	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes,"	comple	ete F	Part XIV					9		X
10. Did any persons become substantial contributors during the tay year? If there is especially lighter their names and addresses					10	l	ΙX				

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Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► n/a			
14	The books are in care of ▶ John S Rainey Telephone no. ▶ (864)	222	-08	04
	Located at ▶ 402 Boulevard, Anderson, SC ZIP+4 ▶29			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of			
	the foreign country			
Pa	rt 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?	ļ		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available			
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	if the foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days.)			
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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
	before the first day of the tax year beginning in 2010?	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)):			
а	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2010?			
	If "Yes," list the years >			
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	ļ		
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
)			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?	1		
b	If "Yes," did it have excess business holdings in 2010 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 2010) N/A	3b		<u> </u>
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ļ	<u>X</u>
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 2010?	4b		<u> X</u>

orm 990-PF (2010) The Callie and John Rain	<u>ey Foundation</u>	l	<u>57-09706</u>	56 Page 6
Part VIEB Statements Regarding Activities for Which I	Form 4720 May Be F	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				200
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Ye	8 🗶 No 🥇	The Prince Principles
(2) Influence the outcome of any specific public election (see section 4955); o			-	4
any voter registration drive?			s X No s	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization			عبر ۱۰۰ <u>تحت</u> ۱۰۰	
		□ v₄	es X No	Contract And
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational nurneese or f			
			s X No	34
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uno				And the second
section 53.4945 or in a current notice regarding disaster assistance (see instru		п педимиона	NT / A	建設 法引:金额
			N/A	5b
Organizations relying on a current notice regarding disaster assistance check h				Prior to the
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for				
expenditure responsibility for the grant?		[/A L Ye	isNo 🎏	
If "Yes," attach the statement required by Regulations section 53.4945	• •		(a),	e sensi rang
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			50 July 100
a personal benefit contract?	· · · · · · · · · · · · · · · · · · ·		8 X No	AND CHARGE BY SE
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal 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 s	helter transaction?		es 🗶 No 🙎	rd graph Lager
b If "Yes," did the foundation receive any proceeds or have any net income attribu		·		7b
Part III	ees, Foundation Ma	magers, Highly	1	
Palu Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their				
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	to position	enter -0-)	and deferred compensation	allowances
John S Rainey	Chairman, Tru	stee		
402 Boulevard				
Anderson, SC 29621	3.00	7193.	0.	0.
Nancy R Crowley	Trustee			
4 Cateswood Drive				
Spartanburg, SC 29621	0.50	0.	0.	0.
	Trustee			
2512 Wheat Street				
Columbia, SC 29205	0.50	0.	0.	0.
	Trustee			
1602 N Boulevard	1145000			
Anderson, SC 29621	0.50	0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc			<u> </u>	· · · · ·
	(b) Title, and average		(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deterred compensation	account, other allowances
NONE	devoice to position		Compensation	anowanics
NONE				
		·		
		1		
		1		
		 		
		ļ		
		L	L	
Total number of other employees paid over \$50,000	<u>. </u>		▶	0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)	,	
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000 (b) Type of servi	ce	(c) Compensation
NONE		
		
Total number of others receiving over \$50,000 for professional services	<u> </u>	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		
<u> </u>		
2		
^		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1 <u>N/A</u>		
•		
		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	D	0.
Total, rive mice i timough e		m 990-PF (2010)

Р	art'X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	691074.
b	Average of monthly cash balances	1b	
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	691074.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	691 <u>074.</u>
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10366.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	680708.
6	Minimum investment return. Enter 5% of line 5	6	34035.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	34035.
2a	Tax on investment income for 2010 from Part VI, line 5		
b	Income tax for 2010. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33092.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33092.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33092.
P	art XII Qualifying Distributions (see instructions)	,	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	182548.
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	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	182548.
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	5	943.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	181605.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years.	qualifies fo	or the section

Form **990-PF** (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI,	-			
line 7				33092.
2 Undistributed income, if any, as of the end of 2010	-			
a Enter amount for 2009 only			0.	
ь Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 717713.				
b From 2006 385686.				
c From 2007 245499.				
d From 2008 145109.				
e From 2009 21007.	1704014			
f Total of lines 3a through e	1704014.			
4 Qualifying distributions for 2010 from				
Part XII, line 4: ► \$ 182548.			_	
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior		0.		
years (Election required - see instructions)		Ų .		
c Treated as distributions out of corpus	_			
(Election required - see instructions)	0.			33092.
d Applied to 2010 distributable amount	149456.	· 100 · 100		33092.
e Remaining amount distributed out of corpus	149450.	······································		0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				<u> </u>
6 Enter the net total of each column as indicated below:				
2 Corpus Add lines 31, 4c, and 4e Subtract line 5	1853470.			
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 2009. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract				
lines 4d and 5 from line 1. This amount must				_
be distributed in 2011			<u> </u>	0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005	51551 3			
not applied on line 5 or line 7	717713.			
9 Excess distributions carryover to 2011	1125757			
Subtract lines 7 and 8 from line 6a	1135757.		1	
10 Analysis of line 9: a Excess from 2006				
a Excess from 2006 b Excess from 2007 245499.				
c Excess from 2008 145109.				
d Excess from 2009 210007.				
e Excess from 2010 149456.				
\$ 2.00000 HOIN 2010 1 2.30 4.00 6				Form QQ0-PF (2010)

	<u>lie and Joh</u>				70656 Page 10
Part XIV Private Operating F	oundations (see ins	tructions and Part V	II-A, question 9)	<u>N/A</u>	
1 a If the foundation has received a ruling o	r determination letter that	it is a private operating			
foundation, and the ruling is effective fo	r 2010, enter the date of ti	ne ruling	.		
b Check box to indicate whether the found	lation is a private operatin	g foundation described		4942(j)(3) or 4942(j)	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years]
income from Part I or the minimum	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a		•			
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					
•]
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the			<u> </u>		· -
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				1	
organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Info	rmation (Comple	te this part only	if the foundation	n had \$5.000 or m	ore in assets
at any time during t				• • • • • • • • • • • • • • • • • • •	
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh	•	han 2% of the total cor	tributions received by the	e foundation before the clo	se of any tax
year (but only if they have contributed r			·		•
None					
b List any managers of the foundation wh	o own 10% or more of the	stock of a corporation	(or an equally large port	ion of the ownership of a p	artnership or
other entity) of which the foundation ha			, , , , , , , , , , , , , , , , , , , ,		·
None					
2 Information Regarding Contribut	ion, Grant, Gift, Loan,	Scholarship, etc., P	Programs:		
Check here ▶ ☐ If the foundation of			-	not accept unsolicited regi	uests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	ber of the person to whon	n applications should b	e addressed:		****
John S Rainey, 864 2		· upprioutions officials			
402 Boulevard, Ander		21			
b The form in which applications should be			should include:		······································
Letter	o dabrimito da la linorina	ion and materials troy t	modula morado.		
c Any submission deadlines:				·	
September 10					
d Any restrictions or limitations on award	s, such as by geographica	l areas, charitable fields	s, kinds of institutions, or	other factors:	
None	,		,		

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	Purpose of grant or contribution	Amount		
Name and address (home or business)	or substantial contributor	recipient				
a Paid during the year	or substantial contributor	status of recipient				
G. Ghalasata F						
See Statement 5		1	▶ 3a	180750.		
Total b Approved for future payment				100750.		
None			•			
		<u> </u>	<u> </u>	0.		
Total			<u>▶ 3b</u>	1 0.		

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

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
<u>•</u>	Code		1 0000		· · · · · · · · · · · · · · · · · · ·
a					
b			 		
c		-			
d	<u> </u>		├		
e			<u> </u>		
f	<u> </u>		 		
g Fees and contracts from government agencies			ļ		
2 Membership dues and assessments			ļ		
3 Interest on savings and temporary cash					
investments				4 2 2 2 2	
4 Dividends and interest from securities			14	10909.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			ļ		
b Not debt-financed property			ļ		
6 Net rental income or (loss) from personal					
property					
7 Other investment income	,		14	1872.	
8 Gain or (loss) from sales of assets other					
than inventory					125464.
9 Net income or (loss) from special events]		
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
C					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		12781.	125464.
13 Total. Add line 12, columns (b), (d), and (e)		· · · · · · · · · · · · · · · · · · ·			138245.
(See worksheet in line 13 instructions to verify calculations.)					
	. 41 4			A Diversions	-
Part XVI-B Relationship of Activities to	tne Acc	omplishment of Ex	cemp	t Purposes	
Line No. Explain below how each activity for which incor			contri	outed importantly to the accor	nplishment of
the foundation's exempt purposes (other than t	oy providing fu	inds for such purposes).			
8 Stock is held in account	it to p	roduce incom	ıe.		· · · · · · · · · · · · · · · · · · ·
	· · · · · · · · · · · · · · · · · · ·				
		-			
				 	
					
		· · · · · · · · · · · · · · · · · · ·			
					
					
					

Form 990-PF (2010) The Callie and John Rainey Foundation 57-0970656 Page 13 Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Yes No 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: 1a(1) (1) Cash 1a(2) (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) 1b(2) (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets 1b(3) 1b(4) (4) Reimbursement arrangements 1b(5) (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations 1b(6) Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line no N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (c) Description of relationship (a) Name of organization (b) Type of organization N/A

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, or fiduciary) is based on all information of which preparer has any knowledge Sign Here mature of officer or trustee PTIN Date Check X If Print/Type preparer's name **Coparer's signature** self- employed John S Kaine Paid Preparer Firm's name > John S. Rain Firm's EIN ▶ **Use Only** 402 Boulevard Firm's address ► Anderson, SC 29621 Phone no.

(a) List and (describe the kind(s) of property solo ck warehouse; or common stock, 20	d, e.g., real estate, 00 shs. MI C Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Call BAC Jan 10 @ 17.50 - 100				01/11/10	
b Put BAC Jan 10 @ 16 - 200			P	$\frac{01}{12}$	
c Call KO Feb 10 @ 57.50 - 20				$\frac{12/10/05}{11/02/09}$	
d Call JPM Jan 10			P	12/21/09	
	@ 33 - 100		P	01/06/10	
f Call MS Jan 10	@ 30 - 300		P	12/28/09	
g Call WFC Jan 10			P	12/21/09	
h Call BAC Feb 10			P		02/17/10
Call BAC Feb 10			P	12/28/09	
Call BAC Feb 10			P		02/16/10
k Call KO Feb 10	@ 57.50 - 30		P	11/02/09	02/22/10
Call MS Feb 10	@ 33 - 100		P	01/19/10	02/22/10
m Call MS Feb 10	@ 32 - 300		P	01/15/10	02/22/10
n Call WFC Feb 10			P	01/19/10	02/22/10
o Call BAC Apr 10	0 4 18 - 300		P	03/18/10	03/25/10
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		Gain or (loss) lus (f) minus (g)	
a 1122.			•		1122.
b 24334.					24334.
c 1477.		436.			1041.
d 1455.					1455.
e 2736.					2736.
19788.		11039.			8749.
g 3440.					3440.
h 7136.		20995.			-13859.
10870.		404.			10466.
2928.		202.			<u>2726.</u>
k 2216.					2216.
1 4075.					4075.
m 19067.					19067.
n 3150.					3150.
0 6577.		15256.			<u>-8679.</u>
(i) F.M.V. as of 12/31/69	g gain in column (h) and owned by t	(k) Excess of col. (1)	Gains (excess o	ses (from col. (h)) of col. (h) gain over ot less than "-0-")	col. (k),
a	as of 12/31/69	over col. (j), if any			1122.
b				<u> </u>	24334.
C					1041.
d		-			1455.
e	 				2736.
f					8749.
g					3440.
h					-13859.
					10466.
1					2726.
k					2216.
1					4075.
m					19067.
<u>n</u>					3150.
0					<u>-8679.</u>
If gain, also enter in Part I, line 8, o	s) as defined in sections 1222(5) an	`	2		
If (loss), enter "-0-" in Part I, line 8		J	3		

57-0970656

Page The Callie and John Rainey Foundation Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) D - Donation 1a Call JPM Apr 10 @ 45 - 30 03/18/1003/26/10 P 03/02/1003/22/10 b Put JPM Mar 10 @ 41 - 100 P 03/18/1003/26/10 c Call WFC Apr 10 @ 31 - 101 P 03/25/1004/19/10 d Call AXP Apr 10 100 æ 41 e Call BAC Apr 10 P 04/07/1004/19/10 ø 19 300 P 03/25/1004/19/10 f Call BAC May 10 @ 19 -300 <u>|03/18/10|04/16/10</u> GEW Apr 10 P @ 19 50 g Call P 04/06/1004/13/10 h Call MS Apr 10 @ 30 - 400 400 P 03/18/1004/19/10 Call MS Apr 10 ø 32 P 03/24/1004/16/10 Call WFC Apr 10 @ 32 - 100 P 04/23/1005/14/10 19 k Put BAC May 10 @ 100 04/21/1005/17/10 | Put BAC May 10 @ 18 - 100 P P 04/22/1005/05/10 m Call GE Jun 10 @ 20 - 50 n Call JPM May 10 @ 46 - 30 P 03/26/1005/24/10 o Call MS May 10 @ 32 - 356 04/13/1005/05/10 P (h) Gain or (loss) (g) Cost or other basis (f) Depreciation allowed (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) 2086. 4472 -2386. а 5032. 5032. b 12044. -6478. 5566. C 6754. 6754. þ -4408. 13455. 9047 е 11456. 12242. -786. 777. 238. 1015. g -21355. 9177. 30532. h 11077. 11077. 8138. 3310. -4828. -16072. 8864. 24936. k -13777**.** 18905. 5128. 55. 1397. 1342. m 4525. 4525. n 6353. 21638. 15285. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any -2386. а 5032. b -6478. C 6754. d -4408. е -786. f 777. q -21355. h 11077. -4828. -16072. k -13777. ١ 55. m 4525. n 15285. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 2 Capital gain net income or (net capital loss) 2 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). If (loss), enter "-0-" in Part I, line 8

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) D - Donation MS May 10 @ 32 44 04/13/1005/24/10 ta Call 142 MS May 10 @ 33 P 04/22/1005/24/10 b Call WFC May 10 @ 32 101 P 03/26/1005/24/10 c Call P 06/01/1006/21/10 10 @ 17 600 d Call BAC Jun P 04/19/1006/01/10 e Call BAC Jun 10 @ 20 300 10 @ 16 - 300 P 06/07/1006/14/10 f Call BAC Jul 05/14/1006/04/10 g Put BAC Jun 10 @ 19 - 100 P P h Put BAC Jul 10 @ 19 |06/04/10|06/23/10 | Call JPM Jun 10 @ 42 -30 P 06/01/1006/08/10 <u>| Call MS Jun 10 @ 29 - 250</u> P 106/01/10106/08/10 @ P 06/01/1006/08/10 k Call WFC Jun 10 30 - 201 | Call BAC Jul 10 @ 17 300 P 06/14/1007/06/10 06/23/1007/19/10 m Put BAC Aug 10 @ 19 - 100 P n Put BAC Aug 10 @ 17 - 100 P 05/17/1007/19/10 - 30 P 06/08/1007/06/10 <u>o Call JPM Jul</u> 10 @ 40 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 2674. 2674 а 5117. b 5117. 11366. 11366. 9432. 9432. d 332. 9128. 9460. е 12511 20551. -8040. f -11749. 24857. 36606. g 37109. 35394. -1715. h 1311 235. 1076. 1 5338. 6419. 1081 11502. 1925. 9577. k 7942. 974. 6968. 1 57531. 35791. -21740. m 19490. 37478. -17988. n 267. 2516. 2249. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (1), if any 2674. 5117. b 11366. C 9432. ď 9128. е -8040. -11749. g -1715. h 1076. 5338. 9577. k 6968. -21740. m -17988. n 2249. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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). If (loss), enter "-0-" in Part I, line 8

Continuation for 990-PF, Part IV 57-0970656 Page 4 of 5

Part IV Capital Gains and Los	sses for Tax on Investment Income			
(a) List and 2-story br	describe the kind(s) of property solution describe the kind(s) of property solution warehouse; or common stock, 20	(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)	
1a Call MS Jul 10	@ 28 - 250		06/08/1007/06/10	
	0 @ 29 - 201		06/08/1007/06/10	
c Put BAC Sep 10				08/08/1008/26/10
d Call JPM Dec 1				07/06/1008/24/10
e Call BAC Jan 1				07/06/1010/15/10
Put BAC Nov 10				07/19/1010/15/10
9 Put BAC Nov 10	@ 19 - 100			07/19/1010/15/10
h Put BAC Nov 10				08/26/1010/15/10
Call BAC Nov 1				10/19/1011/22/10
Call MS Jan 11	@ 30 - 250			07/06/1011/29/10
k Call MS Nov 10				09/28/1011/22/10
Call WFC Jan 1				07/06/1011/29/10
m Call WFC Nov 1				09/28/1011/18/10
n Call BAC Jan 1				11/29/1012/10/10
o Call BAC Feb 1				12/10/1012/22/10
	(f) Depreciation allowed	(g) Cost or other basis		Gain or (loss)
(e) Gross sales price	(or allowable)	plus expense of sale		lus (f) minus (g)
a 9550.		546.		9004.
b 14198.		871.		13327.
c 3162.		7388.		<u>-4226.</u>
d 2229.		1102.		1127.
e 18127.		1571.		16556.
f 38243.		49281.		-11038.
g 56565.		69502.		-12937.
h 8399.		10411.		-2012.
6849.				6849.
15282.		2125.		13157.
k 10422.				10422.
13428.		2135.		11293.
m 13428.		7999.		5429.
n 6849.		22865.		-16016.
0 19204.		26619.		<u>-7415.</u>
Complete only for assets showing	ng gain in column (h) and owned by	the foundation on 12/31/69		ses (from col. (h))
(i) F.M.V. as of 12/31/69 (j) Adjusted basis (k) Excess of col. (i) over col. (j), if any		Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
a				9004.
b				13327.
С				-4226.
d				1127.
е				16556.
f				-11038.
g				-12937.
h			<u> </u>	-2012.
1				6849.
1				13157.
k				10422.
1	-			11293.
m				5429.
n				-16016.
0				-7415.
	, If nam, also enter	in Part I line 7		, 1101
2 Capital gain net income or (net ca	11 (1000); onto	, I	2	
3 Net short-term capital gain or (loi if gain, also enter in Part I, line 8, if (loss), enter "-0-" in Part I, line		dd (6):	3	

N/A

The Callie and John Rainey Foundation 57-0970656 Page of Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) MS Jan 11 @ 27.50 - 250 11/29/1012/27/10 1a Call P P 11/29/1012/06/10 b Call WFC Jan 11 @ 29 -201 c Call WFC Feb 11 æ 32 15 P 12/27/1012/28/10 P 12/06/1012/27/10 d Call WFC Apr 11 @ 31 201 P 09/18/09|01/29/10 e Coca Cola - 2000 f Coca Cola - 3000 P 09/18/09|02/12/10 09/15/0902/19/10 g General Elec - 5000 P h General Elec - 5000 P 09/17/09|02/19/10 03/09/1003/18/10 Synovus Financial - 10000 P General Elec-5000 Р 03/02/1005/05/10 k JP Morgan Chase -3000 Р 08/26/0908/24/10 P 05/18/0912/28/10 | Wells Fargo - 139 m Wells Fargo - 1361 P 10/12/09/12/28/10 n Morgan Stanley - 5000 01/28/0905/05/10 P 02/25/0905/05/10 o Morgan Stanley 10000 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) -13798.7614. 21412 а 11695. 25834 -14139. b 1759. 1557. -202. C -19728. 26691. 46419. đ 108979. 107282. 1697. е 29<u>.</u> 160952. 160923. 1745. 79406. 81151. g -5705. 81151. 86856. h 35597 28106. 7491. 91352. 80084. 11268. -21873. 109377. 131250. 3670. 662. 4332 ١ 42420. 41361. 1059. m 39538. 144922. 105384. n 289844. 223091 66753. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any -13798. a -14139.b -202. C -19728. d 1697. е 29. 1745. g -5705. h 7491. 11268. -21873. k 662. 1059. m 39538. n 66753. 0 If gain, also enter in Part I, line 7 2 Capital gain net income or (net capital loss) 125464. (If (loss), enter "-0-" in Part I, line 7 2 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).

If (loss), enter "-0-" in Part I, line 8

Total to Fm 990-PF, Part I, ln 4 10909. 0. 10909.	Form 990-PF Dividen	ds and	Inter	est	from	Seci	urities	Statement 1	
Total to Fm 990-PF, Part I, ln 4 10909. 0. 10909.	Source		Gross						
Torm 990-PF Other Income Statement	Morgan Stanley Smith Barney	_		10	909.		0.	10909	
Ca	Total to Fm 990-PF, Part I,	ln 4 =		10	909.		0.	10909	
Revenue Per Books Net Invest Adjusted Net Income Net Incom	Form 990-PF	01	ther I	ncon	ne			Statement 2	
Total to Form 990-PF, Part I, line 11 1872. 1872. Form 990-PF Taxes Statement (a) (b) (c) (d) Charitable Per Books Ment Income Net Income Purposes 2009 Excise Tax 3993. 0. (a) (b) (c) Charitable Purposes 2009 Excise Tax 3993. 0. (b) (c) Charitable Purposes 2009 Excise Tax 3993. 0. (c) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d) (d) (d) Charitable Purposes 2009 Excise Tax 3993. 0. (d)	Description			Rev	renue		Net Invest-	Adjusted	
Taxes	Substitute Payments in Lieu				18	872.	1872	•	
Calls & Puts - SB Calls & Puts - SB Morgan Stanley Wells Fargo Bank of America Bank of America Calls (Anguant of Anguant of Calls (Anguant of	Total to Form 990-PF, Part I	, line	11		18	872.	1872	•	
Expenses Net Invest Adjusted Charitable Per Books ment Income Net Income Purposes	Form 990-PF	<u></u>	Tax	es				Statement 3	
To Form 990-PF, Pg 1, ln 18 3993. 0. Corporate Stock Statement Description	Description	Expe	nses		Inve		Adjusted	Charitable	
Form 990-PF Corporate Stock Statement Description	2009 Excise Tax		3993.	-		0	•	0.	
Description Book Value Value	To Form 990-PF, Pg 1, ln 18		3993.		0.		0.		
Description Book Value Value Calls & Puts - SB -44401. -43456 Morgan Stanley 810261. 680256 Wells Fargo 567329. 577623 Bank of America 496945. 400206 Citigroup 135006. 118256 Coca Cola 0. 0. General Electric 0. 0. JP Morgan 0. 0.	Form 990-PF	Cor	rporat	e St	ock			Statement 4	
Morgan Stanley 810261. 680250 Wells Fargo 567329. 577623 Bank of America 496945. 400200 Citigroup 135006. 118250 Coca Cola 0. 0. General Electric 0. 0. JP Morgan 0. 0.	Description					Во	ook Value		
Total to Form 990-PF, Part II, line 10b 1965140. 173286	Morgan Stanley Wells Fargo Bank of America Citigroup Coca Cola General Electric						810261. 567329. 496945. 135006. 0.	-43456.680250.577623.400200.118250.0.0	
	Total to Form 990-PF, Part I	I, line	e 10b				1965140.	1732867	

	and Contributions During the Year	State	ement 5
Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Anderson Free Clinic 414 North Fant Street Anderson, SC 29621	None Community/Healthcare		5000.
AnMed Health Foundation 100 AnMed Foundation Drive Anderson, SC 29621	None Community/Healthcare		20000.
Anderson Area YMCA 201 East Reed Road Anderson , SC 29621	None Community/Arts		1000.
Childrens Hospital Capital Campaign 100 AnMed Foundation Drive Anderson, SC 29621	None Community/Healthcare		20000.
ETV Endowment of SC 401 E Kennedy St Suite B-1 Spartanburg, SC 29302	None Educational/Arts		7000.
Hospice of the Upstate 1835 Rogers Road Anderson, SC 29621	None Community		1000.
McCallie School 500 Dodds Avenue Chatanooga, SC 37404	None Educational		60000.
Palmetto Council Boy Scouts of America PO Box 6249 Spartanburg, SC 29304	None Community		2000.

The Callie and John Rainey Found	dation	57-0970656
SC State Museum Foundation 301 Gervais Street Columbia, SC 29201	None Community/Educational	20000.
Trinity Episcopal Church 1100 Sumter Street Columbia, SC 29201	None Religious	40000.
USC Upstate Foundation 800 University Way Spartanburg, SC 29303	None Community/Educational	1000.
Upstate Forever PO Box 2308 Greenville, SC 29602	None Community/Educational	3750.
Total to Form 990-PF, Part XV, lin	ne 3a	180750.