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

2010

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 DEC 1, 2010, and ending NOV 30, 2011

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

Name of foundation THE FULLERTON FOUNDATION		A Employer identification number 57-0847444
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 2208	Room/suite	B Telephone number 864-489-6678
City or town, state, and ZIP code GAFFNEY, SC 29342-2208		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 37,759,557.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		50.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,008,554.	1,008,554.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,735,073.			STATEMENT 1
b Gross sales price for all assets on line 6a	25,204,429.				
7 Capital gain net income (from Part IV, line 2)			1,681,601.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<12,159.>	<12,159.>		STATEMENT 3
12 Total Add lines 1 through 11		2,731,518.	2,677,996.		
13 Compensation of officers, directors, trustees, etc		151,790.	37,948.		113,842.
14 Other employee salaries and wages		34,793.	8,698.		26,095.
15 Pension plans, employee benefits		11,243.	2,811.		8,432.
16a Legal fees					
b Accounting fees		12,400.	3,100.		9,300.
c Other professional fees		209,487.	209,487.		0.
17 Interest					
18 Taxes		99,091.	15,769.		9,391.
19 Depreciation and depletion		12,440.	3,110.		
20 Occupancy					
21 Travel, conferences, and meetings		8,856.	0.		8,856.
22 Printing and publications					
23 Other expenses	STMT 7	145,139.	104,471.		39,869.
24 Total operating and administrative expenses Add lines 13 through 23		685,239.	385,394.		215,785.
25 Contributions, gifts, grants paid		1,868,047.			1,868,047.
26 Total expenses and disbursements. Add lines 24 and 25		2,553,286.	385,394.		2,083,832.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		178,232.			
b Net investment income (if negative, enter -0-)			2,292,602.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	5,047.	5,907.	5,907.	
	2 Savings and temporary cash investments	1,627,770.	3,417,245.	3,417,245.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 8	5,262,650.	3,472,150.	3,620,007.	
	b Investments - corporate stock STMT 9	14,552,549.	14,015,153.	14,158,854.	
	c Investments - corporate bonds STMT 10	4,176,939.	5,074,065.	5,334,453.	
11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11	7,024,916.	6,929,076.	7,336,044.		
14 Land, buildings, and equipment basis ▶ STMT 20	367,631.				
Less accumulated depreciation ▶	201,984.				
15 Other assets (describe ▶ STATEMENT 12)	3,712,932.	3,639,881.	3,721,400.		
16 Total assets (to be completed by all filers)	36,540,892.	36,719,124.	37,759,557.		
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				
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	36,540,892.	36,719,124.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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				
30 Total net assets or fund balances	36,540,892.	36,719,124.			
31 Total liabilities and net assets/fund balances	36,540,892.	36,719,124.			

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	36,540,892.
2 Enter amount from Part I, line 27a	2	178,232.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	36,719,124.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,719,124.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 25,204,429.		23,522,828.	1,681,601.

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			1,681,601.

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	1,681,601.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,957,280.	39,319,626.	.049779
2008	2,203,038.	37,450,459.	.058825
2007	2,253,693.	44,773,727.	.050335
2006	2,382,883.	48,856,224.	.048773
2005	2,050,315.	46,594,737.	.044003

2 Total of line 1, column (d)	2	.251715
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	.050343
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	39,883,231.
5 Multiply line 4 by line 3	5	2,007,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,926.
7 Add lines 5 and 6	7	2,030,767.
8 Enter qualifying distributions from Part XII, line 4	8	2,083,832.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	22,926.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	22,926.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	22,926.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 62,906.		
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	62,906.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	39,980.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 23,000. Refunded <input checked="" type="checkbox"/>		11	16,980.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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	
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 instructions) <input checked="" type="checkbox"/> 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 Not Required by SC Attorney General	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)? 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► W. CARLISLE HAMRICK Telephone no. ► 864-489-6678 Located at ► GAFFNEY, SC ZIP+4 ► 29342-2208			
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 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		151,790.	4,644.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CITIGROUP GLOBAL MARKETS INC. - 700 SPRINGS FOREST RD. SUITE 200, RALEIGH, NC 27609	INVESTMENT MANAGEMENT	206,925.

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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

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

Total. Add lines 1 through 3

0.

Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,268,187.
b	Average of monthly cash balances	1b	56,756.
c	Fair market value of all other assets	1c	165,647.
d	Total (add lines 1a, b, and c)	1d	40,490,590.
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	40,490,590.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	607,359.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,883,231.
6	Minimum investment return. Enter 5% of line 5	6	1,994,162.

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	1,994,162.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	22,926.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,971,236.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,971,236.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,971,236.

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	2,083,832.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,083,832.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	22,926.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,060,906.

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				1,971,236.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,590,317.	
b Total for prior years:		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: ▶ \$ 2,083,832.				
a Applied to 2009, but not more than line 2a			1,590,317.	
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				493,515.
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,477,721.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT 18		PUBLIC CHARITIES		1,868,047.
b Approved for future payment SEE ATTACHED STATEMENT 19		PUBLIC CHARITIES		1,497,371.
Total			▶ 3a	1,868,047.
			▶ 3b	1,497,371.




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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.					
	 Signature of officer or trustee		4-2-12 Date		 Title	
Paid Preparer Use Only	Print/type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed	PTIN
	DERON B. STANCIL					
	Firm's name ▶ ELLIOTT DAVIS LLC/PLLC					Firm's EIN ▶
	Firm's address ▶ PO BOX 6286 GREENVILLE, SC 29606-6286					Phone no. 864-242-3370

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 ST LOSS - CITIGROUP EMERGING CTA PORTFOLIO LP	0.	2,114.	0.	0.	<2,114.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 LT LOSS - CITIGROUP EMERGING CTA PORTFOLIO LP	0.	313.	0.	0.	<313.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 1256 INCOME - CITIGROUP EMERGING CTA PORTFOLIO LP	30,201.	0.	0.	0.	30,201.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 1256 LOSS - AAA CAPITAL ENERGY FUND LP II	0.	47,397.	0.	0.	<47,397.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 ST LOSS - CMF INSTITUTIONAL FUTURES PORTFOLIO LP	0.	8,874.	0.	0.	<8,874.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 LT LOSS - CMF INSTITUTIONAL FUTURES PORTFOLIO LP	0.	1,108.	0.	0.	<1,108.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SCH K-1 1256 INCOME - CMF INSTITUTIONAL FUTURES PORTFOLIO LP	71,468.	0.	0.	0.	71,468.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SCH K-1 ST GAIN - CITIGROUP FAIRFIELD FUTURES FUND LP II	PURCHASED	VARIOUS	VARIOUS		
	831.	0.	0.	0.	831.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SCH K-1 LT LOSS - CITIGROUP FAIRFIELD FUTURES FUND LP II	PURCHASED	VARIOUS	VARIOUS		
	0.	352.	0.	0.	<352.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SCH K-1 1256 INCOME - CITIGROUP FAIRFIELD FUTURES FD	PURCHASED	VARIOUS	VARIOUS		
	31,669.	0.	0.	0.	31,669.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VARIOUS SECURITY TRANSACTIONS - WEDGE CAPITAL MANAGEMENT	PURCHASED	VARIOUS	VARIOUS		
	9,021,499.	8,812,251.	0.	0.	209,248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - NWQ					
	370,390.	311,945.	0.	0.	58,445.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - WESTEND ADVISORS					
	486,069.	576,659.	0.	0.	<90,590.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - MOODY ALDRICH					
	806,976.	743,868.	0.	0.	63,108.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - SNOW CAPITAL					
	1,295,666.	1,257,803.	0.	0.	37,863.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - WENTWORTH HAUSER					
	30,697.	57,527.	0.	0.	<26,830.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - AUSTIN CAPITAL					
	42,296.	37,291.	0.	0.	5,005.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - NWQ INT'L					
	510,321.	539,864.	0.	0.	<29,543.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - HAYS ADVISORY					
	1,296,770.	1,071,272.	0.	0.	225,498.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - SANTA BARBARA					
	1,578,453.	1,422,607.	0.	0.	155,846.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - MILLER HOWARD					
	1,133,744.	1,035,931.	0.	0.	97,813.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - HAYS ETF					
	2,694,760.	2,504,744.	0.	0.	190,016.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - PIMCO AND HIGHBRIDGE					
	1,039,000.	1,213,753.	0.	0.	<174,753.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VARIOUS SECURITY TRANSACTIONS - ARDEN ENDOWMENT ADVISERS					
	3,700,716.	2,967,002.	0.	0.	733,714.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CITIGROUP AAA II ENERGY FUTURES FUND - PARTIAL SALE					
	244,867.	114,540.	0.	0.	130,327.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CITIGROUP FAIRFIELD FUTURES FUND LP - ENTIRE DISPOSITION					
	511,920.	442,141.	0.	0.	69,779.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CITIGROUP EMERGING CTA PORTFOLIO - ENTIRE DISPOSITION					
	306,116.	300,000.	0.	0.	6,116.

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					1,735,073.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARDEN ENDOWMENT DIVIDENDS	2.	0.	2.
AUSTIN CAPITAL MANAGEMENT DIVIDENDS	1.	0.	1.
HAYS ADVISORY DIVIDENDS	20,186.	0.	20,186.
HAYS ETF DIVIDENDS	14,767.	0.	14,767.
MANAGED FUNDS DIVIDENDS	1.	0.	1.
MILLER HOWARD DIVIDENDS	93,107.	0.	93,107.
MOODY ALDRICH DIVIDENDS	23,749.	0.	23,749.
NWQ DIVIDENDS	23,810.	0.	23,810.
NWQ INT'L DIVIDENDS	70,476.	0.	70,476.
PIMCO & HIGHBRIDGE DIVIDENDS	100,042.	0.	100,042.
SANTA BARBARA DIVIDENDS	31,271.	0.	31,271.
SCHEDULE K-1 INTEREST - AAA CAPITAL ENERGY FUND L.P. II	520.	0.	520.
SCHEDULE K-1 INTEREST - CMF INSTITUTIONAL FUTURES PORTFOLIO LP	1,099.	0.	1,099.
SCHEDULE K-1 INTEREST - EMERGING CTA PORTFOLIO LP	328.	0.	328.
SCHEDULE K-1 INTEREST - FAIRFIELD FUTURES FUND LP II	475.	0.	475.
SMITH BARNEY DIVIDENDS	307.	0.	307.
SNOW CAPITAL DIVIDENDS	23,529.	0.	23,529.
WEDGE DIVIDENDS	5.	0.	5.
WEDGE REG INTEREST	353,803.	0.	353,803.
WEDGE US GOVT INTEREST	193,883.	0.	193,883.
WENTWORTH HAUSER DIVIDENDS	34,328.	0.	34,328.
WESTEND ADVISORS DIVIDENDS	22,865.	0.	22,865.
TOTAL TO FM 990-PF, PART I, LN 4	1,008,554.	0.	1,008,554.

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	221.	221.	
SCH K-1 OTHER INCOME - EMERGING CTA PORTFOLIO LP	<2,502.>	<2,502.>	
SCH K-1 OTHER INCOME - CMF INSTITUTIONAL FUTURES PORTFOLIO LP	2,976.	2,976.	
SCH K-1 OTHER INCOME - FAIRFIELD FUTURES FUND LP II	<17,005.>	<17,005.>	

EQUITY ADJS - MANAGED FUTURES

4,151.

4,151.

TOTAL TO FORM 990-PF, PART I, LINE 11

<12,159.>

<12,159.>

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,400.	3,100.		9,300.
TO FORM 990-PF, PG 1, LN 16B	12,400.	3,100.		9,300.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	209,487.	209,487.		0.
TO FORM 990-PF, PG 1, LN 16C	209,487.	209,487.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL PAYROLL TAXES	10,873.	2,718.		8,155.
FEDERAL EXCISE TAXES	73,931.	0.		0.
FOREIGN TAXES	12,639.	12,639.		0.
STATE PAYROLL TAXES	1,648.	412.		1,236.
TO FORM 990-PF, PG 1, LN 18	99,091.	15,769.		9,391.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTO EXPENSE	7,929.	0.		7,929.	
SCHOLARSHIP EXPENSE	12,365.	0.		12,365.	
DUES & SUBSCRIPTIONS	5,822.	1,456.		4,366.	
OFFICE EXPENSE	9,278.	2,320.		6,958.	
LIABILITY INSURANCE	4,639.	0.		4,639.	
EMPLOYMENT EXPENSE	60.	0.		60.	
TELEPHONE	1,345.	336.		1,009.	
WORKERS COMP	1,532.	383.		1,149.	
UTILITIES	1,859.	465.		1,394.	
MISCELLANEOUS	1,000.	1,000.		0.	
REPAIRS & MAINTENANCE	620.	0.		0.	
SCH K-1 OTHER DEDUCTIONS -					
FAIRFIELD FUTURES FD	18,496.	18,496.		0.	
SCH K-1 OTHER DEDUCTIONS -					
EMERGING CTA PORTFOLIO LP	10,106.	10,106.		0.	
SCH K-1 OTHER DEDUCTIONS -					
AAA II ENERGY FUTURES FD	21,376.	21,376.		0.	
SCH K-1 OTHER DEDUCTIONS -					
CMF INSTITUTIONAL FUTURES					
PORTFOLIO LP	48,533.	48,533.		0.	
PENALTIES	179.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	145,139.	104,471.		39,869.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT 14	X		465,717.	463,482.	
SEE ATTACHED STATEMENT 14		X	3,006,433.	3,156,525.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			465,717.	463,482.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,006,433.	3,156,525.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,472,150.	3,620,007.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	14,015,153.	14,158,854.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,015,153.	14,158,854.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 14	5,074,065.	5,334,453.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,074,065.	5,334,453.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 14	COST	6,929,076.	7,336,044.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,929,076.	7,336,044.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - SEE ATTACHED STATEMENT 14	3,712,932.	3,639,881.	3,721,400.
TO FORM 990-PF, PART II, LINE 15	3,712,932.	3,639,881.	3,721,400.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WYLIE L. HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	VICE CHAIRMAN 1.00	3,000.	0.	0.
HELEN T. BADEN P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	3,000.	0.	0.
CHARLES F. HAMRICK II P.O. BOX 2208 GAFFNEY, SC 29342-2208	CHAIRMAN 1.00	4,000.	0.	0.
LYMAN W. HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	SECRETARY 1.00	4,000.	0.	0.
W. CARLISLE HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	TREASURER 1.00	4,000.	0.	0.
CHARLES J. BONNER P.O. BOX 2208 GAFFNEY, SC 29342-2208	EXECUTIVE DIRECTOR 40.00	116,790.	4,644.	0.
JEAN HAMRICK HAAS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
A. WARDLAW HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 1.00	4,000.	0.	0.
VOLINA V. LYONS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
FRANCES REAVES ROSS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	1,000.	0.	0.
ELAINE HAMRICK SHIELDS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		151,790.	4,644.	0.

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - OTHER SECURITIES
NOVEMBER 30, 2011

Description	Interest Rate	Maturity Date	Par Value	Historical Cost	Market Value
U S Government and U S Government Agency Obligations					
US Treasury Notes SER P-2012	4 125%	08/31/12	450,000	\$465,716 85	\$463,482 00
Municipals Bonds					
Columbus Ohio Var Purp -Ser C	4 340%	07/01/18	210,000	\$217,495 50	\$232,386 00
Fairfax Cnty VA Pub Impt-E	4 150%	10/01/18	110,000	\$113,800.40	\$124,474 90
Franklin Tenn Taxable-Pub Impt-Ser B	4 450%	03/01/18	180,000	\$189,135 55	\$197,040 60
Idaho Health Facs Auth Rev Etm	5 470%	09/01/16	90,000	\$106,905 40	\$108,330 40
King Cnty Wash Ser D	5 430%	12/01/25	135,000	\$147,615 65	\$160,508 25
Maryland St Dept Transn Cons	3 600%	06/15/17	210,000	\$214,728 00	\$228,622.80
Maryland St Taxable-2nd Ser	4 350%	08/01/25	95,000	\$108,495 70	\$106,010 50
Medical Univ SC Hosp Auth	5 130%	08/15/16	95,000	\$96,184 50	\$97,126 10
Mississippi Dev Bk Spl Oblig	5 270%	07/01/13	55,000	\$58,632 25	\$56,927 20
New Jersey St Tpk Auth	4 252%	01/01/15	105,000	\$114,159 60	\$113,582 70
New Jersey St Tpk Auth	4 252%	01/01/16	165,000	\$165,602 65	\$171,355 80
Norfolk VA Taxable Ser B	4 400%	03/01/18	100,000	\$103,895 45	\$112,727 00
North Carolina Mun Pwr Agy	5 482%	01/01/21	210,000	\$219,197 70	\$232,999 20
Ohio St Major New St	3 643%	06/15/16	205,000	\$206,524 00	\$220,485 70
Oregon Sch Brds Assn Pension	4 668%	06/30/20	100,000	\$98,657 40	\$108,207 00
Oregon St Pension Txble B/E L/T	5 305%	06/01/16	90,000	\$94,354 10	\$97,305 30
South Carolina Public Service Auth	6 808%	01/01/14	290,000	\$329,765 20	\$321,905 80
University Ala Gen Rev Univ Ala-SerB	4 640%	07/01/19	90,000	\$92,433 50	\$101,969 10
Virginia College Bldg Auth	5 000%	09/01/25	160,000	\$167,764 05	\$182,811 20
Virginia St Hsg Dev Auth	6 070%	11/01/18	155,000	\$161,086 70	\$181,749 90
				<u>\$3,006,433 30</u>	<u>\$3,156,525 45</u>
Asset Backed Securities					
FHLMC PL#782451	5 087%	10/01/34	505,000	\$82,436 57	\$81,942 52
FHLMC PL#G12732	4 000%	06/01/20	240,000	\$87,226 65	\$94,362.68
FHLMC PL#G18016	5 000%	10/01/19	175,000	\$38,281 28	\$39,975 38
FNMA PL#385623	4 940%	12/01/12	125,000	\$127,565 61	\$125,921 25
FNMA PL#464690	4 691%	03/01/20	295,000	\$310,498 51	\$327,420 50
FNMA PL#464933	4 324%	04/01/20	310,000	\$317,150 05	\$330,672 14
FNMA PL#735608	3 665%	03/01/35	385,000	\$81,880 74	\$80,465 19
FNMA PL#745169	5 226%	01/01/36	425,000	\$158,801 98	\$161,481 80
FNMA PL#745295	4 845%	10/01/12	305,000	\$172,829 05	\$166,118 18
FNMA PL#745935	5 871%	08/01/16	340,000	\$319,206 43	\$338,052 48
FNMA PL#817509	5 163%	09/01/35	205,000	\$68,779 74	\$67,032 61
FNMA PL#888267	5 859%	02/01/17	555,000	\$502,425 92	\$517,937 05
FNMA PL#957710	5 828%	09/01/18	210,000	\$223,883 82	\$227,367 04
FNMA PL#958347	5 642%	03/01/19	320,000	\$344,155 06	\$349,914 71
FNMA PL#AD9605	3 516%	08/01/40	545,000	\$383,454 08	\$380,956 66
GNMA PL#601464X	5 125%	09/15/29	120,000	\$108,196 91	\$107,653 35
GNMA PL#634710X	5 500%	11/15/46	160,000	\$157,796 36	\$161,421 25
GNMA PL#636385X	5 680%	05/15/47	155,000	\$155,312 23	\$162,705 06
				<u>\$3,639,880 99</u>	<u>\$3,721,399 85</u>
Corporate Bonds					
Allstate Corp	7.450%	05/16/19	185,000	\$198,922 20	\$221,143 45
AT & T Inc	4 950%	01/15/13	240,000	\$259,998 05	\$250,572 00
Bank of America Corp	5 750%	12/01/17	270,000	\$268,538 25	\$246,269 70
BB & T Corp	2 050%	04/28/14	190,000	\$192,802 50	\$192,418 70
Berkshire Hathaway Fin Corp	4 850%	01/15/15	280,000	\$282,228 55	\$307,829 20
Caterpillar Finl.	2 050%	08/01/16	190,000	\$192,831 00	\$191,398 40
Citigroup Inc.	5 300%	10/17/12	305,000	\$322,955 10	\$310,529 65
ConocoPhillips	5 625%	10/15/16	165,000	\$192,691 35	\$192,122 70
Eli Lilly & Co	6 570%	01/01/16	260,000	\$292,583 65	\$306,755 80
General Elec Cap Corp	5 450%	01/15/13	300,000	\$314,281 30	\$313,638 00

Intl Business Machines Corp	7.625%	10/15/18	140,000	\$186,450.60	\$183,734.60
J P Morgan Chase & Co	6.000%	01/15/18	230,000	\$224,442.70	\$252,487.10
John Deere	5.750%	09/10/18	160,000	\$193,524.80	\$191,728.00
Microsoft Corp	2.950%	06/01/14	180,000	\$191,638.80	\$190,029.60
Pepsico Inc	7.900%	11/01/18	190,000	\$212,072.95	\$251,856.40
SBC Communications Inc	5.625%	06/15/16	270,000	\$276,957.05	\$308,966.40
Seariver Maritime Fincl	0.000%	09/01/12	325,000	\$271,111.90	\$319,348.25
Suntrust Bank	5.450%	12/01/17	170,000	\$166,070.80	\$180,188.10
Verizon Communications	8.750%	11/01/18	305,000	\$326,825.95	\$406,439.95
Wells Fargo & Co	5.625%	12/11/17	230,000	\$246,422.80	\$258,244.00
Wells Farco Co	4.375%	01/31/13	250,000	\$260,715.00	\$258,752.50
				<u>\$5,074,065.30</u>	<u>\$5,334,452.50</u>

Hedge Fund of Funds

Austin Capital All Seasons	\$164,918.00	\$98,258.00
Aurora	\$3,300,000.00	\$3,138,633.00
K2 Overseas investor	\$1,710,000.00	\$2,041,060.00
	<u>\$5,174,918.00</u>	<u>\$5,277,951.00</u>

Managed Futures

AAA Capital Energy Fund	\$254,157.72	\$538,967.23
CMF Institutional Futures	\$1,000,000.00	\$1,019,125.55
Equity Adjustment - Managed Futures	\$0.00	\$0.00
Polaris Futures	\$500,000.00	\$500,000.00
	<u>\$1,754,157.72</u>	<u>\$2,058,092.78</u>

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity securities	3,189	ALLIANZ SE ADR	33,491 99	32,878 59
	6,509	ALSTOM-EUR	26,521 73	22,130 60
	3,685	ALUMINA LTD SPONSORED ADR	20,760 13	21,741 50
	1,184	ANGLOGOLD ASHANTI LTD ADR	36,576 15	56,784 64
	1,176	ASTRAZENECA PLC SPON ADR	55,713 80	54,072 48
	845	AXIS CAPITAL HOLDINGS LTD-USD	24,801 25	26,980 85
	1,515	BARRICK GOLD CORP CAD	59,506 58	80,113 20
	3,122	CAMECO CORP	78,655 52	59,130 68
	8,713	CARREFOUR SA-SP ADR	63,742 67	45,481 86
	3,417	CENTRAIS ELETRICAS BRASILEIRAS SPON ADR	36,296 49	31,743 93
	6,559	DAI NIPPON PRTG LTD JAPAN SPONS ADR	92,974 43	63,228 76
	1,122	DAIICHI SANKYO CO SPONSORED ADR	21,277 20	20,027 70
	2,290	EAST JAPAN RY CO-JPY	25,933 25	23,289 30
	5,858	ELECTRICITE DE FRANCE-EUR	47,888 26	31,340 30
	15,013	FINMECCANICA SPA-EUR	64,787 79	31,377 17
	1,945	FUJIFILM HLDGS CORP-JPY	61,055 16	46,660 55
	3,681	GAZPROM OAO SPONS ADR	38,489 54	42,331 50
	1,272	GLAXOSMITHKLINE PLC SP ADR	51,157 48	56,578 56
	2,548	GOLD FIELDS LTD SPONS ADR	34,404 44	43,163 12
	377	HACHIJUNI BANK LTD-JPY ADR	22,409 15	22,243 00
	3,700	HOME RETAIL GROUP	34,254 24	20,905 00
	3,843	KINROSS GOLD CORP-CAD (NEW)	63,262 17	53,686 71
	2,813	KOREA ELEC PWR CORP SP ADR	49,329 38	31,224 30
	2,682	MARINE HARVEST UNSPON ADR	27,632.41	22,984 74
	5,970	MS&AD INSURANCE UNSPON ADR	75,157 19	58,028 40
	1,280	NEWCREST MINING LTD SPON ADR	34,318 11	46,604 80
	2,947	NEXEN INC	58,637 27	48,831 79
	1,811	NINTENDO CO LTD ADR NEW	48,436 05	34,499 55
	3,088	NIPPON TEL & TEL SPON ADR	69,857 24	76,273 60
	6,680	NOKIA CORP SPONSORED ADR	69,785 42	38,677 20
	3,572	PANASONIC CORP ADR	49,857 62	34,112 60
	6,912	POLYUS GOLD INTERNATIONAL LTD GDR	24,952.23	20,183 04
	649	PT TELEKOMUNAKASI INDONESIA SPONS ADR	21,888 44	21,254 75
	1,299	ROHM CO LTD-JPY	37,587 98	30,786 30
	1,989	SANOFI SPONS ADR	73,208 30	69,634.89
	3,903	SEKISUI HOUSE UNSPONS ADR	35,122 27	33,760 95
	916	SEVEN & I HLDGS CO LTD-JPY	45,153 91	50,828 84
	2,476	SHISEIDO LTD SPONSORED ADR	44,349 47	45,558 40
	321	SIEMENS A G SPONS ADR	20,875 34	32,552 61
	3,808	SK TELECOM LTD SPON ADR	60,865 53	56,320 32
	4,610	SOCIETE GENERALE SPON ADR	30,512 51	22,542 90
	8,667	SUMITOMO MITSU TR SPON ADR	29,995 97	26,087 67
	1,138	SWISSCOM AG SPONS ADR	38,737 12	42,868 46
	1,558	TALISMAN ENERGY INC	21,235 67	21,188 80
	5,466	TELECOM ITALIA S P A ADR (NEW) REPSTG SVG SHS	110,273 57	52,910 88
	4,438	TNT EXPRESS NV ADR	40,286 13	31,376 66
	518	TOYOTA MOTOR CORP ADR NEW	36,089 25	34,141 38
	2,726	UBS AG (NEW)	72,680 61	33,993 22
	1,942	VODAFONE GROUP PLC SPONS ADR NEW	37,074 27	52,725 30
	589	WACOAL CORP ADR	38,419 31	38,167 20
	2,593	WOLTERS KLUWER N V SP ADR	45,748 32	44,573 67
		SUBTOTAL	2,342,026	2,038,583

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity securities	683	ACCENTURE PLC	22,672 80	39,566 19
	632	AGRIUM INC USD	38,728 39	44,233 68
	1,790	AMERICA MOVIL S A B DE CV SER L SPONS ADR	38,935 76	42,637 80
	1,253	AMERISOURCEBERGEN CORP	51,617 71	46,548 95
	2,449	BANCO BRADESCO SPONS ADR (NEW)	44,528 21	40,408 50
	1,209	CAMERON INTERNATIONAL CORP	51,266 74	65,273 91
	734	COGNIZANT TECH SOLUTIONS CL A	18,568 95	49,434 90
	504	CORE LABORATORIES N V-USD	29,229 81	58,489 20
	552	CUMMINS INC	14,014 62	53,174 16
	1,271	CVS CAREMARK CORP	49,237 01	49,365 64
	1,067	DANAHER CORP DE	30,358 00	51,621 46
	1,671	DICKS SPORTING GOODS INC	41,087 38	65,687 01
	891	DIRECTV CL A	22,669 98	42,073 02
	1,393	DISCOVERY COMMUNICATIONS INC SER A	44,472 48	58,478 14
	429	FACTSET RESEARCH SYSTEMS INC	23,112 03	39,995 67
	436	FLOWERVE CORP	39,642 00	44,807 72
	1,706	IMPAX LABORATORIES INC	30,020 05	34,358 84
	1,032	INFORMATICA CORP	54,308 28	46,393 56
	608	JOY GLOBAL INC	32,142 71	55,498 24
	520	MCKESSON CORPORATION	22,807 67	42,281 20
	955	NU SKIN ENTERPRISES INC CL A	36,758 33	45,591 70
	1,530	ORACLE CORP	28,642 37	47,965 50
	369	PRECISION CASTPARTS CORP	45,150 10	60,792 75
	1,046	SOUTHERN COPPER CORP DEL	24,542 68	32,561 98
	774	SPDR S&P 500ETF TRUST	92,090 52	96,742 26
	1,056	SPDR S&P MIDCAP 400 ETF TR	145,360 93	170,026 56
	1,749	TESORO CORP	50,902 90	41,783 61
	1,282	UNITED CONTINENTAL HOLDINGS INC	28,509 37	23,037 54
	1,004	VEECO INSTRUMENTS INC DEL	52,167 14	24,989 56
		SUBTOTAL	1,203,545	1,513,819

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	758	ACCENTURE PLC	22,289 30	43,910 94
	638	AKAMAI TECHNOLOGIES INC	25,017 37	18,444 58
	494	ALLERGAN INC	28,757 96	41,357 68
	864	ALTERA CORP	31,573 83	32,546 88
	692	AMERICAN TOWER CORP-CLASS A	34,081 97	40,828 00
	647	AMPHENOL CORP CLASS A	21,231 00	29,328 51
	683	BMC SOFTWARE INC	33,181 37	24,355 78
	1,006	BROADCOM CORP CL A	40,532 32	30,527 07
	434	BUNGE LIMITED	39,805 77	27,125 00
	581	CHECK POINT SOFTWARE TECH	25,514 38	32,152 54
	441	CHICAGO BRIDGE&IRON NV SHS	16,310 08	18,235 35
	266	CONTINENTAL RESOURCES INC	16,656 07	18,776 94
	457	COSTCO WHOLESALE CORP NEW	27,131 81	38,982 10
	536	COVIDIEN PLC	24,654 50	24,414 80
	195	DECKERS OUTDOOR CORP	17,532.22	21,244 28
	802	DISCOVERY COMMUNICATIONS INC SER A	32,887 53	33,667 96
	637	DONALDSON CO INC	28,197 19	43,538 95
	673	ECOLAB INC	28,197 22	38,374 46
	1,987	EMC CORP-MASS	36,952 34	45,720 87
	590	EMERSON ELECTRIC CO	30,419 99	30,827 50
	616	EXPRESS SCRIPTS INC COMMON	9,358 58	28,120 40
	560	FLIR SYSTEMS INC	12,837 33	15,041 60
	777	GILEAD SCIENCES INC	33,321 18	30,963 45
	99	GOOGLE INC CLASS A	51,799 22	59,339 61
	532	HERBALIFE LTD	15,378 84	29,419 60
	491	INTUIT INC	14,384 97	26,140 84
	828	JOHNSON CONTROLS INC	32,468 86	26,065 44
	1,474	JUNIPER NETWORKS INC	42,491 99	33,474 54
	400	MCDONALDS CORP	23,029 64	38,208 00
	342	MONSANTO CO NEW	25,902 60	25,119 90
	203	NATIONAL OILWELL VARCO INC	14,257 20	14,555 10
	409	NIKE INC CL B	27,594 19	39,337 62
	536	NORFOLK SOUTHERN CORP	30,894 72	40,489 44
	707	NU SKIN ENTERPRISES INC CL A	28,780 02	33,752 18
	538	OCCIDENTAL PETROLEUM CORP-DEL	44,910 40	53,208 20
	507	PEPSICO INC	31,155 15	32,448 00
	496	PRAXAIR INC	47,737 38	50,592 00
	594	QUALCOMM INC	22,517 96	32,551 20
	503	ROBERT HALF INTERNATIONAL INC	16,281 26	13,324 47
	437	ROSS STORES INC DE	20,220 43	38,932 33
	609	SCHLUMBERGER LTD	48,362 71	45,875.97
	326	STRYKER CORP	16,588 37	15,918 58
	546	T ROWE PRICE GROUP INC	35,289 84	30,990.96
	613	TEVA PHARMACEUTICAL INDS LTD ADR	27,869 55	24,280 93
	537	UNITED TECHNOLOGIES CORP	40,152 17	41,134 20
	454	VARIAN MEDICAL SYSTEMS INC	20,506 77	28,252 42
	393	VISA INC COM CL A	30,804 36	38,109.21
	223	WATERS CORP	9,828 28	17,840 00
	1,008	WELLS FARGO & CO NEW	32,363 86	26,066 88
SUBTOTAL			1,368,012	1,563,913

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	3,630	ACCURIDE CORPORATION	26,877 95	22,179 30
	1,150	AMEREN CORP	31,108 38	38,881 50
	1,140	AT&T INC	29,104 58	33,037 20
	1,320	BANK NEW YORK MELLON CORP	26,817 25	25,687 20
	4,280	BANK OF AMERICA CORP	41,708 47	23,283 20
	450	BAXTER INTL INC	23,654 99	23,247 00
	3,150	BROOKLINE BANCORP INC	28,995 01	25,326 00
	950	CABELA'S INC CLASS A	23,061 88	22,391 50
	2,690	CLEAR CHANNEL OUTDOOR HLDGS INC CLASS A	27,415 75	30,423 90
	1,500	CLOUD PEAK ENERGY INC	24,447 87	32,055 00
	2,480	COMMERCIAL METALS CO	32,152 86	34,670 40
	1,910	EXELIS INC	20,716 32	17,075 40
	750	EXELON CORP	32,401 66	33,232 50
	350	FREEPORT MCMORAN COPPER & GOLD CL B	13,910 82	13,860 00
	140	GOLDMAN SACHS GROUP INC	19,756 44	13,420 40
	1,880	GOODYEAR TIRE & RUBBER CO	22,365 32	26,301 20
	280	GRACE W R & CO DEL NEW	1,948 86	11,667 60
	1,770	HUNTSMAN CORP	16,903 87	19,346 10
	850	MARATHON PETROLEUM CORP	35,099 09	28,381 50
	8,090	MGIC INVT CORP WIS	26,461 31	23,299 20
	4,920	MICRON TECHNOLOGY INC	35,817.46	29,470 80
	2,180	MPG OFFICE TRUST INC	8,008 99	4,512 60
	1,500	NEXEN INC	30,287 29	24,855 00
	1,090	O CHARLEYS INC	8,401 03	7,019 60
	1,200	OSHKOSH TRUCK CORP	26,138 04	24,624 00
	1,230	PPL CORP	30,878 99	36,924 60
	590	SEMPRA ENERGY	31,136 09	31,382 10
	1,450	TESCO CORP ALTA	11,809 15	19,328 50
	870	TEXTAINER GROUP HLDGS(TGH) -IPO	20,718 46	23,577 00
	1,180	THE BABCOCK & WILCOX COMPANY	26,580 69	26,762 40
	1,560	WEYERHAEUSER CO	26,365 25	26,192 40
	890	XYLEM INC	23,232 60	21,271 00
		SUBTOTAL	784,282 72	773,686 10

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equities Securities	1,295	AECOM TECHNOLOGY CORP	26,445 79	27,777 75
	1,015	ALLSTATE CORP	19,582 26	27,191 85
	1,355	AMERICAN EAGLE OUTFITTERS INC	15,529 20	18,848 05
	485	AMGEN INC	24,877 95	28,086 35
	920	ARCHER-DANIELS-MIDLAND CO	29,282 12	27,710 40
	680	ASPEN INSURANCE HOLDINGS LTD-USD	16,789 16	18,033.60
	1,120	BARNES GROUP INC	25,809 15	27,899 20
	740	BIG LOTS INC	24,468 24	29,681 40
	415	BOEING CO	25,013 35	28,506 35
	940	CHESAPEAKE ENERGY CORP	22,526 69	23,819 60
	1,540	COMMUNITY HEALTH SYS INC NEW	33,680 93	30,599 80
	1,610	GENERAL ELECTRIC CO	50,744 41	25,615 10
	1,355	HARTFORD FINL SVCS GROUP INC	33,993 47	24,064 80
	980	HEALTH NET INC	23,853 49	30,517 20
	975	INTERNATIONAL PAPER CO	25,579.80	27,690 00
	755	JPMORGAN CHASE & CO	27,994 27	23,382 35
	1,630	KINDRED HEALTHCARE INC	21,653 99	20,212 00
	690	LIFEPOINT HOSPS INC	21,578 75	27,068.70
	870	MACYS INC	17,682 09	28,127 10
	250	MARATHON PETROLEUM CORP	7,281 02	8,347 51
	755	METLIFE INC	22,771 69	23,767 40
	850	PATTERSON UTI ENERGY INC	15,964 45	17,867 00
	695	PFIZER INC	13,890 92	13,948 65
	505	PNC FINANCIAL SERVICES GROUP	25,780 81	27,376 05
	490	PRUDENTIAL FINANCIAL INC	23,669 58	24,813 60
	925	SAFEWAY INC NEW	20,022 21	18,500 00
	1,395	SPIRIT AEROSYSTEMS HLDGS INC CLASS A	23,355 99	27,216 45
	1,570	TEREX CORP NEW	27,555 49	24,225 10
	570	TEVA PHARMACEUTICAL INDS LTD ADR	25,850 43	22,577 70
	880	TEXAS INSTRUMENTS INC	15,327 43	26,488 00
	1,055	VALERO ENERGY CORP-NEW	21,046 69	23,494 85
	485	WAL-MART STORES INC	24,763 44	28,566 50
	1,035	WELLS FARGO & CO NEW	29,398 23	26,765 10
	165	WHIRLPOOL CORP	8,941 52	8,094 90
		SUBTOTAL	792,705 01	816,880 41

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	280	AGRIUM INC USD	9,056 18	19,597 20
	625	AXA S A SPONS ADR	22,327 45	9,043 75
	660	BASF SE COMMON STOCK	44,270 40	48,054 60
	1,210	BHP BILLITON LTD SPONS ADR	79,089 59	90,955 70
	605	BRITISH AMERICAN TOBACCO PLC ADR	43,840 53	56,355 75
	775	BROOKFIELD ASSET MGMT INC VOTING SHS CL A	21,223 73	21,498 50
	690	CANADIAN NATL RAILWAY CO	33,834 68	53,516 40
	1,470	CANADIAN NATURAL RES LTD	56,942 28	54,889 80
	955	CANADIAN PACIFIC RAILWAY	63,324 12	57,471 90
	1,035	COOPER INDUSTRIES PLC DUBLIN-USD	41,391 72	57,473 55
	350	CORE LABORATORIES N V-USD	20,624 83	40,617 50
	620	DIAGEO PLC SPON ADR-NEW	51,909 52	53,078 20
	515	ENSIGN ENERGY SVCS INC-CAD	10,355 27	8,229 19
	135	FINNING INTERNATIONAL INC	3,508 96	3,098 52
	365	FOSTER WHEELER AG	8,547 28	6,770 75
	1,335	INGERSOLL-RAND PUBLIC LTD CO	57,334 25	44,215 20
	640	MANULIFE FINANCIAL CORP	23,632 85	6,892 80
	3,105	NABORS INDUSTRIES LTD-USD NEW	103,847 97	55,703 70
	1,432	NESTLE S A SPONSORED ADR	70,862 13	80,378 16
	2,580	NOBLE CORPORATION-CHF	127,391 74	89,087 40
	750	NOVARTIS AG ADR	36,564 73	40,590 00
	215	PARTNERRE LTD -BMD	16,354 39	14,129 80
	1,815	POTASH CORP SASK INC-	54,975 44	78,662.10
	940	RIO TINTO PLC-GBP	95,793 58	49,885 80
	1,170	SCHLUMBERGER LTD	101,076 46	88,136 10
	1,964	SUNCOR ENERGY INC NEW	73,468 35	58,959 28
	195	SYNGENTA AG ADR	7,472 60	11,489 40
	1,055	TALISMAN ENERGY INC	18,312 34	14,348 00
	1,765	TENARIS S A SPONSORED ADR	87,084 02	65,799.20
	985	TRANSOCEAN LTD SWITZERLAND NEW	135,136 96	42,207 25
	1,470	UBS AG (NEW)	46,590 80	18,330 90
	1,360	UNILEVER NV NY SHS-NEW	45,935 41	46,389 60
	2,230	VALE S A SPON ADR	77,422 73	51,847 50
	3,040	WEATHERFORD INTERNATIONAL LTD -CHF	108,660.74	46,086 40
	70	YARA INTL ASA-USD SPONSORED ADR	3,850 00	2,849 00
		SUBTOTAL	1,802,014	1,486,639

EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	718	AMERIGAS PARTNERS L P UNIT OF LIMITED PARTNERSHIP INTEREST	34,833 77	31,505 84
	1,949	EL PASO PIPELINE PARTNERS L P UNIT LTD PARTNERSHIP INT	63,592 56	63,868 73
	2,688	ENERGY TRANSFER EQUITY L P UNIT LTD PARTNERSHIP	101,657 06	94,859 52
	1,684	ENERGY TRANSFER PARTNERS L P UNIT L P INT	82,670 09	73,691 84
	8,323	ENTERPRISE PRODS PARTNERS L P	323,968 97	378,613 27
	2,513	GENESIS ENERGY L P	63,923.18	65,564 17
	2,118	INERGY LP	81,606 54	51,213 24
	2,010	KINDER MORGAN ENERGY PRTRNS LP	140,314 68	157,182 00
	991	KINDER MORGAN MANAGEMENT LLC	60,085 53	70,133 07
	2,353	LINN ENERGY LLC COMMON UNITS	86,771.78	85,672 73
	1,219	MAGELLAN MIDSTREAM PARTNERS LP COM UNITS RPSTNG LP INTERESTS	66,128 31	77,991 62
	2,180	MARKWEST ENERGY PARTNERS -UTS	94,210 11	116,935 20
	828	NUSTAR ENERGY L P COM UNITS REPSTG LTD PRTRN INT	55,966 18	45,407 52
	1,492	ONEOK PARTNERS L P	58,133 77	75,435 52
	1,394	PLAINS ALL AMERN PIPELINE L P	87,007 07	90,414 84
	2,706	REGENCY ENERGY PARTNERS L P UNITS REPSTG LTD PARTNER	70,350 86	62,265 06
	1,394	WILLIAMS PARTNERS L P UNIT LTD PARTNERSHIP INT	64,846 09	80,935 64
		SUBTOTAL	1,536,067	1,621,690

EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	681	AMGEN INC	37,348 55	39,436 71
	1,348	ANGLOGOLD ASHANTI LTD ADR	57,690 51	64,650 08
	911	AON CORP	35,002 35	41,878 67
	619	APACHE CORP	58,702 73	61,553 36
	1,046	BARRICK GOLD CORP CAD	44,568 81	55,312 48
	3,505	CA INC	77,637 83	74,306 00
	1,168	CANADIAN NATURAL RES LTD	39,246 07	43,613 12
	2,200	CISCO SYS INC	36,562 64	41,008 00
	1,643	CITIGROUP INC	57,282 86	45,149 64
	796	CVS CAREMARK CORP	25,287 37	30,916 64
	1,336	GENERAL MOTORS COMPANY	41,483 50	28,443 44
	5,040	GENWORTH FINL INC CLASS A	51,111 67	33,213 60
	361	GOLDMAN SACHS GROUP INC	49,523 78	34,605 46
	381	HALLIBURTON CO HOLDINGS CO	10,504 70	14,020 80
	2,620	HARTFORD FINL SVCS GROUP INC	52,992 83	46,531 20
	370	HESS CORP	21,782 29	22,281 40
	890	INGERSOLL-RAND PUBLIC LTD CO	30,348 17	29,476 80
	879	JPMORGAN CHASE & CO	27,126 17	27,222 63
	1,168	LINCOLN NATIONAL CORP -IND-	28,585 59	23,570 24
	960	LOEWS CORP	33,866 59	36,892 80
	636	MERCK & CO INC NEW	23,447 41	22,737 00
	1,533	METLIFE INC	53,352 68	48,258 84
	1,320	MICROSOFT CORP	37,403 41	33,765 60
	783	MOTOROLA SOLUTIONS INC	25,200 47	36,542 62
	373	NOBLE ENERGY INC	24,071 73	36,699 47
	796	NRG ENERGY INC NEW	18,848 89	15,665 28
	228	OCCIDENTAL PETROLEUM CORP-DEL	19,594 36	22,549 20
	563	PACCAR INC -DEL-	19,961 30	22,840 91
	3,469	PFIZER INC	59,818 75	69,622 83
	294	PHILIP MORRIS INTL INC	14,753 36	22,414.56
	804	PITNEY BOWES INC	18,169 99	14,978 52
	604	RAYTHEON COMPANY NEW	29,179 63	27,524 28
	1,554	SANOFI SPONS ADR	55,338 69	54,405 54
	3,347	TALISMAN ENERGY INC	54,923 75	45,519 20
	756	TEVA PHARMACEUTICAL INDS LTD ADR	34,067 62	29,945 16
	867	TIME WARNER INC	27,387 37	30,188 94
	241	UNION PACIFIC CORP	15,615 93	24,921 81
	1,775	UNUM GROUP	38,537 19	39,955 25
	1,488	VIACOM INC NEW CLASS B	45,840 43	66,602 88
	1,520	WELLS FARGO & CO NEW	26,747 50	39,307 20
		SUBTOTAL	1,458,915	1,498,528

EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	2,513	ADOBE SYSTEMS INC (DE)	77,254 91	68,906 46
	1,480	AMERICAN TOWER CORP-CLASS A	62,575 51	87,320 00
	1,329	AMGEN INC	75,549 08	76,962 39
	2,064	AUTODESK INC	54,768 10	70,320 48
	1,349	BED BATH & BEYOND	54,145 67	81,627 99
	1,295	CELGENE CORP	71,967 32	81,688 60
	1,289	COACH INC	48,042 53	80,678.51
	959	COSTCO WHOLESALE CORP NEW	56,982 51	81,802 70
	2,947	EMC CORP-MASS	76,810 61	67,810 47
	3,619	INTEL CORP	74,640 36	90,149 29
	458	INTL BUSINESS MACHINES CORP	58,825 13	86,104 00
	1,937	JOHNSON CONTROLS INC	72,445 97	60,976 76
	3,280	LOWES COMPANIES INC	74,949 26	78,752 80
	925	NIKE INC CL B	61,270 25	88,966 50
	1,516	NORDSTROM INC	65,012 75	68,644 48
	2,431	ORACLE CORP	56,632 07	76,211 85
	1,407	QUALCOMM INC	60,158 89	77,103 60
	1,665	TARGET CORP	79,210 29	87,745 50
	2,110	VERIZON COMMUNICATIONS	63,746 95	79,610 30
	1,088	WHOLE FOODS MKT INC	66,908 30	74,092 80
		SUBTOTAL	1,311,896	1,565,475

EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Exchange Traded	1,222	ISHARES INC MSCI SOUTH AFRICA INDEX FD	86,848 48	79,161 16
and Closed End	12,241	ISHARES MSCI MALAYSIA FREE INDEX FUND	169,433 50	171,863 64
Funds	2,820	ISHARES MSCI SOUTH KOREA INDEX FUND	164,739 05	158,089 20
	6,600	ISHARES MSCI SWITZERLAND INDEX FUND	159,703 48	147,576 00
	2,603	ISHARES MSCI THAILAND INDEX FUND ETF	163,323 67	160,370 83
	5,812	SCHWAB INTL SMALL-CAP EQTY ETF	173,658 12	146,677 45
		SUBTOTAL	917,706	863,738

EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2011

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	10,647 82	JPMORGAN HIGHBRIDGE DYNAMIC COMMODITIES STRATEGY SELECT CL	\$227,650	\$197,198
	28,003 01	PIMCO COMMODITY REAL RETURN STRATEGY FUND CL P	\$270,333	\$218,704
		SUBTOTAL	\$497,983	\$415,901
		GRAND TOTAL	<u>14,015,153</u>	<u>14,158,854</u>

THE FULLERTON FOUNDATION

57-0847444

Form 990-PF, Part XV, Line 2(b)

Initial letter of application should be brief and contain background of grant requester, purpose of the grant, general financial information and documentation of Section 501(c)(3) federal tax exempt status.

Form 990-PF, Part XV, Line 2(d)

Geographical: Primarily South Carolina and North Carolina. Primary field of interest is health care and medicine with higher education secondary

The Fullerton Foundation
EIN: 57-0847444
Scholarship Application
November 30, 2011
Attachment to Part XV, Line 2b

FULLERTON MEDICAL SCHOLARSHIP PROGRAM
2011

Deadlines for Nomination

Preliminary Nominating Deadline: March 14, 2011

Final Nominating Deadline: March 28, 2011

The Directors of The Fullerton Foundation, Inc. established
the Fullerton Medical Scholarship Program in the year 1985.

I. INTRODUCTION

The Fullerton Medical Scholarship Program, established by The Fullerton Foundation, Inc., has been in existence since 1985 and strictly adheres to well-settled objectives, procedures concerning the interviewing of nominees, selection of scholarship recipients, and the handling of the payment of scholarship amounts. The objective of the Fullerton Medical Scholarship Program, selection criteria, selection and interview process, and the value, payment and continuation of the scholarship are described hereafter.

II. OBJECTIVE

To identify and reward the student who demonstrates and projects the potential for development into a highly capable professional, and who is concerned with the total welfare of the society of which he/she is an active participant, as well as being a competent physician.

III. SELECTION CRITERIA

1. The nominee, or the immediate family of the nominee, must have been a resident, or are residents, of North Carolina or South Carolina for the past five (5) calendar years.
2. The nominee must have:
 - (a) An undergraduate GPR minimum of 3.5 or better, and
 - (b) A minimum score as shown below on each of the four sections of the American Medical College Admission Test

<u>Section of Test</u>	<u>Score Range Low to High</u>	<u>Fullerton Medical Scholarship Nominee Minimum Score</u>
Verbal Reasoning	1 - 15	8
Physical Science	1 - 15	8
Biological Science	1 - 15	8
Writing Sample Test	Letter Scale J - T	Letter 0

**PLEASE INCLUDE A COPY OF THE NOMINEE'S COMPLETE
"AMERICAN MEDICAL COLLEGE APPLICATION SERVICE" REPORT.**

Occasionally the Foundation receives only three pages of the American Medical College Application Service (AMCAS) report. This can place the nominee at a disadvantage and requires the Foundation to contact the Medical School to obtain the COMPLETE REPORT.

OR

If a medical school does not require the AMCAS, the nominating medical school must provide a certification that the nominee has been accepted in its early admissions program.

It is not necessary to send a transcript of the grades of the nominee.

3. **The nominee must have the potential for service in the health care field, which can be demonstrated by, but not limited to, leadership in high school, undergraduate school and the community, as well as knowledge of society and the problems and opportunities of the world today. Additionally, it is important for the nominee to have an awareness of his/her own capabilities and limitations, to be able to interact and effectively communicate with others, and to have a feeling of empathy for others.**
4. A student may be nominated by only one medical school.

IV. SELECTION & INTERVIEW PROCESS

1. Each fully accredited four (4) year medical school in North Carolina:
 - (a) School of Medicine, Duke University Medical Center
 - (b) Brody School of Medicine, East Carolina University
 - (c) School of Medicine, University of North Carolina
 - (d) School of Medicine, Wake Forest University

and in South Carolina:

- (e) College of Medicine, Medical University of SC
- (f) School of Medicine, University of SC

will be invited to nominate one candidate for a Fullerton Medical Scholarship. Please see Section IV, Selection and Interview Process, Paragraph 4, Page 4 for nomination mailing deadlines.

2. An official nomination form will be furnished by e-mail to each of the six (6) eligible medical schools.

3. Each completed nomination form **must** be accompanied by **three** personal letters of recommendation, one of which must be by an officer or professor in the undergraduate college of the nominee. (Note: A letter signed by more than one individual will be considered as **ONE** letter only.) Four (4) wallet-size prints of a recent photograph of the nominee should be included (head and shoulders). Please do not use a felt tip pen to write the name of the nominee on the back of the print.
4. Completed nomination forms, together with the required enclosures, should be postmarked on or before the deadline dates listed below and mailed to:

The Fullerton Foundation, Inc.
Fullerton Medical Scholarship Program
P. O. Box 2208
Gaffney, SC 29342-2208

If you prefer to use overnight mail, the Foundation street address is 515 W. Buford Street, Gaffney, SC 29341.

In order to ensure that each nominee meets the "Selection Criteria" described above, the Foundation requires that the nomination forms and required enclosures are submitted by the following Preliminary Nominating Deadline: **Postmarked March 14, 2011.**

Upon receipt, the Foundation will review the nominee's file to determine whether the Selection Criteria have been met. If the criteria have not been met, the nominating medical school will be notified of this so that the school may select a substitute nominee. In this event the nominating forms and required enclosures with respect to the substitute nominee must be submitted by the following Final Nominating Deadline: **Postmarked March 28, 2011.**

This procedure is intended to help ensure that each nominating medical school will have an appropriate nominee involved in the selection process.

5. There will be no discrimination on the basis of race, sex, creed, or national origin.
6. The six nominees will be invited for interviews to be held in Charlotte, North Carolina, presently scheduled for Saturday morning, **April 16, 2011**. Room reservations will be made for each nominee for Friday night, **April 15, 2011**. Details concerning the interview schedule will be sent by certified mail

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April 1, 2011 to each medical school Fullerton Scholarship contact and to each nominee using the name and address shown on the nomination form.

Reimbursement for reasonable travel expenses (travel receipts, mileage, and meals - personal telephone calls are excluded) of the nominees will be made to their respective nominating medical school on receipt, prior to **June 10, 2011**, of an expense statement from the nominating medical school of the nominee.

7. An Independent Selection Committee (the Committee) will conduct the interviews. The Committee will be composed of persons who are leaders in business, the professions and civic life, with no association of any kind with The Fullerton Foundation, Inc.
8. **After all interviews, the Committee will rank order only those nominees who have satisfied all the selection criteria set out in Section III above. Nominees will not be told their rankings. If a nominee has not satisfied all of the criteria, and therefore is not ranked, the Committee will document its reasons and provide the same to the Foundation staff. The top three nominees will be offered Scholarships. Each of the remaining nominees will be awarded a one-time \$1,000 honorary stipend, payable as described below to the medical school which made the nomination.**
9. The medical school whose nominee is awarded a scholarship must accept the scholarship by **May 20, 2011**. This means that the medical school's nominee must commit to attending that medical school by that same date. A completed "Acceptance and Commitment," a copy of which is on Page 7 of this brochure, must be mailed by the medical school to The Fullerton Foundation, Inc., **postmarked no later than May 20, 2011**; if the "Acceptance and Commitment" is not completed and postmarked by this date, or if the medical school or nominee is not willing to accept or commit by this date, or if for any other reason the scholarship is not accepted by this date, the scholarship will be withdrawn and then awarded to the medical school which nominated the next ranking nominee.

V. VALUE, PAYMENT AND CONTINUATION OF THE FULLERTON MEDICAL SCHOLARSHIP

1. Three Fullerton Medical Scholarships will be awarded to three students entering first year medical school in August 2011.
2. The value of the scholarship will be \$25,000 each year, payable to the institution in North Carolina or South Carolina which nominates the student and where the nominee is enrolled. One-half (\$12,500) will be paid the first business day in August and the other half (\$12,500) the first business day in the following January. The payee institution will determine the distribution of these payments between tuition and expenses.

3. If the winner of a Fullerton Medical Scholarship maintains adequate academic performance each year in accordance with the enrollment standards at his/her medical school, continues to be enrolled as a full time medical student, and the medical school sends a statement each year certifying the same to The Fullerton Foundation, Inc., he/she will continue to receive a Fullerton Medical Scholarship for each of the remaining three years of medical school. **It is the responsibility of the medical school to supply this information to The Fullerton Foundation, Inc. on a timely basis; if this information is not supplied timely the scholarship will be terminated.**
4. A Fullerton Medical Scholarship will be payable only to the medical school nominating the student. A scholarship is not transferable to another medical school. If a student does not attend the medical school which nominated him/her, the scholarship will be awarded instead to the medical school which nominated the next ranked student, as described above.
5. Each of the three medical schools whose nominee is not selected for a scholarship will receive a one-time \$1,000 stipend, payable to the medical school. On the first business day of August, 2011, The Fullerton Foundation, Inc. will send a check for \$1,000 to the medical school, to be applied against the tuition for the ensuing term of the student nominated by the medical school.
6. If a student whose nominating medical school is awarded a one-time \$1,000 honorary stipend does not attend that medical school, the stipend amount nevertheless will be paid to that nominating medical school for unrestricted use in its medical scholarship program.
7. Each institution is responsible for the proper disbursement or use of the funds (scholarships and stipends).

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FULLERTON MEDICAL SCHOLARSHIP PROGRAM

ACCEPTANCE AND COMMITMENT

Name of Medical School: _____

Name of Nominee: _____

Nominee to enroll in the fall of: _____

Deadline for acceptance and commitment: _____ May 20, 2011 _____

The Fullerton Foundation, Inc. has awarded a Fullerton Medical Scholarship to the medical school identified above. The scholarship, in the amount of \$25,000 per year, will be used by the medical school to pay tuition and expense amounts, as determined by the medical school, with respect to its nominee.

It is necessary that the medical school acknowledge its acceptance of the scholarship and that the nominee commit to attending that school, no later than the deadline date stated above. This is accomplished by completing this "Acceptance and Commitment" and mailing it by that date to: The Fullerton Foundation, Inc., Attn: Mr. Charles J. Bonner, Executive Director, Post Office Box 2208, Gaffney, South Carolina 29342-2208. If you prefer to use overnight mail, the Foundation street address is 515 W. Buford Street, Gaffney, SC 29341. IF THIS "ACCEPTANCE AND COMMITMENT" IS NOT COMPLETED AND POSTMARKED BY THE DEADLINE DATE, OR IF THE MEDICAL SCHOOL OR NOMINEE IS NOT WILLING TO ACCEPT OR COMMIT BY THAT DATE, OR IF FOR ANY OTHER REASON THE SCHOLARSHIP IS NOT ACCEPTED BY THAT DATE, THE SCHOLARSHIP WILL BE WITHDRAWN AND THEN AWARDED TO THE MEDICAL SCHOOL WHICH NOMINATED THE NEXT RANKING NOMINEE.

Consistent with the foregoing, the medical school and its nominee, as identified above, hereby accept the scholarship awarded, and the nominee commits to attending that same medical school.

(Name of Medical School)

By: _____

Title: _____

(Signature of Nominee)

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FULLERTON MEDICAL SCHOLARSHIP PROGRAM

NOMINATION FORM

March 2011

After a review of the literature that describes the Fullerton Medical Scholarship Program, the nominee will complete pages 9 and 10 and sign page 10 of this nomination form. Page 11 is to be completed and signed by the Dean, or his/her designee, of the appropriate North Carolina or South Carolina medical school.

Requested information should be typed and limited, if possible, to the space provided. If additional information is deemed necessary, please annotate and attach.

The medical school must furnish requested information regarding scholastic record as part of the nomination process (American Medical College Application Service Report).

The medical school official should mail the nomination form and required enclosures to:

The Fullerton Foundation, Inc.
Fullerton Medical Scholarship Program
P. O. Box 2208
Gaffney, South Carolina 29342-2208

If you prefer to use overnight mail, the Foundation street address is:

The Fullerton Foundation, Inc.
Fullerton Medical Scholarship Program
515 W. Buford Street
Gaffney, South Carolina 29341

and postmarked no later than:

Preliminary Nominating Deadline March 14, 2011

Final Nominating Deadline March 28, 2011

Note: Please refer to Section IV, Selection and Interview Process, Page 4 of this brochure, Paragraph 4.

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STATEMENT 17

NOMINATION FORM

Nominee Information

(To be completed by nominee)

Last Name	First	Middle	Name you wish to be called
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Date of Birth	Place of Birth
---------------	----------------

Nominee's Current Mailing Address

Where have you lived for the past five calendar years?

(Please give address, city, state and zip code)

Names of Parents or Immediate Family

Address of Parents or Immediate Family

Where have your parents lived for the past five calendar years?

(Please give address, city, state and zip code)

Undergraduate school and location

Major field of study

GPR

Employment Record

(Employer, Job Title, Summer, School Year, Hours Per Week, Etc.)

Community, Church, Youth and/or Service Work

(Activity, years of participation, honors, awards, etc.)

Hobbies and Special Interests

I have read the Fullerton Medical Scholarship material, including the description of the selection process and the conditions for acceptance, and hereby agree to nomination for a Fullerton Medical Scholarship with knowledge of the selection process and related conditions.

Also, I authorize the release to The Fullerton Foundation, Inc. of any information held or to be held by any secondary school, undergraduate and/or graduate school, or any others, including, but not limited to, personal evaluations, transcripts and test scores. I understand that this material may be kept confidential both from the public and me, and I waive any right of access that I might have by law.

Signature of Candidate and Date

Enclosures:

- (1) Three letters of recommendation
- (2) Four wallet-size photos (head and shoulders)

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STATEMENT 17

Nominee Information

(To be completed by medical school official)

_____ nominates _____
Nominating University

for a Fullerton Medical Scholarship. It is our opinion that this medical student is fully qualified for the following reasons: (Please note special or unique circumstances that should be considered in evaluating this candidate's record and potential. Written comments will be received in confidence for use only in the selection process.)

Medical College Admission Test Scores

(Show test score for each section OR state, "Certification of preadmission to medical school is attached.")

Signature

Name (Type or Print)

Title

Medical School

Date

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
GRANTS PAID IN FYE 11.30.2011

GRANTEE	PURPOSE	AMOUNT
American Heart Association Spartanburg, SC	Implement project Mission Lifeline in Spartanburg, Union and Cherokee Counties to reduce heart attack deaths and disabilities caused by a STEMI heart attack.	\$ 38,223
Boys and Girls Club of Cherokee Co. Gaffney, SC	Reorganize the Boys and Girls Club of Cherokee Co. to alleviate continuing problems at one satellite club and expand the number of elementary schools served.	\$ 50,000
Cancer Association of Spartanburg and Cherokee Counties Spartanburg, SC	Target medically underserved women in Cherokee Co. who are unable to receive screenings for breast and cervical cancer due to state and federal funding cuts.	\$ 10,000
Clemson University Clemson, SC	Use of driving simulators as a clinical tool in rehabilitation settings.	\$ 175,000
EdVenture Children's Museum Columbia, SC	A 3:1 challenge grant to help support a high tech, hands-on exhibit - the Body Detective.	\$ 62,500
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 365,500
	East Carolina	\$ 97,500 00
	Duke University	\$ 57,500 00
	Medical University of SC	\$ 31,000 00
	University of NC	\$ 51,000.00
	University of SC	\$ 41,000.00
	Wake Forest University	\$ 87,500.00
Gardner-Webb University Boiling Springs, NC	Support for the Doctor of Nursing Practice.	\$ 50,000
Goodwill Foundation Greenville, SC	Expand their Certified Nursing Assistant Job Training Program to Columbia, SC.	\$ 53,786
Greenville Hospital System Greenville, SC	Staffing for two Masters-level social workers to integrate into and enhance three current GHS Children's Hospital programs whose focus is helping families with autistic children.	\$ 125,000
Greenwood Genetic Center Greenwood, SC	Support 8 days of visits by the Green Gene Machine Mobile Science Laboratory to Cherokee and Union high schools.	\$ 8,750
Limestone College Gaffney, SC	Help fund construction of a new campus library.	\$ 175,000

Lutheran Homes of SC Foundation Irmo, SC	Help implement in upstate SC the BeWell Home Services, an in-home supportive services program for older persons in Greenville, Spartanburg and Cherokee Counties.	\$	25,000
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of a rapidly growing patient simulator programs and centers across SC.	\$	97,950
MemoryCare Asheville, NC	Expand their teaching and education outreach capabilities beyond the family caregiver to health care professionals.	\$	57,500
Mission Healthcare Foundation Asheville, NC	Financial support for the new Mission Health System's Regional Outpatient Cancer Center.	\$	50,000
North Greenville University Tigerville, SC	Help equip a new, second chemistry laboratory for the science department	\$	73,402
Presbyterian College Clinton, SC	The Presbyterian College School of Pharmacy will study the effects of medication on driving by using a driving simulator located within the Pharmacy School.	\$	40,850
Reach Out and Read Carolinas Sylva, NC	Help prepare children to succeed in SC and NC schools by (1) Expanding the number of participating doctors and medical residency programs across the two states (2) Making presentations at state medical meetings and conferences and (3) Increasing the number of children's books distributed at participating doctor offices and hospitals	\$	20,000
The Salvation Army Gaffney, SC	Setup and training for three RADII systems in Cherokee Co.	\$	10,060
SC School for the Deaf and Blind Spartanburg, SC	Help with the development of a new simulated Call Center training program which will significantly provide greater opportunities for students to gain employment upon graduation.	\$	93,076
Spartanburg Methodist College Spartanburg, SC	Expand and add two new courses with labs - anatomy/physiology and microbiology	\$	50,000
University of SC, School of Medicine Columbia, SC	Help purchase 30 hand-held ultrasound units to enhance medical student primary care clinical training	\$	104,000
University of SC, School of Medicine Columbia, SC	Joint project between USC School of Medicine and Dorn Veterans Administration Hospital to train VA physicians on use of the laptop ultrasound screen	\$	82,450

program for abdominal aorta aneurysm in men over 65
who have ever smoked.

Wofford College
Spartanburg, SC

Help fund the pre-medical education equipment for
a new organic chemistry lab.

\$ 50,000

TOTAL

\$ 1,868,047

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
GRANTS APPROVED DURING FYE 11.30.2011

GRANTEE	PURPOSE	AMOUNT
<u>2012</u>		
American Heart Association Spartanburg, SC	Implement project Mission Lifeline in Spartanburg, Union and Cherokee Counties to reduce heart attack deaths and disabilities caused by a STEMI heart attack	\$ 38,224
EdVenture Children's Museum Columbia, SC	A 3:1 challenge grant to help support a high tech, hands-on exhibit - the Body Detective.	\$ 62,500
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 40,500
Greenville Hospital System Greenville, SC	Staffing for two Masters-level social workers to integrate into and enhance three current GHS Children's Hospital programs whose focus is helping families with autistic children	\$ 124,488
Limestone College Gaffney, SC	Help fund construction of a new campus library.	\$ 25,000
Lutheran Homes of SC Foundation Irmo, SC	Help implement in upstate SC the BeWell Home Services, an in-home supportive services program for older persons in Greenville, Spartanburg and Cherokee Counties.	\$ 25,000
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of a rapidly growing patient simulator programs and centers across SC.	\$ 54,852
Mission Healthcare Foundation Asheville, NC	Financial support for the new Mission Health System's Regional Outpatient Cancer Center.	\$ 50,000
Reach Out and Read Carolinas Sylva, NC	Help prepare children to succeed in SC and NC schools by (1) Expanding the number of participating doctors and medical residency programs across the two states (2) Making presentations at state medical meetings and conferences and (3) Increasing the number of children's books	\$ 20,000

distributed at participating doctor offices and hospitals

SC School for the Deaf and Blind Spartanburg, SC	Help with the development of a new simulated Call Center training program which will significantly provide greater opportunities for students to gain employment upon graduation.	\$	93,076
University of SC, School of Medicine Columbia, SC	Help purchase 30 hand-held ultrasound units to enhance medical student primary care clinical training.	\$	104,945
TOTAL		\$	638,585

2013

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	260,000
Limestone College Gaffney, SC	Help fund construction of a new campus library.	\$	100,000
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of a rapidly growing patient simulator programs and centers across SC.	\$	45,710
SC School for the Deaf and Blind Spartanburg, SC	Help with the development of a new simulated Call Center training program which will significantly provide greater opportunities for students to gain employment upon graduation	\$	93,076

2014

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	200,000
------------------------------------------------------	-----------------------------------------------------------	----	---------

2015

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	122,500
------------------------------------------------------	-----------------------------------------------------------	----	---------

2016

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	37,500
GRAND TOTAL		\$	1,497,371

FULLERTON FOUNDATION
Comprehensive Depreciation [Depreciation]
GAAP

For the Period December 1, 2010 to November 30, 2011

Asset ID	Description	Placed in Service Date	Beginning	Additions	Deletions	Ending	Depr Meth/Conv	Life Yr Mo	Yr	Book Cost	Credit Reduction Amount	Bus Use %	Net AFYD	Prior Reported Depreciation n	Depreciable Basis	Beginning Accum Depr	Current Depr & AFYD	Net Additions Deletions	Ending Accum Depr	Net Book Value
000015	Building Addition	3/15/2001	254,814	0	0	254,814	DB200HY	39 0		254,814	0	100	0	100,226	154,588	100,226	7,928	0	108,153	146,661
000016	Architect Fees	3/15/2001	24,816	0	0	24,816	DB200HY	39 0		24,816	0	100	0	9,761	15,055	9,761	772	0	10,533	14,283
000017	Carpet & Tile	3/15/2001	3,515	0	0	3,515	DB200HY	39 0		3,515	0	100	0	1,383	2,132	1,383	109	0	1,492	2,023
Total buildings			283,145	0	0	283,145				283,145	0		0	111,369	171,776	111,369	8,809	0	120,178	162,967
000026	2005 CADILLAC STS	6/28/2006	28,000	0	0	28,000	MC200AHY	5 0		28,000	0	100	0	26,387	1,613	26,387	1,613	0	28,000	0
Total automobiles			28,000	0	0	28,000				28,000	0		0	26,387	1,613	26,387	1,613	0	28,000	0
000002	Okidata 321 Printer	1/1/1990	500	0	0	500	DB200HY	5 0		500	0	100	0	500	0	500	0	0	500	0
000003	Office Furniture	1/1/1993	820	0	0	820	DB200AHY	7 0		820	0	100	0	820	0	820	0	0	820	0
000004	Office Chair	1/1/1996	316	0	0	316	DB200AHY	5 0		316	0	100	0	316	0	316	0	0	316	0
000008	Microsoft Gifts Software	1/1/2000	16,578	0	0	16,578	DB200AHY	3 0		16,578	0	100	0	16,578	0	16,578	0	0	16,578	0
000009	HP Scanjet 5300C Scanner	1/1/2000	212	0	0	212	DB200AHY	3 0		212	0	100	0	212	0	212	0	0	212	0
000011	Blinds for Windows	2/24/2001	1,380	0	0	1,380	DB200AHY	5 0		1,380	0	100	0	1,380	0	1,380	0	0	1,380	0
000012	HP 2100 Laser Jet Printer	2/27/2001	721	0	0	721	DB200AHY	3 0		721	0	100	0	721	0	721	0	0	721	0
000013	Projector system for conference room	6/11/2001	7,167	0	0	7,167	DB200AHY	5 0		7,167	0	100	0	7,167	0	7,167	0	0	7,167	0
000014	Mahogany Desks, Tables, Credenzas, Printer Stand, and Chairs	2/28/2001	15,040	0	0	15,040	DB200AHY	5 0		15,040	0	100	0	15,040	0	15,040	0	0	15,040	0
000021	Brother 5040 Printer	4/25/2004	188	0	0	188	DB200AHY	3 0		188	0	100	0	188	0	188	0	0	188	0
000022	Upgrade for Gifts Program	7/29/2004	2,519	0	0	2,519	DB200AHY	3 0		2,519	0	100	0	2,519	0	2,519	0	0	2,519	0
000023	HP6540 Printer	10/31/2004	157	0	0	157	MC200AMQ	3 0		157	0	100	0	157	0	157	0	0	157	0
000024	LCM 19" CLD FLAT PANEL MONITOR	1/31/2005	367	0	0	367	MC200AHY	5 0		367	0	100	0	367	0	367	0	0	367	0
000025	GIFTS FOR WINDOWS - GOLD MAINTENANCE	7/18/2005	2,620	0	0	2,620	MC200AHY	3 0		2,620	0	100	0	2,620	0	2,620	0	0	2,620	0
000028	Laptop Computer	8/17/2007	1,007	0	0	1,007	MC200AHY	3 0		1,007	0	100	0	1,007	0	1,007	0	0	1,007	0
000029	AMD 3000 PC	9/25/2007	400	0	0	400	MC200AHY	3 0		400	0	100	0	400	0	400	0	0	400	0
000030	Dell Optiplex 360 Mini tower	6/15/2009	733	0	0	733	MC200AHY	3 0		733	0	100	0	570	163	570	109	0	679	54
000031	Gateway NV54 Laptop Computer	2/23/2010	531	0	0	531	MC200AHY	3 0		531	0	100	0	177	354	177	236	0	413	118
000032	Eiki LC-XG250 projector w/ speakers	5/24/2010	5,230	0	0	5,230	MC200AHY	5 0		5,230	0	100	0	1,048	4,184	1,048	1,674	0	2,722	2,508
Total furniture and fixtures			56,486	0	0	56,486				56,486	0		0	51,787	4,701	51,787	2,018	0	53,806	2,680
Grand Total			367,631	0	0	367,631				367,631	0		0	189,544	178,089	189,544	12,440	0	201,984	165,647

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	SCH K-1 ST LOSS - CITIGROUP EMERGING CTA PORTFOLI	P	VARIOUS	VARIOUS
b	SCH K-1 LT LOSS - CITIGROUP EMERGING CTA PORTFOLI	P	VARIOUS	VARIOUS
c	SCH K-1 1256 INCOME - CITIGROUP EMERGING CTA PORT	P	VARIOUS	VARIOUS
d	SCH K-1 1256 LOSS - AAA CAPITAL ENERGY FUND LP II	P	VARIOUS	VARIOUS
e	SCH K-1 ST LOSS - CMF INSTITUTIONAL FUTURES PORTF	P	VARIOUS	VARIOUS
f	SCH K-1 LT LOSS - CMF INSTITUTIONAL FUTURES PORTF	P	VARIOUS	VARIOUS
g	SCH K-1 1256 INCOME - CMF INSTITUTIONAL FUTURES P	P	VARIOUS	VARIOUS
h	SCH K-1 ST GAIN - CITIGROUP FAIRFIELD FUTURES FUN	P	VARIOUS	VARIOUS
i	SCH K-1 LT LOSS - CITIGROUP FAIRFIELD FUTURES FUN	P	VARIOUS	VARIOUS
j	SCH K-1 1256 INCOME - CITIGROUP FAIRFIELD FUTURES	P	VARIOUS	VARIOUS
k	VARIOUS SECURITY TRANSACTIONS - WEDGE CAPITAL MAN	P	VARIOUS	VARIOUS
l	VARIOUS SECURITY TRANSACTIONS - NWQ	P	VARIOUS	VARIOUS
m	VARIOUS SECURITY TRANSACTIONS - WESTEND ADVISORS	P	VARIOUS	VARIOUS
n	VARIOUS SECURITY TRANSACTIONS - MOODY ALDRICH	P	VARIOUS	VARIOUS
o	VARIOUS SECURITY TRANSACTIONS - SNOW CAPITAL	P	VARIOUS	VARIOUS

(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		2,114.	<2,114.>
b		313.	<313.>
c	30,201.		30,201.
d		47,397.	<47,397.>
e		8,874.	<8,874.>
f		1,108.	<1,108.>
g	71,468.		71,468.
h	831.		831.
i		352.	<352.>
j	31,669.		31,669.
k	9,021,499.	8,812,251.	209,248.
l	370,390.	311,945.	58,445.
m	486,069.	576,659.	<90,590.>
n	806,976.	743,868.	63,108.
o	1,295,666.	1,257,803.	37,863.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,114.>
b			<313.>
c			30,201.
d			<47,397.>
e			<8,874.>
f			<1,108.>
g			71,468.
h			831.
i			<352.>
j			31,669.
k			209,248.
l			58,445.
m			<90,590.>
n			63,108.
o			37,863.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	VARIOUS SECURITY TRANSACTIONS - WENTWORTH HAUSER	P	VARIOUS	VARIOUS
b	VARIOUS SECURITY TRANSACTIONS - AUSTIN CAPITAL	P	VARIOUS	VARIOUS
c	VARIOUS SECURITY TRANSACTIONS - NWQ INT'L	P	VARIOUS	VARIOUS
d	VARIOUS SECURITY TRANSACTIONS - HAYS ADVISORY	P	VARIOUS	VARIOUS
e	VARIOUS SECURITY TRANSACTIONS - SANTA BARBARA	P	VARIOUS	VARIOUS
f	VARIOUS SECURITY TRANSACTIONS - MILLER HOWARD	P	VARIOUS	VARIOUS
g	VARIOUS SECURITY TRANSACTIONS - HAYS ETF	P	VARIOUS	VARIOUS
h	VARIOUS SECURITY TRANSACTIONS - PIMCO AND HIGHBRI	P	VARIOUS	VARIOUS
i	VARIOUS SECURITY TRANSACTIONS - ARDEN ENDOWMENT A	P	VARIOUS	VARIOUS
j	CITIGROUP AAA II ENERGY FUTURES FUND - PARTIAL SA	P	VARIOUS	VARIOUS
k	CITIGROUP FAIRFIELD FUTURES FUND LP - ENTIRE DISP	P	VARIOUS	VARIOUS
l	CITIGROUP EMERGING CTA PORTFOLIO - ENTIRE DISPOSI	P	VARIOUS	VARIOUS
m				
n				
o				

(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	30,697.	57,527.	<26,830.>
b	42,296.	37,291.	5,005.
c	510,321.	539,864.	<29,543.>
d	1,296,770.	1,071,272.	225,498.
e	1,578,453.	1,422,607.	155,846.
f	1,133,744.	1,035,931.	97,813.
g	2,694,760.	2,504,744.	190,016.
h	1,039,000.	1,213,753.	<174,753.>
i	3,700,716.	2,967,002.	733,714.
j	244,867.	184,106.	60,761.
k	511,920.	409,270.	102,650.
l	306,116.	316,777.	<10,661.>
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<26,830.>
b			5,005.
c			<29,543.>
d			225,498.
e			155,846.
f			97,813.
g			190,016.
h			<174,753.>
i			733,714.
j			60,761.
k			102,650.
l			<10,661.>
m			
n			
o			

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	1,681,601.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A