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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

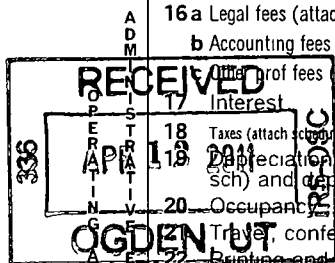
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeThe Elbert W. Rogers Foundation
1805 East North Street
Greenville, SC 29607A Employer identification number
75-2774884B Telephone number (see the instructions)
(864) 250-0027C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

J \$ 1,695,389. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	37.	37.	N/A	
	4 Dividends and interest from securities	43,485.	43,485.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-9,668.			
	b Gross sales price for all assets on line 6a	447,099.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	77.	77.			
12 Total. Add lines 1 through 11	33,931.	43,599.			
13 Compensation of officers, directors, trustees, etc	20,000.	3,000.		17,000.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)	See St 2	1,950.	975.	975.	
c Other professional fees (attach sch)	See St 3	12,493.	12,493.		
17 Interest					
18 Taxes (attach schedule)(see instr)	See Stm 4	713.	49.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,700.		3,700.	
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 5	860.			860.	
24 Total operating and administrative expenses. Add lines 13 through 23	39,716.	16,517.		22,535.	
25 Contributions, gifts, grants paid Part XV	65,100.			65,100.	
26 Total expenses and disbursements. Add lines 24 and 25	104,816.	16,517.		87,635.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-70,885.				
b Net investment income (if negative, enter 0)		27,082.			
c Adjusted net income (if negative, enter 0)					



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
			(a) Book Value	(b) Book Value (c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	57,224.	46,037.	
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Statement 6	49,906.	24,978.	24,981.
	b Investments — corporate stock (attach schedule) Statement 7	1,156,748.	1,145,273.	1,285,460.
	c Investments — corporate bonds (attach schedule) Statement 8	388,567.	365,272.	384,948.
L I A B I L I T I E S	11 Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,652,445.	1,581,560.	1,695,389.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
N E T F U N D A S S E T B A L A N C E S	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
F U N D B A L A N C E S	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,652,445.	1,581,560.	
	30 Total net assets or fund balances (see the instructions)	1,652,445.	1,581,560.	
A S S E T B A L A N C E S	31 Total liabilities and net assets/fund balances (see the instructions)	1,652,445.	1,581,560.	

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	1,652,445.
2 Enter amount from Part I, line 27a	2	-70,885.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,581,560.
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	1,581,560.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a publicly traded securities		P	Various	Various
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 447,099.		456,767.	-9,668.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-9,668.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	-9,668.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
<div>If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8</div>		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	67,894.	1,503,230.	0.045165
2008	92,471.	1,641,081.	0.056348
2007	87,732.	1,872,340.	0.046857
2006	91,945.	1,812,550.	0.050727
2005	83,259.	1,784,134.	0.046666
2 Total of line 1, column (d)			2 0.245763
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 0.049153
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,635,184.
5 Multiply line 4 by line 3			5 80,374.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 271.
7 Add lines 5 and 6			7 80,645.
8 Enter qualifying distributions from Part XII, line 4			8 87,635.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	271.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	271.
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	271.
6 Credits/Payments			
a 2010 estimated tax pmts 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 <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		271.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> TX, 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Beth Lee</u> Telephone no <u>(864) 250-0027</u> Located at <u>1805 East North Street Greenville SC</u> ZIP + 4 <u>29607</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b N/A

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

☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

7b

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Elizabeth Marr Lee 1805 East North Street Greenville, SC 29607	President 2.00	7,500.	0.	0.
Charles Alan Lee 1805 East North Street Greenville, SC 29607	Vice Preside 1.00	6,500.	0.	0.
Charles Alexander Lee 1805 East North Street Greenville, SC 29607	Vice Preside 1.00	6,000.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	1,620,084.
b Average of monthly cash balances	1b	40,001.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,660,085.
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	1,660,085.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,901.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,635,184.
6 Minimum investment return. Enter 5% of line 5	6	81,759.

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	81,759.
2a Tax on investment income for 2010 from Part VI, line 5	2a	271.	
b Income tax for 2010 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		271.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		81,488.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		81,488.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		81,488.

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	87,635.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	87,635.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	271.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,364.

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				81,488.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			74,205.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 87,635.				
a Applied to 2009, but not more than line 2a			74,205.	
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				13,430.
e Remaining amount distributed out of corpus	0.			
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:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				68,058.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 9				
Total			► 3a	65,100.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37.	
4 Dividends and interest from securities			14	43,485.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-9,668.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Class action settlements			14	77.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				33,931.	
13 Total. Add line 12, columns (b), (d), and (e)				13	33,931.

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

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

[illegible]

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class action settlements	\$ 77.	\$ 77.	
Total	<u>\$ 77.</u>	<u>\$ 77.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax and accounting services	\$ 1,950.	\$ 975.		\$ 975.
Total	<u>\$ 1,950.</u>	<u>\$ 975.</u>		<u>\$ 975.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McMillion Investment Management	\$ 12,493.	\$ 12,493.		
Total	<u>\$ 12,493.</u>	<u>\$ 12,493.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	\$ 664.			
Foreign taxes paid	49.	\$ 49.		
Total	<u>\$ 713.</u>	<u>\$ 49.</u>		<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and subscriptions	\$ 860.			\$ 860.
Total	<u>\$ 860.</u>	<u>\$ 0.</u>		<u>\$ 860.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
25000 US Treasury Bill	Cost	\$ 24,978.	\$ 24,981.
		\$ 24,978.	\$ 24,981.
Total		<u>\$ 24,978.</u>	<u>\$ 24,981.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2490 shs Alcoa Inc.	Cost	\$ 22,003.	\$ 38,321.
1050 shs American Express Co.	Cost	42,798.	45,066.
300 shs Baxter International Inc.	Cost	20,663.	15,186.
900 shs Bristol Myers Squibb	Cost	18,279.	23,832.
770 shs Caterpillar Inc.	Cost	44,437.	72,118.
395 shs Chevron Corp	Cost	32,542.	36,044.
1200 shs Cisco Systems Inc.	Cost	27,500.	24,276.
480 shs Coca Cola Co.	Cost	25,610.	31,570.
1000 shs Entergy Arkansas Inc.	Cost	25,060.	24,900.
470 shs ExxonMobil Corp	Cost	32,782.	34,366.
350 shs Fedex Corp	Cost	25,814.	32,554.
500 shs Fiserv Inc.	Cost	25,071.	29,280.
270 shs Freeport McMoran Copper & Gold	Cost	20,922.	32,424.
1600 shs General Electric Co.	Cost	40,067.	29,264.
400 shs Hewlett-Packard Co.	Cost	17,896.	16,840.
1000 shs Intel Corp	Cost	22,821.	21,030.
230 shs International Business Machines	Cost	28,600.	33,755.
530 shs Johnson & Johnson	Cost	37,025.	32,781.
760 shs JPMorgan Chase & Co.	Cost	31,180.	32,239.
1000 shs JPMorgan Chase Cap XXVII	Cost	25,000.	26,990.
1000 shs Lowes Companies	Cost	25,902.	25,080.
960 shs Marathon Oil Corp	Cost	31,144.	35,549.
600 shs Metlife Inc.	Cost	25,553.	26,664.
1100 shs Microsoft Corp	Cost	28,954.	30,701.
790 shs Nucor Corp	Cost	32,119.	34,618.
1000 shs Oracle Corp	Cost	21,870.	31,300.
1350 shs Poweshares Global ETF Water	Cost	19,822.	27,014.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
350 shs Procter & Gamble Co.	Cost	\$ 21,885.	\$ 22,515.
1700 shs Schwab Charles Corp	Cost	29,573.	29,087.
150 shs Sector SPDR TR SBI Energy	Cost	10,552.	10,238.
300 shs Sigma Aldrich Corp	Cost	17,847.	19,968.
1050 shs Staples Inc.	Cost	25,294.	23,908.
700 shs Teva Pharmaceutical Ind.	Cost	29,480.	36,491.
650 shs TJX Companies Inc.	Cost	22,856.	28,853.
370 shs United Technologies Corp	Cost	24,012.	29,126.
1935 shs Vanguard Emerg Mkts ETF	Cost	73,257.	93,163.
490 shs Vanguard Midcap Growth ETF	Cost	27,523.	30,527.
405 shs Vanguard Smallcap Growth ETF	Cost	25,049.	31,606.
530 shs Wal-Mart Stores, Inc.	Cost	30,714.	28,583.
1080 shs Wells Fargo & Co.	Cost	33,849.	33,469.
280 shs 3M Company	Cost	21,948.	24,164.
	Total	\$ 1,145,273.	\$ 1,285,460.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
50000 Wyeth Note 5.5%	Cost	\$ 49,944.	\$ 56,564.
25000 Henderson Cnty NC Ltd 3.45%	Cost	25,265.	25,137.
50000 Genl Electric Cap Corp 5.625%	Cost	49,063.	54,825.
50000 McCormick & Co. Nt 5.75%	Cost	50,929.	56,286.
50000 Hewlett-Packard Co. 5.5%	Cost	49,633.	56,336.
50000 Goldman Sachs Group 3.25%	Cost	50,000.	48,924.
15000 Morgan Stanley Dean Witter 4%	Cost	15,000.	14,918.
25000 JPMorgan Chase & Co.	Cost	25,000.	23,418.
25000 Citigroup Funding 4%	Cost	25,000.	24,227.
25000 Allegheny Cnty 6.25%	Cost	25,438.	24,313.
	Total	\$ 365,272.	\$ 384,948.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found-ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Upstate Visual Arts Inc. P.O. Box 10873 Greenville, SC 29603	N/A	public	Underwriting support for "Big Love" event and general operations	\$ 5,000.

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Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Greenville Symphony Assoc. 200 South Main Street Greenville, SC 29601	N/A	public	Towards the 2010 Season support, the Endowment Fund and gala underwriting	\$ 11,500.
Greenville Chatauqua 3 Drexel Avenue Greenville, SC 29615,	N/A	public	Towards the 2010 season	500.
Christ Episcopal Church 10 North Church Street Greenville, SC 29601	N/A	public	Towards the church music program	3,500.
International Ballet 1018 S. Batesville Greenville, SC 29650	N/A	public	Towards annual season support	10,000.
Christ Episcopal Church 10 North Church Street Greenville, SC 29601	N/A	public	Towards the youth ministry mission trip	100.
Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	N/A	public	General operating support	1,000.
Upstate Forever P. O. Box 2308 Greenville, SC 29602	N/A	public	Support towards local preservation efforts	1,000.
Francis Asbury Methodist Church 1800 E. North Street Greenville, SC 29607	N/A	public	General operating support	500.
Music Club of Greenville 1805 East North Street Greenville, SC 29607	N/A	public	Underwriting support for the annual gala and the Young Artists Competition	1,500.
Alpha Tau Omega Foundation 32 E. Washington, Suite 1350 Indianapolis, IN 46204	N/A	public	General operating support/annual fund	500.

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Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Sigma Alpha Epsilon Foundation P. O. Box 1856 Evanston, IL 60204	N/A	public	General operating support/annual fund	\$ 500.
Clemson University P. O. Box 1889 Clemson, SC 29634	N/A	public	Towards the Department of Parks, Recreation and Tourism general support	500.
ACMP-Assoc. Chamber Music Players 1123 Broadway, Rm 304 New York, NY 10010	N/A	public	General operating support	500.
Rhodes College 2000 N Parkway Memphis, TN 38112	N/A	public	Towards the Music Department general operating	500.
Morehead State University 150 University Blvd. Morehead, KY 40351	N/A	public	Towards the Music Department Annual Fund	500.
Greenville Civic Band P. O. Box 6984 Greenville, SC 29606	N/A	public	General operating support	500.
Peace Center Foundation 101 W. Broad Street Greenville, SC 29601	N/A	public	General operating support	2,500.
Council on Foundations 1828 L Street NW Washington, DC 20036	N/A	public	Towards annual membership	500.
SE Council on Foundations 50 Hurt Plaza Atlanta, GA 30303	N/A	public	Towards annual membership	500.
Centre Stage-South Carolina 501 River Street Greenville, SC 29601	N/A	public	General operating support	500.
Keowee Chamber Music Festival 406 Shorecrest Dr. Clemson, SC 29631	N/A	public	Towards sponsorship of the 2010 summer series	2,500.

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Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Chi Omega Sorority Foundation 3395 Players Club Pkwy Memphis, TN 38125	N/A	public	General operating support/annual fund	\$ 500.
Metropolitan Arts Council 16 Augusta St. Greenville, SC 29601	N/A	public	General operating support	1,000.
SC Governors School for the Arts P. O. Box 8458 Greenville, SC 29604	N/A	public	General operating support	500.
Warehouse Theatre 37 Augusta St. Greenville, SC 29601	N/A	public	General operating support	500.
Greenville Little Theater 444 College Street Greenville, SC 29601	N/A	public	General operating support	500.
South Carolina Children's Theater P. O. Box 9340 Greenville, SC 29604	N/A	public	General operating support	500.
Furman University 3300 Poinsett Hwy Greenville, SC 29613	N/A	public	Towards the capital campaign	500.
Friends of Paris Mountain State Park P. O. Box 3791 Greenville, SC 29608	N/A	public	General operating support	500.
Warren Wilson College P. O. Box 9000 Asheville, NC 28815	N/A	public	Towards the purchase of musical instruments and the Swannanoa Chamber Music Festival	3,000.
The Joffrey Ballet Joffrey Tower, 10 E. Randolph St. Chicago, IL 60601	N/A	public	General operating support	500.
Interim Healthcare Hospice P. O. Box 12243 Greenville, SC 29612	N/A	public	Towards the Life Stories Project	12,500.
Total				\$ <u>65,100.</u>