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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 , and ending

Name of foundation WALLACE FAMILY FOUNDATION		A Employer identification number 58-6343201
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (864) 233-5307
21 CHESTNUT RIDGE ROAD		
City or town, state, and ZIP code GREENVILLE SC 29609		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,247,173	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	0	0		
	4 Dividends and interest from securities	36,508	36,508		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	31,058			
	b Gross sales price for all assets on line 6a	552,457			
	7 Capital gain net income (from Part IV, line 2)		31,058		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	67,566	67,566	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,512	0	0	0
	c Other professional fees (attach schedule)	17,101	17,101	0	0
	17 Interest	4	4		
	18 Taxes (attach schedule) (see instructions)	3,369	1,546	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	21,986	18,651	0	0
	25 Contributions, gifts, grants paid	61,100			61,100
26 Total expenses and disbursements. Add lines 24 and 25	83,086	18,651	0	61,100	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-15,520				
b Net investment income (if negative, enter -0-)		48,915			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

(HTA)

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	17,483	68,140	68,140
	3 Accounts receivable ☐	0		
	Less allowance for doubtful accounts ☐	0	0	0
	4 Pledges receivable ☐	0		
	Less allowance for doubtful accounts ☐	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐	0		
	Less allowance for doubtful accounts ☐	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	289,937	265,339	275,778
	b Investments—corporate stock (attach schedule)	832,171	790,559	903,255
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ☐	0		
	Less accumulated depreciation (attach schedule) ☐	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ☐	0		
	Less accumulated depreciation (attach schedule) ☐	0	0	0
	15 Other assets (describe ☐)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,139,591	1,124,038	1,247,173
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ☐)	0	0	
	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	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,139,591	1,124,038	
	30 Total net assets or fund balances (see instructions)	1,139,591	1,124,038	
	31 Total liabilities and net assets/fund balances (see instructions)	1,139,591	1,124,038	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,139,591
2 Enter amount from Part I, line 27a	2	-15,520
3 Other increases not included in line 2 (itemize) ☐	3	0
4 Add lines 1, 2, and 3	4	1,124,071
5 Decreases not included in line 2 (itemize) ☐ Prior year adjustments	5	33
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,124,038

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 Attached Statement			
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

(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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	31,058
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	-332

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	58,100	1,217,883	0.047706
2009	70,375	1,138,875	0.061793
2008	79,600	1,395,952	0.057022
2007	78,800	1,665,471	0.047314
2006	69,800	1,571,368	0.044420

2 Total of line 1, column (d)	2	0.258255
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	0.051651
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,275,320
5 Multiply line 4 by line 3	5	65,872
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	489
7 Add lines 5 and 6	7	66,361
8 Enter qualifying distributions from Part XII, line 4 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.	8	61,100

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**1 a** 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**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments**a** 2011 estimated tax payments and 2010 overpayment credited to 2011**6a** 1,250**b** Exempt foreign organizations—tax withheld at source**6b****c** Tax paid with application for extension of time to file (Form 8868)**6c** 0**d** Backup withholding erroneously withheld**6d****7** Total credits and payments. Add lines 6a through 6d**7** 1,250**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**8** 0**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**9** 0**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**10** 272**11** Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 0 Refunded ☐**11** 272**Part VII-A Statements Regarding Activities****1 a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?**1a** Yes No 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** XIf 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?**2** X

If "Yes," attach a detailed description of the activities

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**4 a** 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** N/A**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?**5**

If "Yes," attach the statement required by General Instruction T

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**8 a** 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)

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? Website address ▶ NONE	13	X	
14	The books are in care of ▶ JEAN C. GRIFFITH Telephone no ▶ (864) 354-4350 Located at ▶ po box 26436 GREENVILLE SC ZIP+4 ▶ 29616			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	1b	N/A
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 ▶ 20 , 20 , 20 , 20		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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**

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ 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
NONE				
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	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				

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
		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments. See instructions.	
3	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,224,159
b	Average of monthly cash balances	1b	70,582
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,294,741
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	1,294,741
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19,421
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,275,320
6	Minimum investment return. Enter 5% of line 5	6	63,766

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	63,766
2a	Tax on investment income for 2011 from Part VI, line 5	2a	978
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	978
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,788
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	62,788
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	62,788

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	61,100
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,100
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,100

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				62,788
2 Undistributed income, if any, as of the end of 2011			53,720	
a Enter amount for 2010 only			53,720	
b Total for prior years. 20 <u>07</u> , 20 <u>08</u> , 20 <u>09</u>		194,546		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>61,100</u>				
a Applied to 2010, but not more than line 2a			53,720	
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 2011 distributable amount				7,380
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (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		194,546		
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		194,546		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				55,408
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)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
				0
0	0	0	0	0
				0
				0
				0
				0

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))

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE PEACE CENTER 101 Broad Street Greenville SC 29601		501c3	Campaign	10,000
ARTISPHERE 16 AUGUSTA STREET GREENVILLE SC 29601		501C3	2011 FESTIVAL	1,000
NATIONAL MS FOUNDATION 9801 Southern Pine Blvd Charlotte NC 28273		501c3	Unrestricted	500
THE MUSEUM ASSOCIATION 420 COLLEGE STREET GREENVILLE SC 29601		501c3	ANTIQUES SHOW	10,000
BROOKGREEN GARDENS Box 3368 Pawley's Island SC 29585		501c3	Unrestricted	5,000
CENTRE STAGE 501 River Street Greenville SC 29601		501c3	Unrestricted	1,500
UNITED WAY 105 EDINBURGH COURT GREENVILLE SC 29607		501c3	Unrestricted	10,000
THE PEACE CENTER 101 BROAD STREET GREENVILLE SC 29601		501C3	CAMPAIGN	10,000
PROJECT HOST Po box 345 Greenville SC 29602		501c3	Unrestricted	1,000
THE NATIONAL SCULPTURE ASSOCIATION 75 Varrick Street New York NY 10013		501c3	Unrestricted	350
METROPOLITAN ARTS COUNCIL 16 Augusta Street Greenville SC 29601		501c3	Unrestricted	500
Total See Attached Statement			► 3a	61,100
b <i>Approved for future payment</i>				
Total			► 3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TREES GREENVILLE

Street

PO Box 9232

City

Greenville

State

SC

Zip Code

29604

Foreign Country

Relationship

Foundation Status

501c3

Purpose of grant/contribution

Unrestricted

Amount

250

Name

CAMPERDOWN ACADEMY

Street

501 HOWELL ROAD

City

GREENVILLE

State

SC

Zip Code

29615

Foreign Country

Relationship

Foundation Status

501C3

Purpose of grant/contribution

ANNUAL FUND

Amount

500

Name

NATIONAL MS FOUNDATION

Street

9801 Southern Pine Blvd

City

Charlotte

State

NC

Zip Code

28273

Foreign Country

Relationship

Foundation Status

501c3

Purpose of grant/contribution

Unrestricted Funds

Amount

500

Name

POSITIVE EXPOSURES

Street

1674-C Beekman Place NW

City

Washington

State

DC

Zip Code

20009

Foreign Country

Relationship

Foundation Status

501c3

Purpose of grant/contribution

Unrestricted

Amount

5,000

Name

THE CITADEL FOUNDATION

Street

171 MOULTRIE STREET

City

CHARLESTON

State

SC

Zip Code

29409

Foreign Country

Relationship

Foundation Status

501C3

Purpose of grant/contribution

DANIEL WALLACE FUND SCHOLARSHIP

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Gross Sales														
552,457														
0														
Cost, Other Basis and Expenses														
521,399														
Net Gain or Loss														
31,058														

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	Act 8885 short term A				1/1/2011	P	12/31/2011	670	868				-198
2	X	Act 8885 short term B				1/1/2011	P	12/31/2011	8,404	5,051				3,353
3	X	Act 8885 longterm B				12/31/2010	P	12/31/2011	30,110	18,640				11,470
4														0
5	X	Act 30583 long term B				12/31/2010	P	12/31/2011	33,111	27,983				5,128
6														0
7	X	Act 10829 short term B				1/1/2011	P	12/31/2011	1,346	1,294				52
8	X	Act 10829 long term b				12/31/2010	P	12/31/2011	35,414	33,252				2,162
9														0
10	X	Act 37196 short term B				1/1/2011	P	12/31/2011	44,829	46,374				-1,545
11	X	Act 37196 long term B				12/31/2010	P	12/31/2011	74,191	73,172				1,019
12	X	Act 37196 unclassified gain				12/31/2010	P	12/31/2011	27,996	27,980				16
13	X	Act 37199 return of principal				12/31/2011	P	12/31/2011	16,898	16,898				0
14														0
15	X	Act 8887 short term A				1/1/2012	P	12/31/2011	94,797	110,744				-15,947
16	X	Act 8887 short term B				1/1/2012	P	12/31/2011	109,978	96,044				13,934
17	X	Act 887 long term b				12/31/2010	P	12/31/2011	74,694	63,099				11,595
18														0
19	X	litigation proceeds act 10829				12/31/2011	P	12/31/2011	19	0				19
20														0
21														0
22														0

Line 16b (990-PF) - Accounting Fees

		1,512	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	JCGRIFFITH, CPA	1,512			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		17,101	17,101	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	UBS PAINE WEBBER management fees	17,101	17,101		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		3,369	1,546	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Federal tax	1,823			
3	FOREIGN EXCISE TAX	1,546	1,546		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		289,937	265,339	298,505	275,778		
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	PIMCO 37196	289,937	265,339	298,505	275,778	X	X
2	UBS 06041	0	0	0			X
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	DELAWARE CAPITAL MANAGEMENT 3058		274,212	287,864	246,965	241,643
2	RORER ASSET MANAGEMENT 8763		215,930	141,838	258,292	171,090
3	EADS & EALDS INVESTMENT 10829		212,385	218,329	277,203	278,213
4	RITTENHOUSE FIN. SERVICES INC 8563		129,644	142,528	206,160	212,309
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions	Short Term CG Distributions	Amount		CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
			0	0					552,457	0	521,399	31,058	0	0	0	0	0	31,058
1	Act 8885 short term A		P			1/1/2011	12/31/2011		670	0	868	0	868	-198			0	-198
2	Act 8885 short term B		P			1/1/2011	12/31/2011		8,404	0	5,051	0	5,051	3,353			0	3,353
3	Act 8885 long term B		P			12/31/2010	12/31/2011		30,110	0	18,640	0	18,640	11,470			0	11,470
4	Act 30583 long term B		P			12/31/2010	12/31/2011		33,111	0	27,983	0	27,983	5,128			0	5,128
5	Act 10829 short term B		P			1/1/2011	12/31/2011		1,346	0	1,294	0	1,294	52			0	52
6	Act 10829 long term B		P			12/31/2010	12/31/2011		35,414	0	33,252	0	33,252	2,162			0	2,162
7	Act 37196 short term B		P			1/1/2011	12/31/2011		44,829	0	46,374	0	46,374	-1,545			0	-1,545
8	Act 37196 long term B		P			12/31/2010	12/31/2011		74,191	0	73,172	0	73,172	1,019			0	1,019
9	Act 37196 undclassified gain		P			12/31/2010	12/31/2011		27,996	0	27,980	0	27,980	16			0	16
10	Act 37199 return of principal		P			12/31/2011	12/31/2011		16,898	0	16,898	0	16,898	0			0	0
11	Act 8887 short term A		P			1/1/2012	12/31/2011		94,797	0	110,744	0	110,744	-15,947			0	-15,947
12	Act 8887 short term B		P			1/1/2012	12/31/2011		109,978	0	96,044	0	96,044	13,934			0	13,934
13	Act 887 long term b		P			12/31/2010	12/31/2011		74,694	0	63,099	0	63,099	11,595			0	11,595
14	litigation proceeds act 10829		P			12/31/2011	12/31/2011		19	0	0	0	0	19			0	19
15									0	0	0	0	0	0			0	0
16									0	0	0	0	0	0			0	0
17									0	0	0	0	0	0			0	0
18									0	0	0	0	0	0			0	0
19									0	0	0	0	0	0			0	0
20									0	0	0	0	0	0			0	0
21									0	0	0	0	0	0			0	0
22									0	0	0	0	0	0			0	0

Account Number BL 08885 GG
Your Financial Advisor or Contact
THE GALLIVAN GROUP
864-232-5101/800-726-5222

UBS Financial Services Inc.

2011 Consolidated Form 1099

P0101L0002759300352912-X1

2011 Realized Gain/Loss Summary

(Include sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary classifies tax lots into three categories within holding period. Type "A" activity was reported to the IRS on Form 1099-B with cost basis on line 3. Type "B" activity was reported to the IRS on Form 1099-B without cost basis. Type "C" activity was not reported to the IRS on Form 1099-B. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2011 Gain/Loss for transactions with trade dates through 12/30/11 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction for Type "A" activity only. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that can adjust or negate wash sales.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different.

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification. The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients should discuss the possible application of these provisions with their tax advisor.

Description	Cost or Other Basis	Sale Amount	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss					
A - Reported to the IRS on Form 1099-B with cost basis	867 67	669 63		(198 04)	(198 04)
B - Reported to the IRS on Form 1099-B without cost basis	5,050 19	8,403 94	3,358 91	(5 16)	3,353 75
Total Short Term	\$5,917 86	\$9,073 57	\$3,358 91	\$(203 20)	\$3,155 71
Long-term Gain/Loss					
B - Reported to the IRS on Form 1099-B without cost basis	18,639 51	30,109 09	12,562 20	(1,092 62)	11,469 58
Total Long Term	\$18,639 51	\$30,109 09	\$12,562 20	\$(1,092 62)	\$11,469 58
Sub Total	\$24,557 37	\$39,182 66	\$15,921 11	\$(1,295 82)	\$14,625 29
Total	\$24,557.37	\$39,182.66	\$15,921.11	\$(1,295.82)	\$14,625.29