



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation The Callie and John Rainey Foundation		A Employer identification number 57-0970656
Number and street (or P O box number if mail is not delivered to street address) 402 Boulevard	Room/suite	B Telephone number (864) 222-0804
City or town, state, and ZIP code Anderson, SC 29621		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1732867.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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		1869.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		10909.	10909.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		125464.			
b Gross sales price for all assets on line 6a		1845794.			
7 Capital gain net income (from Part IV, line 2)			125464.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1872.	1872.		Statement 2
12 Total. Add lines 1 through 11		140114.	138245.		
13 Compensation of officers, directors, trustees, etc		7193.	5395.		1798.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest		38568.	38569.		0.
18 Taxes		3993.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		49754.	43964.		1798.
25 Contributions, gifts, grants paid		180750.			180750.
26 Total expenses and disbursements. Add lines 24 and 25		230504.	43964.		182548.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-90390.			
b Net investment income (if negative, enter -0-)			94281.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 4	2079227.	1965140.	1732867.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2079227.	1965140.	1732867.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Margin Balance)	1258631.	1234934.	
	23 Total liabilities (add lines 17 through 22)	1258631.	1234934.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5731306.	5731306.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-4910710.	-5001100.	
	30 Total net assets or fund balances	820596.	730206.	
	31 Total liabilities and net assets/fund balances	2079227.	1965140.	

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	820596.
2 Enter amount from Part I, line 27a	2	-90390.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	730206.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	730206.

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			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1845794.		1720330.	125464.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			125464.

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	125464.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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))
2009	240937.	813840.	.296050
2008	237790.	1901170.	.125076
2007	610741.	7388108.	.082665
2006	607409.	4490661.	.135260
2005	931659.	4472888.	.208290

2 Total of line 1, column (d)	2	.847341
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.169468
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	680708.
5 Multiply line 4 by line 3	5	115358.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	943.
7 Add lines 5 and 6	7	116301.
8 Enter qualifying distributions from Part XII, line 4	8	182548.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	943.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	943.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	943.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		27.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		970.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>n/a</u>	13	X	
14	The books are in care of ► <u>John S Rainey</u> Telephone no. ► <u>(864) 222-0804</u> Located at ► <u>402 Boulevard, Anderson, SC</u> ZIP+4 ► <u>29621</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	1b
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
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 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 ► _____, _____, _____	☐ Yes ☒ No	
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 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?	☐ Yes ☒ No	
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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

6b

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
John S Rainey 402 Boulevard Anderson, SC 29621	Chairman, Trustee 3.00	7193.	0.	0.
Nancy R Crowley 4 Cateswood Drive Spartanburg, SC 29621	Trustee 0.50	0.	0.	0.
Mary R Belser 2512 Wheat Street Columbia, SC 29205	Trustee 0.50	0.	0.	0.
Robert M Rainey 1602 N Boulevard Anderson, SC 29621	Trustee 0.50	0.	0.	0.

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

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

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

0

Form 990-PF (2010)

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 service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	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.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	691074.
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.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	34035.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	943.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
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.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	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 qualifies for the section 4940(e) reduction of tax in those years.

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.	
b 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	210007.			
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 years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				33092.
e Remaining amount distributed out of corpus	149456.			
5 Excess distributions carryover applied to 2010 (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:	1853470.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				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 not applied on line 5 or line 7	717713.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1135757.			
10 Analysis of line 9:				
a Excess from 2006	385686.			
b Excess from 2007	245499.			
c Excess from 2008	145109.			
d Excess from 2009	210007.			
e Excess from 2010	149456.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2010)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 5				
Total				▶ 3a 180750.
b Approved for future payment				
None				
Total				▶ 3b 0.

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	Call BAC Jan 10 @ 17.50 - 100	P	01/11/10	01/19/10
b	Put BAC Jan 10 @ 16 - 200	P	12/18/09	01/19/10
c	Call KO Feb 10 @ 57.50 - 20	P	11/02/09	01/29/10
d	Call JPM Jan 10 @ 44 - 30	P	12/21/09	01/19/10
e	Call MS Jan 10 @ 33 - 100	P	01/06/10	01/19/10
f	Call MS Jan 10 @ 30 - 300	P	12/28/09	01/15/10
g	Call WFC Jan 10 @ 29 - 101	P	12/21/09	01/19/10
h	Call BAC Feb 10 @ 15 - 300	P	02/10/10	02/17/10
i	Call BAC Feb 10 @ 16 - 200	P	12/28/09	02/16/10
j	Call BAC Feb 10 @ 16 - 100	P	01/22/10	02/16/10
k	Call KO Feb 10 @ 57.50 - 30	P	11/02/09	02/22/10
l	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 @ 30 - 101	P	01/19/10	02/22/10
o	Call BAC Apr 10 @ 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	(h) Gain or (loss) (e) plus (f) minus (g)
a 1122.			1122.
b 24334.			24334.
c 1477.		436.	1041.
d 1455.			1455.
e 2736.			2736.
f 19788.		11039.	8749.
g 3440.			3440.
h 7136.		20995.	-13859.
i 10870.		404.	10466.
j 2928.		202.	2726.
k 2216.			2216.
l 4075.			4075.
m 19067.			19067.
n 3150.			3150.
o 6577.		15256.	-8679.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1122.
b			24334.
c			1041.
d			1455.
e			2736.
f			8749.
g			3440.
h			-13859.
i			10466.
j			2726.
k			2216.
l			4075.
m			19067.
n			3150.
o			-8679.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	Call JPM Apr 10 @ 45 - 30	P	03/18/10	03/26/10
b	Put JPM Mar 10 @ 41 - 100	P	03/02/10	03/22/10
c	Call WFC Apr 10 @ 31 - 101	P	03/18/10	03/26/10
d	Call AXP Apr 10 @ 41 - 100	P	03/25/10	04/19/10
e	Call BAC Apr 10 @ 19 - 300	P	04/07/10	04/19/10
f	Call BAC May 10 @ 19 - 300	P	03/25/10	04/19/10
g	Call GEW Apr 10 @ 19 - 50	P	03/18/10	04/16/10
h	Call MS Apr 10 @ 30 - 400	P	04/06/10	04/13/10
i	Call MS Apr 10 @ 32 - 400	P	03/18/10	04/19/10
j	Call WFC Apr 10 @ 32 - 100	P	03/24/10	04/16/10
k	Put BAC May 10 @ 19 - 100	P	04/23/10	05/14/10
l	Put BAC May 10 @ 18 - 100	P	04/21/10	05/17/10
m	Call GE Jun 10 @ 20 - 50	P	04/22/10	05/05/10
n	Call JPM May 10 @ 46 - 30	P	03/26/10	05/24/10
o	Call MS May 10 @ 32 - 356	P	04/13/10	05/05/10

(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 2086.		4472.	-2386.
b 5032.			5032.
c 5566.		12044.	-6478.
d 6754.			6754.
e 9047.		13455.	-4408.
f 11456.		12242.	-786.
g 1015.		238.	777.
h 9177.		30532.	-21355.
i 11077.			11077.
j 3310.		8138.	-4828.
k 8864.		24936.	-16072.
l 5128.		18905.	-13777.
m 1397.		1342.	55.
n 4525.			4525.
o 21638.		6353.	15285.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2386.
b			5032.
c			-6478.
d			6754.
e			-4408.
f			-786.
g			777.
h			-21355.
i			11077.
j			-4828.
k			-16072.
l			-13777.
m			55.
n			4525.
o			15285.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

The Callie and John Rainey Foundation**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	Call MS May 10 @ 32 - 44	P	04/13/10	05/24/10
b	Call MS May 10 @ 33 - 142	P	04/22/10	05/24/10
c	Call WFC May 10 @ 32 - 101	P	03/26/10	05/24/10
d	Call BAC Jun 10 @ 17 - 600	P	06/01/10	06/21/10
e	Call BAC Jun 10 @ 20 - 300	P	04/19/10	06/01/10
f	Call BAC Jul 10 @ 16 - 300	P	06/07/10	06/14/10
g	Put BAC Jun 10 @ 19 - 100	P	05/14/10	06/04/10
h	Put BAC Jul 10 @ 19 - 100	P	06/04/10	06/23/10
i	Call JPM Jun 10 @ 42 - 30	P	06/01/10	06/08/10
j	Call MS Jun 10 @ 29 - 250	P	06/01/10	06/08/10
k	Call WFC Jun 10 @ 30 - 201	P	06/01/10	06/08/10
l	Call BAC Jul 10 @ 17 - 300	P	06/14/10	07/06/10
m	Put BAC Aug 10 @ 19 - 100	P	06/23/10	07/19/10
n	Put BAC Aug 10 @ 17 - 100	P	05/17/10	07/19/10
o	Call JPM Jul 10 @ 40 - 30	P	06/08/10	07/06/10

(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	2674.		2674.
b	5117.		5117.
c	11366.		11366.
d	9432.		9432.
e	9460.	332.	9128.
f	12511.	20551.	-8040.
g	24857.	36606.	-11749.
h	35394.	37109.	-1715.
i	1311.	235.	1076.
j	6419.	1081.	5338.
k	11502.	1925.	9577.
l	7942.	974.	6968.
m	35791.	57531.	-21740.
n	19490.	37478.	-17988.
o	2516.	267.	2249.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2674.
b			5117.
c			11366.
d			9432.
e			9128.
f			-8040.
g			-11749.
h			-1715.
i			1076.
j			5338.
k			9577.
l			6968.
m			-21740.
n			-17988.
o			2249.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	Call MS Jul 10 @ 28 - 250	P	06/08/10	07/06/10
b	Call WFC Jul 10 @ 29 - 201	P	06/08/10	07/06/10
c	Put BAC Sep 10 @ 14 - 50	P	08/08/10	08/26/10
d	Call JPM Dec 10 @ 45 - 30	P	07/06/10	08/24/10
e	Call BAC Jan 11 @ 17.50 - 300	P	07/06/10	10/15/10
f	Put BAC Nov 10 @ 17 - 100	P	07/19/10	10/15/10
g	Put BAC Nov 10 @ 19 - 100	P	07/19/10	10/15/10
h	Put BAC Nov 10 @ 14 - 50	P	08/26/10	10/15/10
i	Call BAC Nov 10 @ 13 - 300	P	10/19/10	11/22/10
j	Call MS Jan 11 @ 30 - 250	P	07/06/10	11/29/10
k	Call MS Nov 10 @ 27 - 250	P	09/28/10	11/22/10
l	Call WFC Jan 11 @ 32.50 - 201	P	07/06/10	11/29/10
m	Call WFC Nov 10 @ 27 - 201	P	09/28/10	11/18/10
n	Call BAC Jan 11 @ 12.50 - 300	P	11/29/10	12/10/10
o	Call BAC Feb 11 @ 13 - 300	P	12/10/10	12/22/10

(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 9550.		546.	9004.
b 14198.		871.	13327.
c 3162.		7388.	-4226.
d 2229.		1102.	1127.
e 18127.		1571.	16556.
f 38243.		49281.	-11038.
g 56565.		69502.	-12937.
h 8399.		10411.	-2012.
i 6849.			6849.
j 15282.		2125.	13157.
k 10422.			10422.
l 13428.		2135.	11293.
m 13428.		7999.	5429.
n 6849.		22865.	-16016.
o 19204.		26619.	-7415.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9004.
b			13327.
c			-4226.
d			1127.
e			16556.
f			-11038.
g			-12937.
h			-2012.
i			6849.
j			13157.
k			10422.
l			11293.
m			5429.
n			-16016.
o			-7415.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	Call MS Jan 11 @ 27.50 - 250	P	11/29/10	12/27/10
b	Call WFC Jan 11 @ 29 - 201	P	11/29/10	12/06/10
c	Call WFC Feb 11 @ 32 - 15	P	12/27/10	12/28/10
d	Call WFC Apr 11 @ 31 - 201	P	12/06/10	12/27/10
e	Coca Cola - 2000	P	09/18/09	01/29/10
f	Coca Cola - 3000	P	09/18/09	02/12/10
g	General Elec - 5000	P	09/15/09	02/19/10
h	General Elec - 5000	P	09/17/09	02/19/10
i	Synovus Financial - 10000	P	03/09/10	03/18/10
j	General Elec-5000	P	03/02/10	05/05/10
k	JP Morgan Chase - 3000	P	08/26/09	08/24/10
l	Wells Fargo - 139	P	05/18/09	12/28/10
m	Wells Fargo - 1361	P	10/12/09	12/28/10
n	Morgan Stanley - 5000	P	01/28/09	05/05/10
o	Morgan Stanley - 10000	P	02/25/09	05/05/10

(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 7614.		21412.	-13798.
b 11695.		25834.	-14139.
c 1557.		1759.	-202.
d 26691.		46419.	-19728.
e 108979.		107282.	1697.
f 160952.		160923.	29.
g 81151.		79406.	1745.
h 81151.		86856.	-5705.
i 35597.		28106.	7491.
j 91352.		80084.	11268.
k 109377.		131250.	-21873.
l 4332.		3670.	662.
m 42420.		41361.	1059.
n 144922.		105384.	39538.
o 289844.		223091.	66753.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-13798.
b			-14139.
c			-202.
d			-19728.
e			1697.
f			29.
g			1745.
h			-5705.
i			7491.
j			11268.
k			-21873.
l			662.
m			1059.
n			39538.
o			66753.

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	125464.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Morgan Stanley Smith Barney	10909.	0.	10909.
Total to Fm 990-PF, Part I, ln 4	10909.	0.	10909.

Form 990-PF	Other Income	Statement	2
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Substitute Payments in Lieu	1872.	1872.	
Total to Form 990-PF, Part I, line 11	1872.	1872.	

Form 990-PF	Taxes	Statement	3
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2009 Excise Tax	3993.	0.		0.
To Form 990-PF, Pg 1, ln 18	3993.	0.		0.

Form 990-PF	Corporate Stock	Statement	4
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Calls & Puts - SB	-44401.	-43456.
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.
Total to Form 990-PF, Part II, line 10b	1965140.	1732867.

Form 990-PF	Grants and Contributions Paid During the Year	Statement	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.

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