Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

ORIGINAL

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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: PHIFER/JOHNSON FOUNDATION

A Employer identification number: 57-6153679

Number and street (or P O box number if mail is not delivered to street address): PO BOX 3524 — Room/suite:

B Telephone number (see page 10 of the instructions): (864) 585-2000

City or town, state, and ZIP code: SPARTANBURG, SC 29304

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 16,589,482.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	307,980.	307,980.		ATCH 1
	4 Dividends and interest from securities	302,495.	302,495.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,252,958.			
	b Gross sales price for all assets on line 6a 8,824,084.				
	7 Capital gain net income (from Part IV, line 2)		1,252,958.		
	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) (attach schedule)				
	11 Other income (attach schedule)	-5,909.	-5,909.		ATCH 3
	12 **Total.** Add lines 1 through 11	1,857,524.	1,857,524.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,425.	0.	0.	0.
	c Other professional fees (attach schedule)	197,419.	18,320.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	7,551.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	10,195.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	229,590.	18,320.	0.	0.
	25 Contributions, gifts, grants paid	2,145,223.			2,145,223.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,374,813.	18,320.	0.	2,145,223.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-517,289.			
	b **Net investment income** (if negative, enter -0-)		1,839,204.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 2 3 2011
OGDEN, UT
3099
IRS-OSC

SCANNED JUN 0 1 2011

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA ** ATCH 4 Form **990-PF** (2010)

0E1410 1 000 CIB01F T108 5/12/2011 2:55:28 PM V 10-6.1 914-16

5M

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	906,715.	1,427,129.	1,427,129.
3 Accounts receivable ▶			
Less. allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less. allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 6	14,108,944.	14,108,944.	3,727,141.
c Investments - corporate bonds (attach schedule) ATCH 7	11,029,708.	10,271,419.	11,435,212.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	26,045,367.	25,807,492.	16,589,482.
Liabilities			
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 (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		0.	
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			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	26,045,367.	25,807,492.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	26,045,367.	25,807,492.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	26,045,367.	25,807,492.	

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	26,045,367.
2 Enter amount from Part I, line 27a	2	-517,289.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	279,414.
4 Add lines 1, 2, and 3	4	25,807,492.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,807,492.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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 1,252,958.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8. 3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,846,067.	16,450,784.	0.173005
2008	3,142,217.	24,872,007.	0.126335
2007	2,802,049.	36,188,208.	0.077430
2006	2,757,346.	31,742,741.	0.086865
2005	1,347,275.	29,470,047.	0.045717

2	**Total** of line 1, column (d)	2	0.509352
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.101870
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,517,005.
5	Multiply line 4 by line 3	5	1,682,587.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,392.
7	Add lines 5 and 6	7	1,700,979.
8	Enter qualifying distributions from Part XII, line 4	8	2,145,223.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	18,392.
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	
3	Add lines 1 and 2	3	18,392.
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	18,392.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 5,777.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	5,777.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	8.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	12,623.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ SC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ MR. DAN C. BREEDEN Telephone no ▶ (864)585-2000

Located at ▶ PO BOX 3524, SPARTANBURG, SC ZIP + 4 ▶ 29304

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

		Line	Yes	No
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?	16		
	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 ▶			

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.

			Line	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)?		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))				
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?	☐ Yes ☒ No			
	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 statement - see page 22 of the instructions.)		2b		X
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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE DEAN JOHNSON, JR. 1022 GLENDALYN CIRCLE	DIRECTOR	-0-	-0-	-0-
GEORGE D. JOHNSON, III 1022 GLENDALYN CIRCLE	DIRECTOR			
SUSAN P.JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR			
SUSANNA P. JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR			

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,330,079.
b	Average of monthly cash balances	1b	890,339.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	12,548,115.
d	**Total** (add lines 1a, b, and c)	1d	16,768,533.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,768,533.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	251,528.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,517,005.
6	**Minimum investment return.** Enter 5% of line 5	6	825,850.

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

1	Minimum investment return from Part X, line 6			1	825,850.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	18,392.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,392.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	807,458.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	807,458.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	807,458.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,145,223.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,145,223.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	18,392.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,126,831.

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				807,458.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006 1,269,751.				
c	From 2007 1,048,789.				
d	From 2008 1,915,969.				
e	From 2009 2,029,508.				
f	**Total** of lines 3a through e	6,264,017.			
4	Qualifying distributions for 2010 from Part XII, line 4. ▶ $ 2,145,223.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				807,458.
e	Remaining amount distributed out of corpus	1,337,765.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,601,782.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	7,601,782.			
10	Analysis of line 9				
a	Excess from 2006 1,269,751.				
b	Excess from 2007 1,048,789.				
c	Excess from 2008 1,915,969.				
d	Excess from 2009 2,029,508.				
e	Excess from 2010 1,337,765.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

ATTACHMENT 9

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

N/A

c Any submission deadlines

N/A

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

N/A

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*				
ATTACHMENT 10				
Total ▶ 3a				2,145,223.
b *Approved for future payment*				
ATTACHMENT 11				
Total ▶ 3b				11,772,750.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	307,980.	
4 Dividends and interest from securities			15	302,495.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,252,958.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 12				-5,909.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,857,524.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,857,524.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

George V. Young Jr. | 5/16/11 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Bill Kastler	W D Kastler	5/13/11		P00537730
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 320 E.MAIN ST.,STE 420 SPARTANBURG, SC 29302			Phone no 864-577-8810	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED JPM Q25545007						
721,643.		626,773.					94,870.	
		SEE ATTACHED JPM Q25545007						
1,487,045.		1,497,761.					-10,716.	
		SEE ATTACHED JPM Q25547003						
32,663.		31,290.					1,373.	
		SEE ATTACHED JPM Q25547003						
317,337.		371,941.					-54,604.	
		SEE ATTACHED JPM Q25549009						
830,000.		789,694.					40,306.	
		SEE ATTACHED Q25549009						
75,000.		74,537.					463.	
		SEE ATTACHED JPM Q66307002						
3,458,385.		2,554,272.					904,113.	
		SEE ATTACHED JPM Q66307002						
1,286,306.		1,043,782.					242,524.	
		SEE ATTACHED JPM Q84084005						
615,705.		604,763.					10,942.	
		K-1: INTERNATIONAL EQUITY						
							17,971.	
		K-1: INTERNATIONAL EQUITY						
							49,344.	
		K-1: LIONS GATE						
							-41,308.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		K-1: LIONS GATE						
							-2,320.	
TOTAL GAIN(LOSS)							1,252,958.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	307,550.	307,550.
K-1: TRADEWINDS INTERNATION (20-3147892)	2.	2.
K-1: LIONS GATE CAPITAL LP (41-2128861)	428.	428.
TOTAL	307,980.	307,980.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	265,386.	265,386.
K-1: TRADEWINDS INTERNATION (20-3147892)	8,753.	8,753.
K-1: LIONS GATE CAPITAL LP (41-2128861)	28,356.	28,356.
TOTAL	302,495.	302,495.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INCOME: LIONS GATE CAPITAL LP	-12,281.	-12,281.
MISC INCOME	10.	10.
K-1 INCOME: INTERNATIONAL EQUITY	6,362.	6,362.
TOTALS	-5,909.	-5,909.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES		3,680.
FOREIGN TAXES PAID		3,871.
	TOTALS	7,551.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
BANK SERVICE CHARGE	35.
K-1 OTHER DED: INTERNATIONAL	3,331.
K-1 OTHER DED: LIONS GATE	6,829.
TOTALS	10,195.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BANK OF AMERICA	1,610,870.	573,620.
ADVANCE AMERICA	12,498,074.	3,153,521.
TOTALS	14,108,944.	3,727,141.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US EQUITY FUND VARIOUS	0. 10,271,419.	0. 11,435,212.
TOTALS	10,271,419.	11,435,212.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
K-1 INVESTMENT ACTIVITY NOT RECORDED ON BOOKS FOR 2010	279,414.
TOTAL	279,414.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		2,145,223.
		TOTAL CONTRIBUTIONS PAID	2,145,223.

Phifer/Johnson Foundation
2010 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1191	May	Adult Learning Center		250 00	250 00
1648	Dec	Arts Partnership	Cultural Center	400,000 00	615,000 00
1649	Dec	Arts Partnership	Cultural Cener Capital Fund	200,000 00	
1174	Mar	Arts Partnership	Pmt #2 of 2	5,000 00	
1659	Dec	Arts Partnership	Annual Fund	10,000 00	
1602	Jul	Ballet Spartanburg	Peter & and the Wolf DanSynergy III	7,000 00	8,000 00
1619	Oct	Ballet Spartanburg		1,000 00	
1610	Sep	Boys & Girls Clubs of the Upstate		516 00	516 00
1167	Feb	Bravo! Valil Valley Music Festival		2,500 00	2,500 00
1650	Dec	Brookgreen Gardens	Ofner Center	100,000 00	107,500 00
1629	Nov	Brookgreen Gardens		5,000 00	
1642	Dec	Brookgreen Gardens	Huntington Society	2,500 00	
1662	Dec	Burke Hospice and Palliative Care, Inc		10,000 00	10,000 00
1645	Dec	Carolinas MD research Endowment		250,000 00	250,000 00
1631	Nov	Children's Advocacy Center		500 00	500 00
1641	Dec	Children's Museum of the Treasure Coast		10,000 00	10,000 00
1651	Dec	Coastal Community Foundation		1,000 00	1,000 00
1643	Dec	Community Healing Arts Program	Mardi Gras Party Sponser	500 00	500 00
1179	Mar	Converse College	Annual Fund - Geordy	1,000 00	532,000 00
1182	Apr	Converse College		2,500 00	
1192	May	Converse College	Residence Hall Fund (1 of 10 annual pmts)	500,000 00	
1195	Jun	Converse College	Annual Fund (1 0f 10 annual payments)	25,000 00	
1198	Jun	Converse College	Unrestricted Scholarships (GDJ III)	1,500 00	
1624	Oct	Converse College		500 00	
1636	Nov	Converse College		500 00	
1606	Aug	Converse College	Friends of the Petrie School of Music	1,000 00	
1604	Aug	Episcopal Church of the Advent	SPJ pledge	2,000 00	54,500 00
1605	Aug	Episcopal Church of the Advent	2010 pledge	50,000 00	
1663	Dec	Episcopal Church of the Advent	GDJ III gift	2,500 00	
1608	Sep	ETV Endowment	Elaine Freeman	1,000 00	1,000 00
1615	Sep	Farrell Spartanburg Community Fund	Honoring Julie Lowrey	1,000 00	1,000 00
1601	Jul	Fort Lauderdale Historical Society		10,000 00	
1185	Apr	Foundation of the Carolinas	Capital Campaign Fund	5,000 00	5,000 00
1196	Jun	Girl Scounts of South Carolina - Mountains to Midlands		1,000 00	41,000 00
1639	Dec	Girl Scounts of South Carolina - Mountains to Midlands		10,000 00	
1652	Dec	Girl Scounts of South Carolina - Mountains to Midlands	Susu Fund (Wings)	30,000 00	
1183	Apr	GOTR Spartanburg		1,000 00	1,000 00
1171	Mar	Governor's Schoolf for the Arts, Ince	Leadership Tribut 2010	1,500 00	1,500 00
1634	Nov	Grace Episcopal Church	Capital Campaign Fund	10,000 00	10,000 00
1181	Mar	Hatcher Garden	Benches	4,500 00	4,500 00
1653	Dec	Haven Inc	Pmt #2 of 3 annual	5,000 00	5,000 00
1168	Feb	Healthy Smiles of Spartanburg		2,500 00	3,000 00
1611	Sep	Healthy Smiles of Spartanburg		500 00	
1173	Mar	Historic Burke Foundation Inc		1,000 00	1,000 00
1617	Sep	History Museum of Burke County, Inc		100,000 00	100,000 00
1654	Dec	Hub City Writers Project	AIR Program	12,000 00	12,000 00
1614	Sep	Imagine That		500 00	500 00
1625	Oct	Junior League of Spartanburg		500 00	500 00
1202	Jul	Kanuga Conferences, Inc		500 00	500 00
1638	Dec	Kudzu Coalition		250 00	250 00
1607	Aug	Longleaf Alliance	Pmt 1 of 3 annual	1,000 00	1,000 00
1162	Jan	McCormick Boys and Girls Club	Fashion show Fund raiser	1,000 00	1,000 00
1655	Dec	Mobile Meals		10,000 00	10,000 00
1165	Jan	Music Foundation of Spartanburg		50,000 00	50,000 00
1622	Oct	PACE		250 00	250 00
1176	Mar	Palmetto Council of the Boy Scouts of America		5,000 00	9,000 00
1199	Jun	Palmetto Council of the Boy Scouts of America	GDJ III unrestricted gift	2,000 00	
1616	Sep	Palmetto Council of the Boy Scouts of America	Special pledge	1,000 00	
1632	Nov	Palmetto Council of the Boy Scouts of America		1,000 00	
1175	Mar	Partners for Active Living	Spartanburg Criterium	1,000 00	1,000 00
1600	Jul	Peace Center		250 00	250 00
1628	Oct	Pine Crest School		250 00	750 00
1186	Apr	Pine Crest School		500 00	
1180	Mar	Salvation Army	"Toast of the Town"	500 00	500 00
1603	Jul	SC Campaign to Prevent Teen Pregnancy	Pmt #1 of 4	6,250 00	12,500 00
1656	Dec	SC Campaign to Prevent Teen Pregnancy	Pmt #2 of 4	6,250 00	
1166	Jan	SCICU		500 00	500 00
1197	Jun	South Carolina Governor's School for Science and Mathematics		5,000 00	5,000 00
1190	May	South Carolina Historical Society		250 00	250 00
1172	Mar	SPACE	Matching Challenge	25,000 00	25,000 00
1640	Dec	Spartanburg Art Museum	Art&Antique Show	10,000 00	17,500 00
1657	Dec	Spartanburg Art Museum		5,000 00	
1618	Sep	Spartanburg Art Museum	Margaret M Law Society	2,500 00	
1164	Jan	Spartanburg Charter School		15,000 00	15,000 00
1661	Dec	Spartanburg County Foundation	Charter School	30,000 00	30,000 00
1177	Mar	Spartanburg Day School	Annual Fund - Susanna gift	1,250 00	2,750 00
1178	Mar	Spartanburg Day School	Annual Fund - Geordy gift	1,250 00	
1664	Dec	Spartanburg Day School	GDJ III gift	250 00	

Phifer/Johnson Foundation
2010 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1660	Dec	Spartanburg Historical Association		1,000 00	1,000 00
1620	Oct	Spartanburg Methodist College	Annual Pledge	1,000 00	1,000 00
1194	Jun	Spartanburg Regional Foundation	October Daisies	2,000 00	2,000 00
1623	Oct	Spartanburg Repertory Company		1,000 00	1,000 00
1189	Apr	Spartanburg Soup Kitchen New Building Fund		500 00	500 00
1201	Jul	Spoleto Festival USA		25,000 00	25,000 00
1161	Jan	Spot of Pride	#110 Island Hwy 221 N.	2,350 00	2,350 00
1637	Nov	SRHS Foundation	Festival of Trees	1,000 00	71,000 00
1646	Dec	SRHS Foundation	Bearden-Josey Center for Breast Health	50,000 00	
1647	Dec	SRHS Foundation	Hospice Home	20,000 00	
1184	Apr	United Way of the Piedmont	Brews/Blues/BBQ	1,000 00	26,000 00
1644	Dec	United Way of the Piedmont		25,000 00	
1627	Oct	University of the South		500 00	500 00
1626	Oct	Upstate Forever		5,000 00	5,000 00
1613	Sep	Vail Valley Foundation	Eagle Program	24,602 00	24,602 00
1630	Nov	Washington and Lee University		5,000 00	9,505 00
1200	Jun	Washington and Lee University	Annual Fund - Unrestricted Gift (SPJ)	2,500 00	
1170	Feb	Washington and Lee University	Annual Fund - GDJ III	2,005 00	
1609	Sep	Wofford College	Wofford Invitational	2,500 00	3,500 00
1635	Nov	Wofford College	Curry Building Renovation	1,000 00	
			Total	2,145,223 00	

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			11,772,750.
		TOTAL CONTRIBUTIONS APPROVED	11,772,750.

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2011 AMOUNT	2012 AMOUNT	2013 AMOUNT	BEYOND 2013	BALANCE DUE
SCHEDULED PLEDGES							
ARTS PARTNERSHIP-CULTURAL CENTER	4,000,000	DEC	400,000	400,000			800,000
ARTS PARTNERSHIP-CULTURAL CENTER-ADDT'L PLEDGE	1,000,000	DEC	200,000	200,000			400,000
BURKE HOSPICE & PALLIATIVE CARE	50,000	DEC	10,000				10,000
CHILDREN'S MUSEUM OF THE TREASURE COAST	50,000		10,000	10,000	10,000	10,000	40,000
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	25,000	25,000	25,000	150,000	225,000
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	500,000	500,000	500,000	3,000,000	4,500,000
EPISCOPAL CHURCH OF THE TRANSFIGURATION (VAIL)	5,000	NOV	5,000				5,000
EPISCOPAL CHURCH OF THE ADVENT (Debt Elimination)	60,000	JAN	20,000	20,000			40,000
FOUNDATION FOR THE CAROLINAS	25,000	Dec	5,000	5,000	5,000	5,000	20,000
GIRL SCOUTS-SUSU FUND	150,000	DEC	30,000	30,000			60,000
GIRL SCOUTS-WINGS SOCIETY	50,000	DEC	10,000	10,000			20,000
GOVERNOR'S SCHOOL FOR SCIENCE AND MATH	15,000	JUNE	5,000	5,000			10,000
GRACE EPISCOPAL CHURCH-GENERATION TO GENERATION CAPITAL	50,000	NOV	10,000	10,000			20,000
HAVEN	15,000	DEC	5,000				5,000
HISTORIC MUSEUM OF BURKE COUNTY	500,000	Sep	100,000	100,000	100,000		300,000
Hub City Writers Project - ARTISTS IN RESIDENCE	36,000		12,000				12,000
Long Leaf Alliance	3,000		1,000	1,000			2,000
MOBILE MEALS	50,000	MAR	10,000	10,000			20,000
SOUTH CAROLINA CAMPAIGN TO PREVENT TEEN PREGNANCY	6,250	JAN	6,250				6,250
SOUTH CAROLINA CAMPAIGN TO PREVENT TEEN PREGNANCY	6,250	APR	6,250				6,250
Spartanburg Community College Foundation	1,000,000	Dec	100,000	100,000	100,000	700,000	1,000,000
SPARTANBURG DAY SCHOOL-CAPITAL CAMPAIGN	5,000,000	DEC	PAID	26,500			26,500
SPARTANBURG SOUP KITCHEN NEW BUILDING FUND	1,500	APRIL	500	500			1,000
SPOLETO FESTIVAL USA	99,000	APRIL	33,000	33,000	33,000		99,000
SRHS FOUNDATION-BEARDEN-JOSEY CENTER	250,000	DEC	50,000	50,000			100,000
SRHS FOUNDATION-Festival of Trees	5,000	OCT	1,000	1,000			2,000
USC UPSTATE	5,000,000	DEC	413,250	1,000,000			1,413,250
UPSTATE FOREVER	15,000	DEC	5,000	5,000			10,000
WOFFORD COLLEGE-CURRY BUILDING	5,000	DEC	1,000	1,000			2,000
YMCA	1,000,000	JAN	100,000	100,000	100,000	700,000	1,000,000
SPARTANBURG COMMUNITY COLLEGE	1,000,000					1,000,000	1,000,000
			-	-			
TOTAL SCHEDULED PLEDGES			2,074,250	2,643,000		5,565,000	11,155,250
REPEAT/ANNUAL PLEDGES							
ADVENT CHURCH-ANNUAL PLEDGE		QTR	50,000	50,000	50,000		150,000
ARTS PARTNERSHIP-ANNUAL FUND		DEC	10,000	10,000	10,000		30,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP		AUG	5,000	5,000	5,000		15,000
HISTORIC BURKE SOCIETY		MAR	500	500	500		1,500
SPARTANBURG HISTORICAL ASSOC		JUN	1,000	1,000	1,000		3,000
Spartanburg Methodist College		Oct	1,000	1,000	1,000		3,000
UNITED WAY		OCT	25,000	25,000	25,000		75,000
VAIL VALLEY FOUNDATION-SPLIT W/ PERSONAL FUNDS		JUN	30,000	30,000	30,000		90,000
TOTAL REPEAT/ANNUAL PLEDGES			122,500	122,500	122,500	-	367,500
POTENTIAL PLEDGES							
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD	250,000				250,000
TOTAL POTENTIAL PLEDGES			250,000	-		-	250,000
GRAND TOTAL			2,446,750	2,765,500		5,565,000	11,772,750

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME				10.	
K-1 INCOME: INTERNATIONAL EQUITY				6,362.	
K-1 INCOME: LIONS GATE CAPITAL LP				-12,281.	
TOTALS				-5,909.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: PHIFER/JOHNSON FOUNDATION

Employer identification number: 57-6153679

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,028,267.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	1,028,267.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	224,691.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	224,691.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,028,267.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			224,691.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,252,958.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 ... 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: PHIFER/JOHNSON FOUNDATION

Employer identification number: 57-6153679

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED JPM Q25545007			721,643.	626,773.	94,870.
SEE ATTACHED JPM Q25547003			32,663.	31,290.	1,373.
SEE ATTACHED JPM Q25549009			830,000.	789,694.	40,306.
SEE ATTACHED JPM Q66307002			3,458,385.	2,554,272.	904,113.
SEE ATTACHED JPM Q84084005			615,705.	604,763.	10,942.
K-1: INTERNATIONAL EQUITY					17,971.
K-1: LIONS GATE					-41,308.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,028,267.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
0F1221 1 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED JPM Q25545007			1,487,045.	1,497,761.	-10,716.
SEE ATTACHED JPM Q25547003			317,337.	371,941.	-54,604.
SEE ATTACHED Q25549009			75,000.	74,537.	463.
SEE ATTACHED JPM Q66307002			1,286,306.	1,043,782.	242,524.
K-1: INTERNATIONAL EQUITY					49,344.
K-1: LIONS GATE					-2,320.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					224,691.

PHIFER/JOHNSON FOUNDATION
FEDERAL ID NUMBER 57-6153679
YEAR ENDING DECEMBER 31, 2010

SECURITY SOLD	SHARES	DATE SOLD	DATE BUY	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE DETAILS ATTACHED FOR THE FOLLOWING							
JP MORGAN-Q-25545-00-7				626,773.00	721,643.00	94,870.00	
JP MORGAN-Q-25545-00-7				1,497,761.00	1,487,044.80		(10,716.20)
JP MORGAN-Q-25547-00-3				31,289.86	32,663.13	1,373.27	
JP MORGAN-Q-25547-00-3				371,940.55	317,336.88		(54,603.67)
JP MORGAN-Q-25549-00-9				789,694.06	830,000.00	40,305 94	
JP MORGAN-Q-25549-00-9				74,536.89	75,000.00		463.11
JP MORGAN-Q-66307-00-2				2,554,271.77	3,458,385.11	904,113 34	
JP MORGAN-Q-66307-00-2				1,043,782.36	1,286,306.42		242,524 06
JP MORGAN-Q-84084-00-5				604,763.34	615,705.15	10,941 81	
JP MORGAN-Q-84084-00-5				-	-		-
TOTALS				7,594,812.83	8,824,084.49	1,051,604.36	177,667.30

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25545-00-7 US EQUITIES
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
3/26/2009	1/5/2010	739	Home Depot Inc.	17,839	21,109	3,270	
8/26/2009	1/7/2010	348	Gamestop Corp New Cl A	7,934	7,117	(817)	
8/24/2009	1/7/2010	231	Gamestop Corp New Cl A	5,240	4,724	(516)	
6/3/2009	1/7/2010	137	Gamestop Corp New Cl A	3,302	2,802	(500)	
8/25/2009	1/7/2010	199	Gamestop Corp New Cl A	4,506	4,070	(436)	
12/7/2009	1/7/2010	110	Gamestop Corp New Cl A	2,369	2,250	(119)	
1/6/2010	1/12/2010	100	Affiliated Managers Grp	7,033	6,909	(124)	
1/7/2010	1/12/2010	65	Affiliated Managers Grp	4,590	4,491	(99)	
1/6/2010	1/12/2010	75	Affiliated Managers Grp	5,275	5,182	(93)	
7/30/2009	1/12/2010	305	Amerisourcebergen Corp	6,124	8,026	1,902	
8/26/2009	1/12/2010	397	Amerisourcebergen Corp	8,321	10,447	2,126	
6/18/2009	1/12/2010	763	Amerisourcebergen Corp	14,067	20,078	6,011	
1/20/2009	1/12/2010	295	Bank New York Mellon	4,918	8,546	3,628	
11/6/2009	1/12/2010	201	Bard C R Inc.	15,745	16,080	335	
2/26/2009	1/12/2010	502	Cameron Intl Corp	9,850	21,221	11,371	
11/6/2009	1/12/2010	317	Chubb Corp	15,720	15,746	26	
1/6/2010	1/12/2010	454	Cisco Systems Inc.	11,227	10,946	(281)	
7/30/2009	1/12/2010	263	Covidien Ltd	9,935	12,772	2,837	
5/4/2009	1/12/2010	322	Covidien Ltd	10,799	15,637	4,838	
8/25/2009	1/12/2010	302	CVS Caremark Corp	11,169	10,091	(1,078)	
8/4/2009	1/12/2010	403	CVS Caremark Corp	14,031	13,466	(565)	
4/17/2009	1/12/2010	168	CVS Caremark Corp	5,168	5,614	446	
6/2/2009	1/12/2010	541	CVS Caremark Corp	17,037	18,077	1,040	
4/17/2009	1/12/2010	280	Directv Group Inc.	7,069	9,240	2,171	
2/12/2009	1/12/2010	275	Directv Group Inc.	6,241	9,075	2,834	
2/20/2009	1/12/2010	535	Directv Group Inc	11,452	17,656	6,204	
6/29/2009	1/12/2010	141	Endo Pharmaceutcls Hldgs	2,515	2,840	325	
6/26/2009	1/12/2010	374	Endo Pharmaceutcls Hldgs	6,798	7,533	735	
1/6/2010	1/12/2010	539	Equifax Inc.	17,136	16,957	(179)	
5/19/2009	1/12/2010	294	Exelon Corporation	13,746	14,412	666	
8/14/2009	1/12/2010	149	Flir Systems Inc.	3,378	4,744	1,366	
8/13/2009	1/12/2010	386	Flir Systems Inc.	8,994	12,291	3,297	
9/10/2009	1/12/2010	42	Goldman Sachs Group Inc.	7,286	7,058	(228)	
10/29/2009	1/12/2010	203	Hewlett Packard Co Del	9,768	10,536	768	
9/10/2009	1/12/2010	224	Hewlett Packard Co Del	10,310	11,625	1,315	
4/17/2009	1/12/2010	159	Hewlett Packard Co Del	5,739	8,252	2,513	
3/26/2009	1/12/2010	776	Home Depot Inc.	18,733	21,666	2,933	
2/4/2009	1/12/2010	805	Intel Corp	11,679	16,406	4,727	
2/24/2009	1/12/2010	1010	Intel Corp	12,534	20,584	8,050	
11/10/2009	1/12/2010	80	Intl Business Machines Corp	10,151	10,409	258	
8/7/2009	1/12/2010	215	JP Morgan Chase & Co	8,982	9,292	310	
5/29/2009	1/12/2010	370	Northrop Grumman Corp	17,479	21,160	3,681	
11/3/2009	1/12/2010	320	Pall Corp	10,317	11,884	1,567	
12/8/2009	1/12/2010	202	Patterson Companies Com	5,296	6,082	786	
11/19/2009	1/12/2010	419	Patterson Companies Com	11,056	12,616	1,560	
8/14/2009	1/12/2010	720	Pfizer Inc. Del	11,306	13,482	2,176	
5/29/2009	1/12/2010	2145	Pfizer Inc. Del	32,363	40,165	7,802	
9/23/2009	1/12/2010	536	Philip Morris Intl Inc.	26,685	26,221	(464)	
11/10/2009	1/12/2010	194	Philip Morris Intl Inc.	9,770	9,490	(280)	
10/23/2009	1/12/2010	231	Philip Morris Intl Inc.	11,403	11,300	(103)	
9/24/2009	1/12/2010	201	Philip Morris Intl Inc.	9,794	9,833	39	
9/25/2009	1/12/2010	225	Philip Morris Intl Inc.	10,807	11,007	200	
9/25/2009	1/12/2010	209	Qualcomm Inc.	9,417	10,107	690	
8/6/2009	1/12/2010	325	Raytheon Co Delaware New	15,111	17,161	2,050	
6/3/2009	1/12/2010	310	Raytheon Co Delaware New	13,912	16,369	2,457	
11/9/2009	1/12/2010	74	Sirona Dental Systems	2,119	2,479	360	
11/11/2009	1/12/2010	147	Sirona Dental Systems	4,229	4,924	695	
11/6/2009	1/12/2010	150	Sirona Dental Systems	4,186	5,025	839	
1/7/2010	1/12/2010	383	Sunoco Inc. Pv$1 Pa	11,109	10,333	(776)	
9/16/2009	1/12/2010	316	Thermo Fisher Scientificinc	14,475	15,407	932	
1/7/2010	1/12/2010	594	Valero Energy Corp	11,229	10,621	(608)	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				626,773.00	721,643.00	94,870 00	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25545-00-7 US EQUITIES
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
LONG TERM CAPITAL GAINS/(LOSSES)							
1/26/2007	1/5/2010	541	Lowe's Companies Inc.	17,991	12,387		(5,604)
5/21/2007	1/5/2010	148	Lowe's Companies Inc.	4,747	3,389		(1,358)
1/25/2005	1/6/2010	631	Microsoft Corp	16,430	19,311		2,881
4/20/2006	1/12/2010	256	Abbott Labs	10,716	14,123		3,407
8/1/2007	1/12/2010	35	Abbott Labs	1,790	1,931		141
11/14/2007	1/12/2010	89	Abbott Labs	4,886	4,910		24
1/25/2005	1/12/2010	501	Accenture Ltd Bermuda Cl A	13,543	21,257		7,714
11/14/2007	1/12/2010	64	Accenture Ltd Bermuda Cl A	2,429	2,715		286
1/24/2007	1/12/2010	13	Amer Express Company	761	542		(219)
2/5/2007	1/12/2010	196	Amer Express Company	11,464	8,170		(3,294)
2/7/2007	1/12/2010	165	Amer Express Company	9,647	6,878		(2,769)
2/9/2007	1/12/2010	134	Amer Express Company	7,717	5,586		(2,131)
3/1/2007	1/12/2010	102	Amer Express Company	5,797	4,252		(1,545)
10/10/2008	1/12/2010	435	Ameriprise Finl Inc.	8,212	18,009		9,797
10/3/2007	1/12/2010	191	Automatic Data Proc	9,000	8,042		(958)
11/14/2007	1/12/2010	192	Automatic Data Proc	9,014	8,084		(930)
10/11/2007	1/12/2010	9	Bank New York Mellon	413	261		(152)
11/14/2007	1/12/2010	151	Bank New York Mellon	7,072	4,374		(2,698)
9/29/2008	1/12/2010	560	Bank New York Mellon	15,987	16,223		236
11/14/2007	1/12/2010	118	Best Buy Co Inc.	5,556	4,607		(949)
10/10/2008	1/12/2010	324	Best Buy Co Inc.	8,350	12,649		4,299
11/20/2008	1/12/2010	448	Best Buy Co Inc.	8,051	17,490		9,439
10/21/2008	1/12/2010	308	Cameron Intl Corp	8,217	13,020		4,803
2/21/2008	1/12/2010	120	Charles Schwab Cp New Com	2,416	2,282		(134)
2/22/2008	1/12/2010	890	Charles Schwab Cp New Com	17,363	16,928		(435)
3/7/2008	1/12/2010	510	Charles Schwab Cp New Com	9,662	9,700		38
4/17/2007	1/12/2010	8	Cisco Systems Inc.	225	193		(32)
5/24/2007	1/12/2010	747	Cisco Systems Inc.	20,191	18,010		(2,181)
8/1/2007	1/12/2010	150	Cisco Systems Inc	4,604	3,616		(988)
11/14/2007	1/12/2010	329	Cisco Systems Inc.	10,280	7,932		(2,348)
1/22/2008	1/12/2010	940	Cisco Systems Inc.	22,882	22,663		(219)
2/6/2008	1/12/2010	546	Cisco Systems Inc.	13,541	13,164		(377)
4/20/2006	1/12/2010	108	Colgate Palmolive	6,161	8,696		2,535
9/29/2006	1/12/2010	103	Colgate Palmolive	6,388	8,293		1,905
4/19/2007	1/12/2010	162	Colgate Palmolive	10,876	13,044		2,168
8/1/2007	1/12/2010	20	Colgate Palmolive	1,339	1,610		271
11/14/2007	1/12/2010	62	Colgate Palmolive	4,834	4,992		158
6/13/2007	1/12/2010	191	Danaher Corp Del Com	13,929	14,665		736
8/1/2007	1/12/2010	25	Danaher Corp Del Com	1,876	1,919		43
11/14/2007	1/12/2010	13	Danaher Corp Del Com	1,082	998		(84)
2/22/2008	1/12/2010	191	Danaher Corp Del Com	14,156	14,665		509
3/6/2007	1/12/2010	155	Davita Inc Com	8,256	9,482		1,226
3/7/2007	1/12/2010	166	Davita Inc. Com	8,924	10,155		1,231
8/1/2007	1/12/2010	30	Davita Inc. Com	1,585	1,835		250
11/14/2007	1/12/2010	9	Davita Inc. Com	533	551		18
12/13/2005	1/12/2010	152	Exelon Corporation	8,197	7,451		(746)
8/1/2007	1/12/2010	25	Exelon Corporation	1,821	1,226		(595)
11/14/2007	1/12/2010	39	Exelon Corporation	3,117	1,912		(1,205)
1/25/2005	1/12/2010	1075	Exxon Mobil Corp	64,687	74,781		10,094
7/25/2005	1/12/2010	50	Exxon Mobil Corp	3,462	3,478		16
8/1/2007	1/12/2010	40	Exxon Mobil Corp	3,772	2,783		(989)
11/14/2007	1/12/2010	155	Exxon Mobil Corp	15,007	10,782		(4,225)
1/23/2008	1/12/2010	5	Franklin Res Inc.	458	546		88
3/7/2008	1/12/2010	77	Franklin Res Inc.	6,978	8,404		1,426
4/16/2008	1/12/2010	128	Franklin Res Inc.	13,068	13,970		902
1/25/2005	1/12/2010	1467	General Electric	52,174	24,381		(27,793)
10/3/2005	1/12/2010	400	General Electric	13,322	6,648		(6,674)
2/1/2006	1/12/2010	458	General Electric	14,918	7,612		(7,306)
3/20/2007	1/12/2010	406	General Electric	14,074	6,748		(7,326)
8/1/2007	1/12/2010	110	General Electric	4,274	1,828		(2,446)
11/14/2007	1/12/2010	286	General Electric	11,298	4,753		(6,545)
11/13/2008	1/12/2010	348	General Electric	5,275	5,784		509
9/19/2008	1/12/2010	165	Goldman Sachs Group Inc.	21,658	27,730		6,072
2/19/2008	1/12/2010	294	Hewlett Packard Co Del	13,222	15,258		2,036
3/26/2008	1/12/2010	200	Hewlett Packard Co Del	9,483	10,380		897

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25545-00-7 US EQUITIES
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
6/20/2008	1/12/2010	347	Hewlett Packard Co Del	16,608	18,009		1,401
11/11/2005	1/12/2010	142	Intl Business Machines Corp	11,258	18,475		7,217
4/20/2006	1/12/2010	151	Intl Business Machines Corp	11,583	19,646		8,063
8/1/2007	1/12/2010	40	Intl Business Machines Corp	4,231	5,204		973
11/14/2007	1/12/2010	12	Intl Business Machines Corp	1,186	1,561		375
6/29/2006	1/12/2010	148	ITT Corp New Com	7,258	7,366		108
8/1/2007	1/12/2010	20	ITT Corp New Com	1,305	995		(310)
9/7/2007	1/12/2010	244	ITT Corp New Com	15,773	12,144		(3,629)
11/14/2007	1/12/2010	71	ITT Corp New Com	4,538	3,534		(1,004)
10/12/2005	1/12/2010	115	Johnson And Johnson Com	7,108	7,410		302
10/12/2005	1/12/2010	50	Johnson And Johnson Com	3,090	3,222		132
10/13/2005	1/12/2010	200	Johnson And Johnson Com	12,703	12,888		185
11/15/2005	1/12/2010	200	Johnson And Johnson Com	12,420	12,888		468
3/24/2006	1/12/2010	150	Johnson And Johnson Com	9,110	9,666		556
8/1/2007	1/12/2010	15	Johnson And Johnson Com	917	967		50
10/15/2007	1/12/2010	359	Johnson And Johnson Com	23,601	23,134		(467)
11/14/2007	1/12/2010	96	Johnson And Johnson Com	6,437	6,186		(251)
1/25/2005	1/12/2010	598	Johnson Controls Inc	11,783	17,513		5,730
8/1/2007	1/12/2010	75	Johnson Controls Inc.	2,830	2,196		(634)
11/14/2007	1/12/2010	7	Johnson Controls Inc.	281	205		(76)
9/29/2008	1/12/2010	280	JP Morgan Chase & Co	12,424	12,101		(323)
10/10/2008	1/12/2010	460	JP Morgan Chase & Co	17,505	19,880		2,375
9/4/2007	1/12/2010	2	Laboratory Cp Amer Hldgs	156	148		(8)
10/16/2007	1/12/2010	149	Laboratory Cp Amer Hldgs	11,440	11,004		(436)
10/25/2007	1/12/2010	78	Laboratory Cp Amer Hldgs	5,460	5,760		300
11/14/2007	1/12/2010	41	Laboratory Cp Amer Hldgs	2,854	3,028		174
5/21/2007	1/12/2010	560	Lowe's Companies Inc.	17,962	12,885		(5,077)
8/1/2007	1/12/2010	90	Lowe's Companies Inc.	2,574	2,071		(503)
11/14/2007	1/12/2010	269	Lowe's Companies Inc.	6,861	6,190		(671)
1/17/2008	1/12/2010	522	Lowe's Companies Inc.	11,705	12,011		306
2/21/2007	1/12/2010	180	Medtronic Inc. Com	9,352	8,161		(1,191)
6/26/2007	1/12/2010	271	Medtronic Inc. Com	14,017	12,287		(1,730)
7/3/2007	1/12/2010	289	Medtronic Inc. Com	15,335	13,103		(2,232)
8/1/2007	1/12/2010	70	Medtronic Inc. Com	3,660	3,174		(486)
8/31/2006	1/12/2010	127	Metlife Inc. Com	7,012	4,877		(2,135)
10/2/2006	1/12/2010	147	Metlife Inc. Com	8,294	5,645		(2,649)
3/14/2007	1/12/2010	174	Metlife Inc. Com	10,743	6,682		(4,061)
11/14/2007	1/12/2010	70	Metlife Inc. Com	4,673	2,688		(1,985)
1/4/2008	1/12/2010	317	Metlife Inc. Com	18,798	12,173		(6,625)
1/25/2005	1/12/2010	840	Microsoft Corp	21,871	25,116		3,245
7/22/2005	1/12/2010	400	Microsoft Corp	10,311	11,960		1,649
9/9/2005	1/12/2010	350	Microsoft Corp	9,366	10,465		1,099
8/1/2007	1/12/2010	105	Microsoft Corp	3,060	3,139		79
10/16/2007	1/12/2010	703	Microsoft Corp	21,356	21,020		(336)
11/14/2007	1/12/2010	302	Microsoft Corp	10,220	9,030		(1,190)
2/13/2007	1/12/2010	94	Northn Trust Corp	5,843	4,765		(1,078)
3/20/2007	1/12/2010	171	Northn Trust Corp	10,088	8,668		(1,420)
8/1/2007	1/12/2010	35	Northn Trust Corp	2,173	1,774		(399)
11/14/2007	1/12/2010	20	Northn Trust Corp	1,569	1,014		(555)
1/30/2006	1/12/2010	92	Novartis Adr	5,014	4,854		(160)
8/1/2007	1/12/2010	15	Novartis Adr	808	791		(17)
10/19/2007	1/12/2010	307	Novartis Adr	16,190	16,197		7
11/14/2007	1/12/2010	66	Novartis Adr	3,520	3,482		(38)
5/29/2008	1/12/2010	606	Nvidia Corp Com	14,211	10,539		(3,672)
6/23/2008	1/12/2010	449	Nvidia Corp Com	8,987	7,809		(1,178)
10/21/2008	1/12/2010	570	Occidental Pete Corp Cal	29,155	45,793		16,638
12/12/2007	1/12/2010	88	Omnicom Group Com	4,168	3,396		(772)
6/2/2008	1/12/2010	504	Omnicom Group Com	24,132	19,450		(4,682)
2/19/2008	1/12/2010	147	Pearson Plc Sponsored Adr	1,926	2,092		166
2/20/2008	1/12/2010	80	Pearson Plc Sponsored Adr	1,047	1,138		91
2/21/2008	1/12/2010	51	Pearson Plc Sponsored Adr	686	726		40
4/16/2008	1/12/2010	556	Pearson Plc Sponsored Adr	7,308	7,912		604
11/20/2006	1/12/2010	3	Pepsico Inc.	188	185		(3)
11/30/2006	1/12/2010	107	Pepsico Inc.	6,649	6,581		(68)
12/21/2006	1/12/2010	131	Pepsico Inc.	8,306	8,057		(249)
1/26/2007	1/12/2010	202	Pepsico Inc.	13,090	12,424		(666)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25545-00-7 US EQUITIES
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
3/15/2007	1/12/2010	196	Pepsico Inc.	12,340	12,055		(285)
8/1/2007	1/12/2010	35	Pepsico Inc.	2,310	2,153		(157)
11/14/2007	1/12/2010	86	Pepsico Inc.	6,380	5,289		(1,091)
5/14/2007	1/12/2010	142	Procter & Gamble Co	8,918	8,652		(266)
5/23/2007	1/12/2010	274	Procter & Gamble Co	17,621	16,694		(927)
8/1/2007	1/12/2010	70	Procter & Gamble Co	4,458	4,265		(193)
11/14/2007	1/12/2010	139	Procter & Gamble Co	10,086	8,469		(1,617)
10/14/2008	1/12/2010	179	Qualcomm Inc.	7,439	8,657		1,218
1/1/2009	1/12/2010	536	Qualcomm Inc.	19,371	25,921		6,550
1/4/2008	1/12/2010	502	Staples Inc.	10,697	12,490		1,793
1/17/2008	1/12/2010	427	Staples Inc.	9,078	10,624		1,546
6/3/2008	1/12/2010	499	Staples Inc.	11,648	12,415		767
11/20/2008	1/12/2010	357	Staples Inc.	5,350	8,882		3,532
10/21/2008	1/12/2010	1560	Statoilhydro Asa	28,199	40,187		11,988
8/24/2005	1/12/2010	111	United Parcel Svc Cl B	8,068	6,933		(1,135)
7/25/2006	1/12/2010	214	United Parcel Svc Cl B	14,840	13,365		(1,475)
7/27/2006	1/12/2010	160	United Parcel Svc Cl B	10,767	9,993		(774)
8/1/2007	1/12/2010	30	United Parcel Svc Cl B	2,293	1,874		(419)
11/14/2007	1/12/2010	60	United Parcel Svc Cl B	4,439	3,747		(692)
4/21/2005	1/12/2010	210	United Technologies	10,526	14,948		4,422
5/18/2005	1/12/2010	100	United Technologies	5,253	7,118		1,865
8/1/2007	1/12/2010	10	United Technologies	735	712		(23)
11/14/2007	1/12/2010	30	United Technologies	2,266	2,135		(131)
12/28/2006	1/12/2010	27	Unitedhealth Group Inc.	1,440	863		(577)
3/20/2007	1/12/2010	328	Unitedhealth Group Inc.	17,920	10,486		(7,434)
8/1/2007	1/12/2010	20	Unitedhealth Group Inc.	968	639		(329)
11/14/2007	1/12/2010	35	Unitedhealth Group Inc.	1,854	1,119		(735)
10/17/2007	1/12/2010	311	Zimmer Holdings Inc. Com	25,619	19,358		(6,261)
11/14/2007	1/12/2010	24	Zimmer Holdings Inc. Com	1,637	1,494		(143)
			rounding	(4)	(4)		(0)
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				1,497,761.00	1,487,044.80	-	(10,716.20)
GRAND TOTALS				2,124,534.00	2,208,687.80	94,870.00	(10,716.20)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25547-00-3
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
12/29/2009	04/15/2010	1,017 23	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	31,289.86	32,663.13	1,373.27	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				31,289.86	32,663.13	1,373 27	-
LONG TERM CAPITAL GAINS/(LOSSES)							
12/17/2007	04/15/2010	3,110.70	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	126,388.00	99,884.61		(26,503.39)
01/28/2005	04/15/2010	1,801 75	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	55,097.55	57,854.23		2,756 68
12/16/2005	04/15/2010	527.74	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	18,313 00	16,945.76		(1,367 24)
12/16/2005	04/15/2010	282.72	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	9,810.00	9,078.08		(731.92)
12/16/2005	04/15/2010	753.92	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	26,161.00	24,208.24		(1,952 76)
12/20/2006	04/15/2010	3,405.98	VANGUARD/TRUSTEES EQUITY FUND INT'L PORTFOLIO	136,171.00	109,365.96		(26,805 04)
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				371,940.55	317,336.88	-	(54,603.67)
GRAND TOTALS				403,230.41	350,000 01	1,373 27	(54,603 67)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25549-00-9
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
10/20/2009	09/27/2010	3,841.72	FMI FOCUS FUND	90,165.20	100,000.00	9,834.80	
04/15/2010	10/19/2010	22,148.92	LAZARD FUNDS INC EMERGING MARKETS	437,662.57	470,000.00	32,337.43	
04/27/2010	10/19/2010	5,564.21	VAN ECK FDS GLOBAL HARD ASSETS	250,000.00	247,607.37	(2,392.63)	
05/05/2010	10/19/2010	278.49	VAN ECK FDS GLOBAL HARD ASSETS	11,866.29	12,392.63	526.34	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				789,694.06	830,000.00	40,305.94	-
LONG TERM CAPITAL GAINS/(LOSSES)							
01/28/2005	09/27/2010	2,437.44	VANGUARD EQUITY FUND INT'L	74,536.89	75,000 00		463.11
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				74,536.89	75,000.00	-	463.11
GRAND TOTALS				864,230.95	905,000.00	40,305.94	463.11

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-66307-00-2
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
04/14/2009	01/06/2010	26,527.72	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	22,913.32	26,527.72	3,614 40	
04/14/2009	02/08/2010	27,947.99	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	24,140.08	27,947.99	3,807.91	
04/01/2009	02/12/2010	10,956.13	TRIAD AUTO REC OWNER TRUST SER 2006-C CL A4	8,764.90	10,956.13	2,191.23	
05/06/2009	02/26/2010	1,000,000.00	WACHOVIA AUTO LOANS OWNER TR SER 2007-1 CL C	732,500.00	1,031,250.00	298,750 00	
04/14/2009	03/08/2010	28,118.16	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	24,287.06	28,118.16	3,831 10	
04/01/2009	03/12/2010	21,116.65	TRIAD AUTO REC OWNER TRUST SER 2006-C CL A4	16,893.32	21,116.65	4,223.33	
04/21/2009	03/18/2010	200,000.00	CARMAX AUTO OWNER TRUST SER 2006-2 CL B	167,000.00	203,000.00	36,000.00	
04/14/2009	03/18/2010	419,656.75	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	362,478.52	429,361.31	66,882 79	
04/01/2009	03/18/2010	437,911.56	TRIAD AUTO REC OWNER TRUST SER 2006-C CL A4	350,329.25	448,927.77	98,598 52	
04/01/2009	03/18/2010	500,000.00	AMERICREDIT AUTO REC TRUST SER 2006-RM CL A3	382,500.00	515,703.13	133,203.13	
04/15/2009	03/18/2010	700,000.00	CAPITAL ONE PRIME AUTO REC TRUST SER 2006-2 CL	456,750.00	708,859.38	252,109.38	
04/14/2009	04/06/2010	6,616 87	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	5,715.32	6,616.87	901.55	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				2,554,271.77	3,458,385.11	904,113 34	-
LONG TERM CAPITAL GAINS/(LOSSES)							
04/01/2009	04/12/2010	1,437.91	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	1,150.33	1,437 91		287 58
04/14/2009	05/06/2010	5,213.35	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,503.03	5,213.35		710 32
04/01/2009	05/12/2010	1,168.81	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	935.05	1,168.81		233.76
04/14/2009	06/07/2010	4,781.22	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,129.78	4,781.22		651.44
04/01/2009	06/14/2010	1,014.91	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	811.93	1,014 91		202 98
04/14/2009	07/06/2010	5,071 86	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,380.82	5,071.86		691.04
04/01/2009	07/12/2010	1,105.42	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	884.34	1,105.42		221 08
04/14/2009	08/06/2010	5,001.38	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,319 94	5,001.38		681 44
04/01/2009	08/12/2010	1,121.21	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	896.97	1,121 21		224 24
04/14/2009	09/08/2010	5,088.19	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,394.92	5,088.19		693 27
04/01/2009	09/13/2010	1,070 32	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	856.26	1,070.32		214 06
04/14/2009	10/06/2010	4,960.67	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,284.78	4,960.67		675 89
04/01/2009	10/12/2010	987 96	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	790.37	987.96		197 59
04/14/2009	11/08/2010	5,130 59	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	4,431 55	5,130.59		699 04
04/01/2009	11/12/2010	2,149.96	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	1,719.97	2,149 96		429 99
04/14/2009	12/06/2010	4,489.30	AMERICREDIT AUTO REC TRUST SER 2006-BG CL A4	3,877.63	4,489.30		611.67
07/07/2009	12/08/2010	1,000,000.00	AMERICREDIT AUTO REC TRUST SER 2009-1 CL C	999,954.00	1,234,687.50		234,733 50
04/01/2009	12/13/2010	1,825.86	TRIAD AUTO REC OWNER TRUST 2006-C CL A4	1,460.69	1,825.86		365 17
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				1,043,782.36	1,286,306.42	-	242,524.06
GRAND TOTALS				3,598,054.13	4,744,691.53	904,113.34	242,524 06

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-84084-00-5
DECEMBER 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
06/17/2009	02/09/2010	5,327.65	BRANDYWINE BLUE FUND INC	100,000.00	110,442.20	10,442.20	
11/02/2009	02/09/2010	12.17	BRANDYWINE BLUE FUND INC	249.05	252.22	3.17	
01/04/2010	02/09/2010	4.95	BRANDYWINE BLUE FUND INC	107 86	102.61	(5.25)	
01/19/2010	05/24/2010	50,352.47	COLUMBIA FUNDS SERIES TRUST CL Z	500,000.00	500,503.52	503.52	
02/02/2010	05/24/2010	52.17	COLUMBIA FUNDS SERIES TRUST CL Z	519.10	518 58	(0.52)	
03/02/2010	05/24/2010	133.89	COLUMBIA FUNDS SERIES TRUST CL Z	1,332.23	1,330.89	(1.34)	
04/05/2010	05/24/2010	130.37	COLUMBIA FUNDS SERIES TRUST CL Z	1,294.56	1,295.86	1 30	
05/04/2010	05/24/2010	126.69	COLUMBIA FUNDS SERIES TRUST CL Z	1,260.54	1,259.27	(1.27)	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				604,763.34	615,705.15	10,941.81	-
LONG TERM CAPITAL GAINS/(LOSSES)							-
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				-	-	-	-
GRAND TOTALS				604,763.34	615,705.15	10,941 81	-