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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 12/1/2011, and ending 11/30/2012

Name of foundation SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY		A Employer identification number 22-6905314
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 333,808	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	46,461			
	2 Check <input type="checkbox"/> 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	6,839	6,788		
	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	4,516			
	b Gross sales price for all assets on line 6a	115,228			
	7 Capital gain net income (from Part IV, line 2)		4,516		
	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		
12 Total. Add lines 1 through 11	57,816	11,304	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,582	2,686		895
	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)	500	0	0	500
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	660	100	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)	500	500	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	5,242	3,286	0	1,395
	25 Contributions, gifts, grants paid	9,883			9,883
26 Total expenses and disbursements. Add lines 24 and 25	15,125	3,286	0	11,278	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	42,691				
b Net investment income (if negative, enter -0-)		8,018			
c Adjusted net income (if negative, enter -0-)			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	0	0	
	2	Savings and temporary cash investments	8,760	10,423	10,423
	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	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	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)	267,055	304,937	323,385
	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)	275,815	315,360	333,808
	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	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. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	275,815	315,360	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	275,815	315,360	
	31	Total liabilities and net assets/fund balances (see instructions)	275,815	315,360	

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	275,815
2	Enter amount from Part I, line 27a	2	42,691
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	318,506
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,146
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	315,360

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	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	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	4,516
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.

(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	10,728	290,436	0.036938
2009	7,629	267,248	0.028547
2008	10,413	230,586	0.045159
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.110644
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 0.036881
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 283,135
5 Multiply line 4 by line 3			5 10,442
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 80
7 Add lines 5 and 6			7 10,522
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 11,278

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	80	
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	0	
3 Add lines 1 and 2		3	80	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	80	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	342		
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	342		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	262		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 80 Refunded <input type="checkbox"/>	11	182		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b**

N/A

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

N/A

☐ Yes ☐ No

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

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

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7a**

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee	4.00	3,582	0
		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0

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

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

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

☐

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		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	0
Total. Add lines 1 through 3	0

Part XI 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	276,777
b	Average of monthly cash balances	1b	10,670
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	287,447
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	287,447
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,312
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	283,135
6	Minimum investment return. Enter 5% of line 5	6	14,157

Part XII 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	14,157
2a	Tax on investment income for 2011 from Part VI, line 5	2a	80
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	80
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,077
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,077
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	14,077

Part XIII 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	11,278
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	11,278
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	80
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,198

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				14,077
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			10,074	
b Total for prior years 20____, 20____, 20____		0		
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 ▶ \$ 11,278				
a Applied to 2010, but not more than line 2a			10,074	
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				1,204
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		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
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				12,873
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	9,883
b Approved for future payment NONE				
Total			▶ 3b	0

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

22-6905314

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY	Employer identification number 22-6905314
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORROW, D F TUA Wells Fargo Bank N.A - 101N Independence Mall E N Philadelphia PA 19106-2112 Foreign State or Province Foreign Country	\$ 42,212	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MORROW, D F TUA Wells Fargo Bank N A - 101N Independence Mall E N Philadelphia PA 19106-2112 Foreign State or Province Foreign Country	\$ 1,232	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Page 3

Name of organization

SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

Employer identification number

22-6905314

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS STOCK RECEIVED FROM MORROW D F TUA	\$ 5,809	11/5/2012
1	VARIOUS STOCK RECEIVED FROM MORROW D F TUA	\$ 8,653	11/6/2012
1	VARIOUS STOCK RECEIVED FROM MORROW D F TUA	\$ 24,079	11/7/2012
1	VARIOUS STOCK RECEIVED FROM MORROW D F TUA	\$ 6,687	11/8/2012
		\$ 0	
		\$ 0	

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Page 4

Name of organization SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY	Employer identification number 22-6905314
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	

SC/MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

22-6905314 Page 1 of 1

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

Recipient(s) paid during the year

Name

SPARTANBURG HUMANE SOCIETY

Street

150 DEXTER ROAD

City

SPARTANBURG

State

SC

Zip Code

29303

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,883

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

										Amount			
Long Term CG Distributions										830			
Short Term CG Distributions										0			
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss	
									Gross Sales	Cost, Other Basis and Expenses	Depreciation		
1	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	3,676	3,669		7	
2	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	814	833		-19	
3	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		11/19/2012	442	436		6	
4	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		2/10/2012	471	466		5	
5	X	TCW SMALL CAP GROWTH FI	87234N849			5/10/2012		11/19/2012	556	594		-38	
6	X	TCW SMALL CAP GROWTH FI	87234N849			4/20/2012		11/19/2012	379	431		-52	
7	X	TCW SMALL CAP GROWTH FI	87234N849			2/6/2012		11/19/2012	294	346		-52	
8	X	TCW SMALL CAP GROWTH FI	87234N849			12/17/2010		11/19/2012	2,656	3,024		-368	
9	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/10/2012	806	694		112	
10	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/8/2012	593	474		119	
11	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		2/10/2012	369	348		21	
12	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	2,131	1,903		228	
13	X	ARTISAN INTERNATIONAL FU	04314H204			4/20/2012		11/19/2012	350	342		8	
14	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		8/8/2012	515	582		-67	
15	X	DODGE & COX INT'L STOCK F	256206103			6/26/2007		8/8/2012	2,014	3,098		-1,084	
16	X	DODGE & COX INT'L STOCK F	256206103			6/26/2007		11/19/2012	720	1,065		-345	
17	X	DODGE & COX INCOME FD C	256210105			5/25/2011		2/10/2012	52	51		1	
18	X	DODGE & COX INCOME FD C	256210105			8/26/2011		2/10/2012	8,487	8,356		131	
19	X	DODGE & COX INCOME FD C	256210105			6/26/2007		2/10/2012	1,464	1,349		115	
20	X	DODGE & COX INCOME FD C	256210105			5/10/2012		11/19/2012	3,320	3,263		57	
21	X	DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	5,594	5,538		56	
22	X	DODGE & COX INCOME FD C	256210105			6/26/2007		11/19/2012	2,174	1,957		217	
23	X	EATON VANCE SC MUNICIPAL	27826Y720			5/13/2011		11/19/2012	816	720		96	
24	X	EATON VANCE SC MUNICIPAL	27826Y720			6/7/2011		11/19/2012	792	705		87	
25	X	EATON VANCE SC MUNICIPAL	27826Y720			2/6/2012		11/19/2012	904	876		28	
26	X	EATON VANCE SC MUNICIPAL	27826Y720			3/6/2012		11/19/2012	1,354	1,300		54	
27	X	EATON VANCE SC MUNICIPAL	27826Y720			4/20/2012		11/19/2012	429	411		18	
28	X	EATON VANCE SC MUNICIPAL	27826Y720			8/10/2012		11/19/2012	2,473	2,411		62	
29	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/10/2012	404	376		28	
30	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/8/2012	735	658		77	
31	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		8/8/2012	405	353		52	
32	X	GOLDMAN SACHS GRTH OPF	38142Y401			12/26/2008		4/10/2012	3,077	1,550		1,527	
33	X	GOLDMAN SACHS GRTH OPF	38142Y401			10/31/2008		4/10/2012	4,438	2,805		1,633	
34	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		2/10/2012	164	157		7	
35	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		2/10/2012	451	428		23	
36	X	HUSSMAN STRATEGIC GROW	448108100			9/13/2011		8/8/2012	5,008	5,787		-779	
37	X	ISHARES S & P 500 INDEX FU	464287200			8/24/2011		2/10/2012	538	469		69	
38	X	ISHARES S & P 500 INDEX FU	464287200			8/24/2011		5/8/2012	3,945	3,403		542	
39	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/10/2012	618	598		20	
40	X	KEELEY SMALL CAP VAL FD C	487300808			5/10/2012		8/8/2012	310	303		7	
41	X	KEELEY SMALL CAP VAL FD C	487300808			2/6/2012		11/19/2012	331	319		12	
42	X	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		11/19/2012	73	68		5	
43	X	LAUDUS MONDRIAN INT'L FFI	51855Q655			9/13/2011		8/8/2012	2,742	2,885		-143	
44	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/8/2012	550	546		4	
45	X	MAINSTAY EP US EQUITY-INS	56063J302			9/13/2011		2/10/2012	4,166	3,846		320	
46	X	MAINSTAY EP US EQUITY-INS	56063J302			9/13/2011		5/8/2012	340	313		27	
47	X	MAINSTAY EP US EQUITY-INS	56063J302			9/13/2011		8/8/2012	3,952	3,550		402	
48	X	MERGER FD SH BEN INT #260	589509108			9/13/2011		8/8/2012	1,335	1,318		17	
49	X	NUVEEN HIGH YIELD MUNI B	67065Q772			8/10/2012		11/19/2012	1,283	1,247		36	
50	X	NUVEEN LIMITED TERM MUNI	67065Q822			6/11/2012		11/19/2012	410	406		4	
51	X	NUVEEN LIMITED TERM MUNI	67065Q822			3/24/2009		11/19/2012	1,634	1,521		113	

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

										Amount					
Long Term CG Distributions										830					
Short Term CG Distributions										0					
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss			
									Gross Sales Price	Cost or Other Basis	Valuation Method				
52	X	NUVEEN LIMITED TERM MUN	67065Q822			4/20/2012		11/19/2012	1,159	1,146			13		
53	X	OPPENHEIMER DEVELOPING	683974505			5/25/2011		11/19/2012	429	454			-25		
54	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	3,130	3,108			22		
55	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	6,846	6,760			86		
56	X	PIMCO FOREIGN BD FD USD	693390882			5/25/2011		8/8/2012	574	543			31		
57	X	PIMCO FOREIGN BD FD USD	693390882			9/13/2011		8/8/2012	738	718			20		
58	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/8/2012	1,451	1,395			56		
59	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		11/19/2012	341	319			22		
60	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		8/8/2012	462	443			19		
61	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/6/2012		11/19/2012	435	425			10		
62	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		11/19/2012	100	96			4		
63	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		5/8/2012	3,567	3,574			-7		
64	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	3,349	3,342			7		
65	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	10,263	10,241			22		
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
									115,228		110,712		4,516		
Securities									0		0		0		
Other sales									0		0		0		

Line 16b (990-PF) - Accounting Fees

		500	0	0	500
	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	TAX PREP FEES	500			500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	218			
2	ESTIMATED EXCISE TAX PAID	342			
3	FOREIGN TAX WITHHELD	100	100		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		500	500	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	500	500		
2	ADR FEES				
3	STATE AG FEES				
4					
5					
6					
7					
8					
9					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			267,055	304,937	323,385
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	14
2	PY RETURN OF CAPITAL ADJUSTMENT	2	115
3	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	3	3,017
4	Total	4	3,146

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

Long Term CG Distributions			Amount		Totals		114,398		0		110,712		3,686		0		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis								
1	T ROWE PRICE SHORT TERM BD FD #5177957P105			2/14/2012	11/19/2012	3,676	0	3,669	7			0							3,686	
2	SPDR DJ WILSHIRE INTERNATIONAL REIT	78463X863		5/23/2011	8/8/2012	814	0	833	-19			0							-19	
3	SPDR DJ WILSHIRE INTERNATIONAL REIT	78463X863		5/23/2011	11/19/2012	442	0	436	6			0							6	
4	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	2/10/2012	471	0	466	5			0							5	
5	TCW SMALL CAP GROWTH FUND-I #47287234N849			5/10/2012	11/19/2012	556	0	594	-38			0							-38	
6	TCW SMALL CAP GROWTH FUND-I #47287234N849			4/20/2012	11/19/2012	379	0	431	-52			0							-52	
7	TCW SMALL CAP GROWTH FUND-I #47287234N849			2/6/2012	11/19/2012	294	0	346	-52			0							-52	
8	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	11/19/2012	2,656	0	3,024	-368			0							-368	
9	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012	806	0	694	112			0							112	
10	VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012	593	0	474	119			0							119	
11	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	2/10/2012	369	0	348	21			0							21	
12	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	8/8/2012	2,131	0	1,903	228			0							228	
13	ARTISAN INTERNATIONAL FUND #661	04314H204		4/20/2012	11/19/2012	350	0	342	8			0							8	
14	CREDIT SUISSE COMM RT ST-CO #215622544R305			8/26/2011	8/8/2012	515	0	582	-67			0							-67	
15	DODGE & COX INTL STOCK FD #1048	256206103		6/26/2007	8/8/2012	2,014	0	3,098	-1,084			0							-1,084	
16	DODGE & COX INTL STOCK FD #1048	256206103		6/26/2007	11/19/2012	720	0	1,065	-345			0							-345	
17	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	2/10/2012	52	0	51	1			0							1	
18	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	2/10/2012	8,487	0	8,356	131			0							131	
19	DODGE & COX INCOME FD COM #147	256210105		6/26/2007	2/10/2012	1,464	0	1,349	115			0							115	
20	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	11/19/2012	3,320	0	3,263	57			0							57	
21	DODGE & COX INCOME FD COM #147	256210105		8/10/2012	11/19/2012	5,594	0	5,538	56			0							56	
22	DODGE & COX INCOME FD COM #147	256210105		6/26/2007	11/19/2012	2,174	0	1,957	217			0							217	
23	EATON VANCE SC MUNICIPAL-S-1 #665	27826Y720		5/13/2011	11/19/2012	816	0	720	96			0							96	
24	EATON VANCE SC MUNICIPAL-S-1 #665	27826Y720		6/7/2011	11/19/2012	792	0	705	87			0							87	
25	EATON VANCE SC MUNICIPAL-S-1 #665	27826Y720		2/6/2012	11/19/2012	904	0	876	28			0							28	
26	EATON VANCE SC MUNICIPAL-S-1 #665	27826Y720		3/6/2012	11/19/2012	1,354	0	1,300	54			0							54	
27	EATON VANCE SC MUNICIPAL-S-1 #665	27826Y720		4/20/2012	11/19/2012	429	0	411	18			0							18	
28	EATON VANCE SC MUNICIPAL-S-1 #665	27826Y720		8/10/2012	11/19/2012	2,473	0	2,411	62			0							62	
29	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/10/2012	404	0	376	28			0							28	
30	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/8/2012	735	0	658	77			0							77	
31	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012	405	0	353	52			0							52	
32	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			12/26/2008	4/10/2012	3,077	0	1,550	1,527			0							1,527	
33	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			10/31/2008	4/10/2012	4,438	0	2,805	1,633			0							1,633	
34	HARBOR CAPITAL APRCION-INST #20	411511504		5/25/2011	2/10/2012	164	0	157	7			0							7	
35	HARBOR CAPITAL APRCION-INST #20	411511504		5/25/2011	2/10/2012	451	0	428	23			0							23	
36	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/13/2011	8/8/2012	5,008	0	5,787	-779			0							-779	
37	ISHARES S & P 500 INDEX FUND	464287200		8/24/2011	2/10/2012	538	0	469	69			0							69	
38	ISHARES S & P 500 INDEX FUND	464287200		8/24/2011	5/8/2012	3,945	0	3,403	542			0							542	
39	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012	618	0	598	20			0							20	
40	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/8/2012	310	0	303	7			0							7	
41	KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/6/2012	11/19/2012	331	0	319	12			0							12	
42	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	11/19/2012	73	0	68	5			0							5	
43	LAUDUS MONDRIAN INTL FI-INST #294Q	51855Q655		9/13/2011	8/8/2012	2,742	0	2,885	-143			0							-143	
44	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	8/8/2012	550	0	546	4			0							4	
45	MAINSTAY EP US EQUITY-INS #1204	56063J302		9/13/2011	2/10/2012	4,166	0	3,846	320			0							320	
46	MAINSTAY EP US EQUITY-INS #1204	56063J302		9/13/2011	5/8/2012	340	0	313	27			0							27	
47	MAINSTAY EP US EQUITY-INS #1204	56063J302		9/13/2011	8/8/2012	3,952	0	3,550	402			0							402	
48	MERGER FD SH BEN INT #260	589509108		9/13/2011	8/8/2012	1,335	0	1,318	17			0							17	
49	NUVEEN HIGH YIELD MUNI BD-R #1668	67065Q772		8/10/2012	11/19/2012	1,283	0	1,247	36			0							36	
50	NUVEEN LIMITED TERM MUNI BD R 16767065Q822			6/11/2012	11/19/2012	410	0	406	4			0							4	
51	NUVEEN LIMITED TERM MUNI BD R 16767065Q822			3/24/2009	11/19/2012	1,634	0	1,521	113			0							113	
52	NUVEEN LIMITED TERM MUNI BD R 16767065Q822			4/20/2012	11/19/2012	1,159	0	1,146	13			0							13	
53	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	11/19/2012	429	0	454	-25			0							-25	
54	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	2/10/2012	3,130	0	3,108	22			0							22	
55	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012	6,846	0	6,760	86			0							86	
56	PIMCO FOREIGN BD FD USD H-INST #11	693390882		5/25/2011	8/8/2012	574	0	543	31			0							31	
57	PIMCO FOREIGN BD FD USD H-INST #11	693390882		9/13/2011	8/8/2012	738	0	718	20			0							20	
58	PIMCO FOREIGN BD FD USD H-INST #11	693390882		8/26/2011	8/8/2012	1,451	0	1,395	56			0							56	

	Long Term CG Distributions	Short Term CG Distributions	Amount	Totals	114,398	0	110,712	3,686	F M V 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
			CUSIP #	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss			
	Kind(s) of Property Sold		693390882	8/26/2011	11/19/2012	341	0	319	22		0	22
59	PIMCO FOREIGN BD FD USD H-INST #14		766281645	10/24/2011	8/8/2012	462	0	443	19		0	19
60	RIDGEWORTH SEIX HY BD-I #5855		766281645	2/6/2012	11/19/2012	435	0	425	10		0	10
61	RIDGEWORTH SEIX HY BD-I #5855		766281645	10/24/2011	11/19/2012	100	0	96	4		0	4
62	RIDGEWORTH SEIX HY BD-I #5855		766281645	5/25/2011	5/8/2012	3,567	0	3,574	-7		0	-7
63	T ROWE PRICE SHORT TERM BD FD #5177957P105		766281645	2/14/2012	5/8/2012	3,349	0	3,342	7		0	7
64	T ROWE PRICE SHORT TERM BD FD #5177957P105		766281645	2/14/2012	5/8/2012	10,263	0	10,241	22		0	22

Part

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment		2	342
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	342

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	10,074
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	10,074

STATEMENT A

S/CMORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

2019002033

22-6905314

FYE 11/30/2012

The State of South Carolina does not require and prefers that we do not a copy of the 990-PF with their Attorney General's office.

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	2019002033	22-6905314	VP0528308	FEDERATED TREAS OBL FD 68	9707.53	9707.53
Savings & Temp Inv	2019002033	22-6905314	VP0528308	FEDERATED TREAS OBL FD 68	715.82	715.82
				TOTAL SAVINGS & TEMP INVESTMENTS	10423.35	10423.35
Invest - Other	2019002033	22-6905314	04314H204	ARTISAN INTERNATIONAL FUND #661	15469.54	13092.96
Invest - Other	2019002033	22-6905314	256210105	DODGE & COX INCOME FD COM #147	16249.94	14532.96
Invest - Other	2019002033	22-6905314	411511504	HARBOR CAPITAL APRCTION-INST #2012	20210.12	18073.86
Invest - Other	2019002033	22-6905314	589509108	MERGER FD SH BEN INT #260	4996.36	4931.75
Invest - Other	2019002033	22-6905314	693390700	PIMCO TOTAL RET FD-INST #35	51143.01	48627.35
Invest - Other	2019002033	22-6905314	693390882	PIMCO FOREIGN BD FD USD H-INST #103	7333.04	6394.05
Invest - Other	2019002033	22-6905314	77957P105	T ROWE PRICE SHORT TERM BD FD #55	2596.85	2591.49
Invest - Other	2019002033	22-6905314	04314H600	ARTISAN MID CAP FUND-INS #1333	9414.19	9314.48
Invest - Other	2019002033	22-6905314	464287648	ISHARES RUSSELL 2000 GROWTH	4301.46	4132.53
Invest - Other	2019002033	22-6905314	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	4254.2	4604.08
Invest - Other	2019002033	22-6905314	464287200	ISHARES CORE S & P 500 ETF	11416.8	10027.48
Invest - Other	2019002033	22-6905314	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	7421.58	7736.76
Invest - Other	2019002033	22-6905314	256206103	DODGE & COX INT'L STOCK FD #1048	15260.36	13285.61
Invest - Other	2019002033	22-6905314	552983694	MFS VALUE FUND-CLASS I #893	15481.99	14717.73
Invest - Other	2019002033	22-6905314	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	16771.89	16076
Invest - Other	2019002033	22-6905314	262028855	DRIEHAUS ACTIVE INCOME FUND	5046.24	4965.15
Invest - Other	2019002033	22-6905314	339128100	JP MORGAN MID CAP VALUE-I #758	7892.3	6531.08
Invest - Other	2019002033	22-6905314	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	6564.13	7487
Invest - Other	2019002033	22-6905314	922908553	VANGUARD REIT VIPER	11108.33	9109.63
Invest - Other	2019002033	22-6905314	922042858	VANGUARD MSCI EMERGING MARKETS ETF	10125.61	10884.42
Invest - Other	2019002033	22-6905314	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	10044.56	10050.62
Invest - Other	2019002033	22-6905314	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	11817.52	10642.81
Invest - Other	2019002033	22-6905314	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	8498.3	7631.44
Invest - Other	2019002033	22-6905314	76628T645	RIDGEWORTH SEIX HY BD-I #5855	16454.91	15382.49
Invest - Other	2019002033	22-6905314	367829884	GATEWAY FUND - Y #1986	8235.06	8286.46
Invest - Other	2019002033	22-6905314	22544R305	CREDIT SUISSE COMM RET ST-I #2156	16606.39	18103.91
Invest - Other	2019002033	22-6905314	487300808	KEELEY SMALL CAP VAL FD CL I #2251	8670.62	7722.51
				TOTAL INVESTMENTS - OTHER	323385.3	304936.61

TOTAL INVESTMENTS	333808.65	315359.96
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