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Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
PHIFER/JOHNSON FOUNDATION

A Employer identification number
57-6153679

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

Room/suite

B Telephone number (see instructions)
(864) 585-2000

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

ORIGINAL

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 14,904,291.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	167,703.	167,703.		ATCH 1
	4	Dividends and interest from securities	251,629.	251,629.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-715,717.			
	b	Gross sales price for all assets on line 6a 5,540,460.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-2,050.	-6,230.		ATCH 3
	12	**Total.** Add lines 1 through 11	-298,435.	413,102.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,750.			
	c	Other professional fees (attach schedule)	116,996.	7,697.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	24,785.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	2,284.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	154,815.	7,697.		
	25	Contributions, gifts, grants paid	2,166,117.			2,166,117.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,320,932.	7,697.	0	2,166,117.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-2,619,367.			
	b	**Net investment income** (if negative, enter -0-)		405,405.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,427,129.	1,707,441.	1,707,441.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	14,108,944.	8,887,235.	4,480,750.
	c	Investments - corporate bonds (attach schedule) ATCH 7	10,271,419.	9,441,127.	8,716,100.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)		1,896.	
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	25,807,492.	20,037,699.	14,904,291.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	25,807,492.	20,037,699.	
	30	**Total net assets or fund balances** (see instructions)	25,807,492.	20,037,699.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	25,807,492.	20,037,699.	

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	25,807,492.
2	Enter amount from Part I, line 27a	2	-2,619,367.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	-3,150,426.
4	Add lines 1, 2, and 3	4	20,037,699.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,037,699.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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	-715,717.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,126,831.	16,517,005.	0.128766
2009	2,846,067.	16,450,784.	0.173005
2008	3,142,217.	24,872,007.	0.126335
2007	2,802,049.	36,188,208.	0.077430
2006	2,757,346.	31,742,741.	0.086865

2 **Total** of line 1, column (d)	2	0.592401
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.118480
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,777,500.
5 Multiply line 4 by line 3	5	1,869,318.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,054.
7 Add lines 5 and 6	7	1,873,372.
8 Enter qualifying distributions from Part XII, line 4	8	2,166,117.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	4,054.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,054.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,054.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 10,425.		
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	10,425.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	6,371.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 6,371. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (2) On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ CAYMAN ISLANDS

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	3b		X
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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

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 NONE	
2	
3	
4	

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

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

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	4,198,942.
b	Average of monthly cash balances	1b	1,479,047.
c	Fair market value of all other assets (see instructions)	1c	10,339,778.
d	**Total** (add lines 1a, b, and c)	1d	16,017,767.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,017,767.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	240,267.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,777,500.
6	**Minimum investment return.** Enter 5% of line 5	6	788,875.

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	788,875.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,054.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,054.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	784,821.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	784,821.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	784,821.

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	2,166,117.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,166,117.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,054.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,162,063.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					784,821.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011.					
a From 2006	1,269,751.				
b From 2007	1,048,789.				
c From 2008	1,915,969.				
d From 2009	2,029,508.				
e From 2010	1,337,765.				
f **Total** of lines 3a through e		7,601,782.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 2,166,117.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					784,821.
e Remaining amount distributed out of corpus		1,381,296.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		8,983,078.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount - see instructions					
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		1,269,751.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		7,713,327.			
10 Analysis of line 9.					
a Excess from 2007	1,048,789.				
b Excess from 2008	1,915,969.				
c Excess from 2009	2,029,508.				
d Excess from 2010	1,337,765.				
e Excess from 2011	1,381,296.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATTACHMENT 10

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

N/A

c Any submission deadlines.

N/A

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

N/A

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . . ▶ **3a**				2,166,117.
b *Approved for future payment*				
ATTACHMENT 12				
Total . . . . ▶ **3b**				7,323,666.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	167,703.	
4 Dividends and interest from securities			15	251,629.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-715,717.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATTACHMENT 13				-2,050.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-298,435.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -298,435.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee

Date 5/22/12

▶ Trustee
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name: WILLIAM V. KASTLER
Preparer's signature: W. V. Kastler
Date: 5/21/12
Check ☐ if self-employed
PTIN: P00537730
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP
Firm's EIN ▶ 13-4008324
Firm's address ▶ 320 E.MAIN ST.,STE 420
SPARTANBURG, SC 29302
Phone no 864-577-8810

PHIFER/JOHNSON FOUNDATION 57-6153679

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					14,903.	
		SEE ATTACHED JPM Q25548-00-1						
631,336.		1,533,630.					-902,294.	
		SEE ATTACHED JPM Q25548-00-1						
4,288.		3,912.					376.	
		SEE ATTACHED JPM Q25549-00-9						
4,492,502.		4,336,398.					156,104.	
		SEE ATTACHED JPM Q66307-00-2						
397,431.		378,143.					19,288.	
		K-1: LIONS GATE CAPITAL LP (41-2128861)						
							-7,867.	
		K-1: LIONS GATE CAPITAL LP (41-2128861)						
							665.	
		FROM 8621: MUNDANE 98-0544254						
							3,108.	
TOTAL GAIN(LOSS)		....					-715,717.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: PHIFER/JOHNSON FOUNDATION

Employer identification number: 57-6153679

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,041.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	1,041.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-731,661.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	14,903.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-716,758.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

JSA
1F1210 2 000

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,041.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-716,758.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-715,717.

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

Part IV Capital Loss Limitation

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust
PHIFER/JOHNSON FOUNDATION

Employer identification number
57-6153679

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED JPM Q25548-00-1			4,288.	3,912.	376.
K-1: LIONS GATE CAPITAL LP (41-2128861)					665.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,041.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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1F1221 2 000

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

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE ATTACHED JPM Q25548-00-1			631,336.	1,533,630.	-902,294.
	SEE ATTACHED JPM Q25549-00-9			4,492,502.	4,336,398.	156,104.
	SEE ATTACHED JPM Q66307-00-2			397,431.	378,143.	19,288.
	K-1: LIONS GATE CAPITAL LP (41-2128861)					-7,867.
	FROM 8621: MUNDANE 98-0544254					3,108.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -731,661.

PHIFER/JOHNSON FOUNDATION
FEDERAL ID NUMBER 57-6153679
YEAR ENDING DECEMBER 31, 2011

SECURITY SOLD	SHARES	DATE SOLD	DATE BUY	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE DETAILS ATTACHED FOR THE FOLLOWING							
JP MORGAN-Q-25548-00-1				-	-	-	-
JP MORGAN-Q-25548-00-1				1,533,630 00	631,335.56	-	(902,294.44)
JP MORGAN-Q-25549-00-9				3,912.19	4,288.51	376.32	-
JP MORGAN-Q-25549-00-9				4,336,398.28	4,492,502.38	-	156,104.10
JP MORGAN-Q-66307-00-2				-	-	-	-
JP MORGAN-Q-66307-00-2				378,143.53	397,431.24	-	19,287.71
TOTALS				6,252,084.00	5,525,557.69	376.32	(726,902.63)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25548-00-1
DECEMBER 31, 2011

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
						-	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				-	-	-	-
LONG TERM CAPITAL GAINS/(LOSSES)							
12/20/2004	11/14/2011	50,000.00	Advance America, Cash Advance Centers	1,005,000.00	414,562.00		(590,438.00)
12/20/2004	11/15/2011	26,300.00	Advance America, Cash Advance Centers	528,630.00	216,773.56		(311,856.44)
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				1,533,630.00	631,335.56	-	(902,294.44)
GRAND TOTALS				1,533,630.00	631,335.56	-	(902,294.44)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-25549-00-9-INVESTMENTS
DECEMBER 31, 2011

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
10/1/2010	6/7/2011	230.424	Ridgeworth FDS	2,027.73	2,069.21	41 48	
6/25/2010	6/17/2011	70.054	Sound Shore Fund	1,884.46	2,219.30	334 84	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				3,912.19	4,288.51	376 32	-
LONG TERM CAPITAL GAINS/(LOSSES)							
Various	05/12/11	27,190.000	NFJ Dividend, Interest , Premium	400,377.48	516,358.07		115,980.59
Various	06/06/11	22,200.978	FMI Focus Fund	472,416.99	701,994.92		229,577.93
Various	06/07/11	22,041 291	Ridgeway FDS	193,110.69	197,930.79		4,820.10
Various	06/17/11	77,056.139	Primecap Odyssey Growth Fund	907,253.48	1,224,422.05		317,168.57
Various	06/17/11	14,099.202	Sound Shore Fund	400,702.44	446,662.73		45,960.29
10/21/03	08/08/11	14,335 000	Bank of America	549,118.40	95,133.82		(453,984 58)
04/15/10	08/25/11	10,266.940	William Blair Intl Fund	207,700.20	200,000.00		(7,700.20)
01/28/05	08/25/11	5,372.493	Vanguard/Trustees Equity Fund	164,290.84	150,000.00		(14,290.84)
04/15/10	09/08/11	5,047.956	William Blair Intl Fund	102,120.15	100,000.00		(2,120.15)
03/24/10	09/08/11	5,847.953	Ridgeway FDS	51,228.07	50,000.00		(1,228.07)
01/28/05	09/08/11	3,562.522	Vanguard/Trustees Equity Fund	108,941.92	100,000.00		(8,941.92)
04/15/10	09/12/11	10,498.688	William Blair Intl Fund	212,388.46	200,000.00		(12,388.46)
01/28/05	09/12/11	48,383.109	Vanguard/Trustees Equity Fund	147,949.38	130,000.00		(17,949.38)
04/15/10	09/14/11	3,888.025	William Blair Intl Fund	78,654.75	75,000.00		(3,654.75)
01/28/05	09/14/11	2,744.237	Vanguard/Trustees Equity Fund	83,918.77	75,000.00		(8,918 77)
04/15/10	09/21/11	2,400 000	William Blair Intl Fund	48,552.00	45,000.00		(3,552.00)
01/28/05	09/21/11	1,693.002	Vanguard/Trustees Equity Fund	51,772 00	45,000.00		(6,772 00)
04/15/10	09/26/11	1,923.078	William Blair Intl Fund	38,903.85	35,000.00		(3,903.85)
01/28/05	09/26/11	1,345.636	Vanguard/Trustees Equity Fund	41,149.55	35,000.00		(6,149.55)
04/15/10	10/10/11	1,837 270	William Blair Intl Fund	37,167.97	35,000.00		(2,167 97)
01/28/05	10/10/11	1,264 908	Vanguard/Trustees Equity Fund	38,680.89	35,000.00		(3,680 89)
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				4,336,398 28	4,492,502.38	-	156,104 10
GRAND TOTALS				4,340,310.47	4,496,790.89	376 32	156,104.10

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
REALIZED GAINS AND LOSSES
JP MORGAN Q-66307-00-2
DECEMBER 31, 2011

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
SHORT TERM CAPITAL GAINS/(LOSSES)							
						-	
						-	
TOTAL SHORT TERM CAPITAL GAINS/(LOSSES)				-	-	-	-
LONG TERM CAPITAL GAINS/(LOSSES)							
04/14/09	01/06/11	4,395.20	Americredit Auto Receivables 2006-BG CL A4	3,796.35	4,395.20		598.85
04/01/09	01/12/11	1,017 98	Triad Auto Receivables 2006-C CL A4	814.38	1,017.98		203.60
04/14/09	02/08/11	4,356.99	Americredit Auto Receivables 2006-BG CL A4	3,763.35	4,356.99		593.64
04/01/09	02/14/11	1,252.68	Triad Auto Receivables 2006-C CL A4	1,002.14	1,252.68		250.54
04/14/09	03/07/11	4,639.52	Americredit Auto Receivables 2006-BG CL A4	4,007.39	4,639 52		632.13
04/01/09	03/14/11	1,024.13	Triad Auto Receivables 2006-C CL A4	819 30	1,024.13		204.83
04/14/09	04/06/11	5,024 90	Americredit Auto Receivables 2006-BG CL A4	4,340.26	5,024.90		684.64
04/01/09	04/12/11	1,106.29	Triad Auto Receivables 2006-C CL A4	885.03	1,106.29		221.26
04/14/09	05/06/11	3,701.13	Americredit Auto Receivables 2006-BG CL A4	3,196.85	3,701.13		504.28
04/01/09	05/16/11	13,732.22	Triad Auto Receivables 2006-C CL A4	10,985.77	13,732.21		2,746.44
04/14/09	06/06/11	53,868.18	Americredit Auto Receivables 2006-BG CL A4	46,528.64	53,868.18		7,339.54
03/24/10	11/22/11	67,464.73	Franklin Auto Trust 2006-1 CL C	66,284.10	67,464.73		1,180.63
03/24/10	12/20/11	235,847.30	Franklin Auto Trust 2006-1 CL C	231,719.97	235,847.30		4,127.33
TOTAL LONG TERM CAPITAL GAINS/(LOSSES)				378,143.53	397,431.24	-	19,287 71
GRAND TOTALS				378,143.53	397,431.24	-	19,287.71

PFIC Annual Information Statement

Mundane International Ltd.

Tax Year Beginning October 1, 2011
Tax Year Ending December 31, 2011

Phifer/Johnson Foundation
Attn: Johnson Business Development
340 E. Main Street
Spartanburg, SC 29302

You have the following pro-rata share of the ordinary earnings and net capital gain of the **Mundane International Ltd.** for the taxable year 2011:

Ordinary Earnings:	US$0
Net Capital Gain:	US$3,108

The amount of cash and fair market value of other property distributed or deemed distributed by the **Mundane International Ltd.** to you is as follows:

Cash:	US$0
Fair Market Value of Property:	US$0

Mundane International Ltd. will permit you to inspect and copy its permanent books of account, records, and such other documents as may be maintained by **Mundane International Ltd.** that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in section 1293(e) of the Code, are computed in accordance with US income tax principles.

David Abell
Name:

5-14-12
Date:

Director
Title:

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - SEE ATTACHED	153,698.	153,698.
K-1: JACAR PARENT, LLC (45-3551698)	13,823.	13,823.
K-1: LIONS GATE CAPITAL LP (41-2128861)	182.	182.
TOTAL	167,703.	167,703.

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679

SCHEDULE OF DIVIDENDS/INTEREST INCOME PER 1099'S

	BROKER/ENTITY	INTEREST INCOME	TOTAL DIVIDENDS	QUALIFIED DIVIDENDS	CAPITAL GAIN DIST	SECTION 1250 GAIN	NON-DIVIDEND DIST	MISC INCOME	FOREIGN TAX PAID	FEDERAL TAX EXEMPT DIVIDENDS	FEDERAL TAX WITH-HELD
aea	JP MORGAN-Q-25548-00-1	3 55	135,015 01	135,015 01							
abs	JP MORGAN-Q-66307-00-2	153,276 58	19 85	19 85							
	JP MORGAN-Q-25549-00-9	298 31	106,481 44	64,131 21	14,902 53		4,180 38		1,737 00		
	JP MORGAN-Q-22191-00-3	99 56	53 91	-							
	IRS	20 65									
	TOTALS	153,698 65	241,570 21	199,166 07	14,902 53	-	4,180 38	-	1,737 00	-	-

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME - see attached	241,570.	241,570.
K-1: LIONS GATE CAPITAL LP (41-2128861)	10,059.	10,059.
TOTAL	251,629.	251,629.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INCOME: LIONS GATE CAPITAL LP	-8,612.	-8,612.
NON TAXABLE DISTRIBUTION	4,180.	
SUBPART F INCOME: MUNDANE INTL LTD	2,382.	2,382.
TOTALS	-2,050.	-6,230.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES	23,048.
FOREIGN TAXES PAID	1,737.
TOTALS	24,785.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
BANK SERVICE CHARGE	9.
K-1 OTHER DED: JACAR PARENT	539.
K-1 OTHER DED: LIONS GATE	1,736.
TOTALS	2,284.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BANK OF AMERICA	1,061,752.	159,377.
ADVANCE AMERICA	7,825,483.	4,321,373.
TOTALS	8,887,235.	4,480,750.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS	9,441,127.	8,716,100.
TOTALS	9,441,127.	8,716,100.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE
ACCRUED ASSETS	1,896.
TOTALS	1,896.

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

DESCRIPTION	AMOUNT
K-1 INVESTMENT ACTIVITY NOT RECORDED ON BOOKS FOR 2011	-11,465.
ADVANCE AMERICA BASIS ADJ NO TAX EFFECT	-3,138,961.
TOTAL	-3,150,426.

ATTACHMENT 10

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

NONE

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		2,166,117.
		TOTAL CONTRIBUTIONS PAID	2,166,117.

Phifer/Johnson Foundation
2011 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1693	Apr	Adult Learning Center	Annual gigt	1,000 00	1,000 00
1760	Dec	Alice Paul Institute		500 00	500 00
1713	Jun	Arts Guild of Spartanburg		1,000 00	1,000 00
1763	Dec	Arts Partnership	Capital Fund	400,000 00	610,000 00
1764	Dec	Arts Partnership	Capital Fund	200,000 00	610,000 00
1769	Dec	Arts Partnership	Annual Fund	10,000 00	610,000 00
1722	Aug	Ballet Spartanburg	Peter & the Wolf $5,000, Dansyenergy $2,000	7,000 00	7,000 00
1721	Aug	Betty Ford Alpine Gardens		1,250 00	1,250 00
1723	Aug	Blue Ridge Healthcare Foundation		250 00	250 00
1698	May	Bravo! Vail Valley Music Festival		2,500 00	2,500 00
1766	Dec	Brookgreen Gardins	Atalaya Council	5,000 00	5,000 00
1762	Dec	Children's Museum of the Treasure Coast		10,000 00	10,000 00
1724	Aug	College Hub		5,000 00	5,000 00
1689	Mar	Converse College	Annual Fund - SPJ gift	3,000 00	577,000 00
1707	May	Converse College	Susanna Gift	3,000 00	577,000 00
1708	May	Converse College	Student Apartments	500,000 00	577,000 00
1710	Jun	Converse College	Betty Montgomery Fund	10,000 00	577,000 00
1711	Jun	Converse College	Sally Harmon Caughman Study - Travel Endowment	5,000 00	577,000 00
1720	Jul	Converse College	Friends of the Petrie School of Music-Chamber Music	500 00	577,000 00
1736	Oct	Converse College	Valkyries Golf Program	25,000 00	577,000 00
1754	Nov	Converse College	Friends of the Literary Arts	1,000 00	577,000 00
1758	Dec	Converse College	Joe Ann Lever Memorial Academic Fund	500 00	577,000 00
1759	Dec	Converse College	Susanna Johnson Annual Fund Gift	3,000 00	577,000 00
1705	May	Converse College	Annual Fund	25,000 00	577,000 00
1706	May	Converse College	Equestrian Program	1,000 00	577,000 00
1761	Dec	Ellen Hines Smith Girls Home		500 00	1,500 00
1700	May	Ellen Hines Smith Girls Home	2011 Pro Tennis Charity Invitational	1,000 00	1,500 00
1667	Jan	Episcopal Church of the Advent	Debt Elimination Fund	20,000 00	89,000 00
1670	Jan	Episcopal Church of the Advent	Annual Pledge	60,000 00	89,000 00
1739	Nov	Episcopal Church of the Advent	GDJ III Pledge ($2,500), Debt Elimination ($3,000)	5,500 00	89,000 00
1748	Nov	Episcopal Church of the Advent		1,000 00	89,000 00
1751	Nov	Episcopal Church of the Advent	SPJ annual gift	2,500 00	89,000 00
1679	Feb	ETV Endowment of South Carolina		250 00	250 00
1683	Mar	Friends of the Libraries		500 00	500 00
1728	Aug	Friends of the Spartanburg County Public Libraries		500 00	500 00
1687	Mar	Hatcher Garden	Hibiscus Society	1,000 00	2,000 00
1734	Oct	Hatcher Garden	Southern Magnolia Society	1,000 00	2,000 00
1738	Oct	Healthy Smiles of Spartanburg		1,000 00	1,000 00
1682	Mar	Historic Burke Foundation Inc		1,000 00	1,000 00
1727	Aug	History museum of Burke County, inc	Pmt #3 of 5 annual	100,000 00	100,000 00
1694	Apr	Hub City Writers Project		1,000 00	3,000 00
1730	Sep	Hub City Writers Project	In honor of Michel Stone book publishing	2,000 00	3,000 00
1675	Feb	Junior Achievement of Central South Carolina		1,000 00	2,000 00
1749	Nov	Junior Achievement of Central South Carolina		1,000 00	2,000 00
1716	Jun	Kudzu Coalition		1,000 00	1,000 00
1725	Aug	Long Leaf Alliance	Payment 2 of 3	1,000 00	1,000 00
1767	Dec	Mobile Meals	30th Anniversary Endowment Pmt 4 of 5	10,000 00	10,000 00
1752	Nov	New Day Inc of Spartanburg	Honoring Kathey Bell	250 00	250 00
1756	Nov	Northside Development Corporation	Pmt #1 of 5 annual	50,000 00	50,000 00
1729	Sep	Nova Southeastern University	Chancellor's Fellows Endowment	1,000 00	1,000 00
1686	Mar	Palmetto Council of Boy Scouts of America	GDJ, Jr ($5,000) and Susu ($1,000)	6,000 00	10,000 00
1691	Apr	Palmetto Council of Boy Scouts of America	GDJ III gift	3,000 00	10,000 00
1742	Nov	Palmetto Council of Boy Scouts of America	2011 Fowl Fest Sponsorship	1,000 00	10,000 00
1685	Mar	Partners for Active Living	BikeTown Sponsorship	1,000 00	2,000 00
1753	Nov	Partners for Active Living	Bike Town Sponsorship	1,000 00	2,000 00
1719	Jul	Peacecenter for the Performing Arts	Peacekeeper	250 00	250 00
1735	Oct	Pine Crest School	Annual Fund	500 00	500 00
1712	Jun	Robert E Lee Memorial Association		5,000 00	5,000 00
1681	Mar	Salvation Army	Toast of the town	1,000 00	1,000 00
1690	Apr	SC Association of Public Charter Schools		10,000 00	10,000 00
1703	May	SC Campaign to Prevent Teen Pregnancy	Pmt 3 & 4 of 4	12,500 00	12,500 00
1699	May	SC Governor's School for Science & Mathematics		5,000 00	5,000 00
1731	Sep	Second Presbyterian Church		1,000 00	1,000 00
1674	Feb	South Carolina Independent Colleges and Universities		250 00	250 00
1717	Jun	South Carolina Policy Council		5,000 00	5,000 00
1678	Feb	SPACE	Pmt 2 of 2	25,000 00	25,000 00
1676	Feb	Spartanburg Art Museum	Art 7 Antique Show (GDJ III gift)	1,000 00	4,500 00
1684	Mar	Spartanburg Art Museum	Sponsorship Fraser/Stevins reception	2,500 00	4,500 00
1737	Oct	Spartanburg Art Museum		1,000 00	4,500 00
1714	Jun	Spartanburg County Foundation	Bob Bretweiser Habitat for Humanity Fund	500 00	4,752 28
1715	Jun	Spartanburg County Foundation	The Tristan V Harrill Special Fund	1,000 00	4,752 28
1732	Sep	Spartanburg County Foundation	College Hub	2,752 28	4,752 28
1757	Nov	Spartanburg County Foundation	A Dickens of A Christmas Fund	500 00	4,752 28
1673	Feb	Spartanburg County Medical Alliance	Docs Who Rock	500 00	500 00

Phifer Johnson Foundation
2011 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1680	Mar	Spartanburg Day School	Gala Auction	200 00	1,700 00
1750	Nov	Spartanburg Day School	SPJ gift (Annual Pledge)	1,500 00	1,700 00
1718	Jul	Spartanburg Philharmonic	Pmt 1 of 3 annual	3,333 00	3,333 00
1740	Nov	Spartanburg Regional Foundation	Bearden-Josey Center for Breast Health Capital Cmpgn	50,000 00	51,000 00
1741	Nov	Spartanburg Regional Foundation	Festival of Trees	1,000 00	51,000 00
1702	May	Spoleto Festival USA		33,000 00	33,000 00
1696	Apr	Spot of Pride Beautification Fund	Spots #041,#083,#110	6,670 00	7,390 00
1697	Apr	Spot of Pride Beautification Fund	Spot #128	720 00	7,390 00
1743	Nov	St Luke's Free Medical Clinic		200 00	200 00
1677	Feb	United Way of the Piedmont	GDJ III gift	2,600 00	28,600 00
1688	Mar	United Way of the Piedmont	Brew, Blues & BBQ (GDJ III)	1,000 00	28,600 00
1746	Nov	United Way of the Piedmont	Annual Pledge	25,000 00	28,600 00
1733	Oct	Upstate Forever		10,000 00	10,000 00
1726	Aug	Urban League of the Upstate, Inc.	Humanitarian Award Gala	1,000 00	1,000 00
1668	Jan	USC Upstate Foundation	Dr John C Stockwell Faclty Enrichment Fund	5,000 00	205,000 00
1770	Dec	USC Upstate Foundation		200,000 00	205,000.00
1768	Dec	Vail Valley Institute		500 00	500 00
1671	Feb	Vail Valley Medical Center	Annual Pledge	5,000 00	5,000 00
1744	Nov	Vail Valley Foundation		25,642 00	25,642 00
1692	Apr	W&L	GDJ III gift	5,000 00	15,000 00
1709	May	W&L	Annual Fund - GDJ III gift	5,000 00	15,000 00
1745	Nov	W&L	Parents Fund	5,000 00	15,000 00
1695	Apr	Wofford College	Annual Fund	5,000 00	7,000 00
1747	Nov	Wofford College	Curry Bld Renovation	2,000 00	7,000 00
1669	Jan	YMCA of Greater Spartanburg	Pine Captial Campaign	100,000 00	200,000 00
1765	Dec	YMCA of Greater Spartanburg	Pine Capital Campaign	100,000 00	200,000 00
			Total	2,166,117 28	

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			7,323,666.
		TOTAL CONTRIBUTIONS APPROVED	7,323,666.

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2011 AMOUNT	2012 AMOUNT	2013 AMOUNT	2014 AMOUNT	BEYOND 2014	BALANCE DUE
SCHEDULED PLEDGES								
ARTS PARTNERSHIP-CULTURAL CENTER	4,000,000	DEC	PAID	400,000				400,000
ARTS PARTNERSHIP-CULTURAL CENTER-ADDT'L PLEDGE	1,000,000	DEC	PAID	200,000				200,000
BURKE HOSPICE & PALLIATIVE CARE	50,000	DEC	PD-Jan-2012					-
CHILDREN'S MUSEUM OF THE TREASURE COAST	50,000		PAID	10,000	10,000	10,000		30,000
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	PAID	25,000	25,000	25,000	100,000	175,000
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	PAID	500,000	500,000	500,000	2,000,000	3,500,000
EPISCOPAL CHURCH OF THE TRANSFIGURATION (VAIL)	1,000	NOV		1,000				1,000
EPISCOPAL CHURCH OF THE ADVENT (Debt Elimination)	60,000	JAN	PAID	20,000				20,000
FOUNDATION FOR THE CAROLINAS	25,000	Dec	PD-Jan-2012	5,000	5,000	5,000		15,000
GIRL SCOUTS-SUSU FUND	150,000	DEC	PD-Jan-2012	30,000				30,000
GIRL SCOUTS-WINGS SOCIETY	50,000	DEC	PD-Jan-2012	10,000				10,000
GOVERNOR'S SCHOOL FOR SCIENCE AND MATH	15,000	JUNE	PAID	5,000				5,000
GRACE EPISCOPAL CHURCH-GENERATION TO GENERATION CAPITAL	50,000	NOV	PD-Jan-2012	10,000				10,000
HAVEN	15,000	DEC	PD-Jan-2012					-
HISTORIC MUSEUM OF BURKE COUNTY	500,000	Sep	PAID	100,000	100,000			200,000
Hub City Writers Project - ARTISTS IN RESIDENCE	36,000		PD-Jan-2012					-
Long Leaf Alliance	3,000		PAID	1,000				1,000
MOBILE MEALS	50,000	Dec	PAID	10,000				10,000
North Side Redevelopment	250,000	Dec	PAID	50,000	50,000	50,000	50,000	200,000
Spartanburg Community College Foundation	1,000,000	Dec		100,000	100,000	100,000	700,000	1,000,000
Spartanburg Philharmonic	10,000		PAID	3,333	3,333			6,666
SPARTANBURG SOUP KITCHEN NEW BUILDING FUND	1,500	APRIL	PD-Jan-2012	500				500
SPOLETO FESTIVAL USA	99,000	APRIL	PAID	33,000	33,000			66,000
SRHS FOUNDATION-BEARDEN-JOSEY CENTER	250,000	DEC	PAID	50,000				50,000
SRHS FOUNDATION-Festival of Trees	5,000	OCT	PAID	1,000				1,000
UPSTATE FOREVER	15,000	DEC	PD-Jan-2012	5,000				5,000
WOFFORD COLLEGE-CURRY BUILDING	5,000	DEC	PAID	1,000				1,000
YMCA	1,000,000	JAN	PAID	100,000	100,000	100,000	400,000	700,000
TOTAL SCHEDULED PLEDGES			-	1,670,833	926,333	790,000	3,250,000	6,637,166
REPEAT/ANNUAL PLEDGES								
ADVENT CHURCH-ANNUAL PLEDGE		QTR	PAID	75,000	75,000	75,000		225,000
ARTS PARTNERSHIP-ANNUAL FUND		DEC	PAID	10,000	10,000	10,000		30,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP		AUG	PAID	5,000	5,000	5,000		15,000
HISTORIC BURKE FOUNDATION		MAR	PAID	500	500	500		1,500
UNITED WAY		OCT	PAID	25,000	25,000	25,000		75,000
VAIL VALLEY FOUNDATION-SPLIT W/ PERSONAL FUNDS		JUN	PAID	30,000	30,000	30,000		90,000
TOTAL REPEAT/ANNUAL PLEDGES			-	145,500	145,500	145,500	-	436,500
POTENTIAL PLEDGES								
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD					250,000	250,000
TOTAL POTENTIAL PLEDGES			-	-	-	-	250,000	250,000
GRAND TOTAL			-	1,816,333	1,071,833	935,500	3,500,000	7,323,666

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SUPART F INCOME: MUNDANE INTL				2,382.	
K-1 INCOME: LIONS GATE CAPITAL LP				-8,612.	
NON TAXABLE DISTRIBUTION			18	4,180.	
TOTALS				-2,050.	

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. PHIFER/JOHNSON FOUNDATION	Employer identification number (EIN) or ☐ 57-6153679
	Number, street, and room or suite no. If a P O. box, see instructions. PO BOX 3524	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SPARTANBURG, SC 29304	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MR. DAN C. BREEDEN

Telephone No. ▶ 864-585-2000 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 11 or

▶ ☐ tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.