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

2011

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

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation
THE FULLERTON FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
P. O. BOX 2208

City or town, state, and ZIP code
GAFFNEY, SC 29342-2208

Room/suite

A Employer identification number
57-0847444

B Telephone number
864-489-6678

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 37,902,034. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		999,460.	999,460.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		35,572.			
b Gross sales price for all assets on line 6a		17,885,086.			
7 Capital gain net income (from Part IV, line 2)			35,572.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<169,836.>	<229,659.>		STATEMENT 2
12 Total. Add lines 1 through 11		865,196.	805,373.		
13 Compensation of officers, directors, trustees, etc		159,703.	39,926.		119,778.
14 Other employee salaries and wages		30,664.	7,666.		22,998.
15 Pension plans, employee benefits		12,219.	3,055.		9,164.
16a Legal fees		645.	0.		645.
b Accounting fees		13,452.	3,363.		10,089.
c Other professional fees		195,098.	150,616.		0.
17 Interest					
18 Taxes		27,452.	17,984.		9,468.
19 Depreciation and depletion		9,494.	2,374.		
20 Occupancy					
21 Travel, conferences, and meetings		7,992.	0.		7,992.
22 Printing and publications					
23 Other expenses		109,925.	64,085.		35,243.
24 Total operating and administrative expenses. Add lines 13 through 23		566,644.	289,069.		215,377.
25 Contributions, gifts, grants paid		1,479,971.			1,479,971.
26 Total expenses and disbursements. Add lines 24 and 25		2,046,615.	289,069.		1,695,348.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<1,181,419.>			
b Net investment income (if negative, enter -0-)			516,304.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,907.	50,740.	50,740.
	2 Savings and temporary cash investments	3,417,245.	2,586,310.	2,586,310.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	3,472,150.	3,497,643.	3,656,261.
	b Investments - corporate stock STMT 10	14,015,153.	13,001,534.	14,053,878.
	c Investments - corporate bonds STMT 11	5,074,065.	5,354,087.	5,743,282.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	6,929,076.	7,264,158.	7,752,820.
	14 Land, buildings, and equipment basis ▶ 367,631.			
	Less: accumulated depreciation ▶ 211,478.	165,647.	156,153.	156,153.
	15 Other assets (describe ▶ STATEMENT 13)	3,639,881.	3,791,543.	3,902,590.
	16 Total assets (to be completed by all filers)	36,719,124.	35,702,168.	37,902,034.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	36,719,124.	35,702,168.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	36,719,124.	35,702,168.		
31 Total liabilities and net assets/fund balances	36,719,124.	35,702,168.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	36,719,124.
2 Enter amount from Part I, line 27a	2	<1,181,419.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	164,463.
4 Add lines 1, 2, and 3	4	35,702,168.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,702,168.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 17,885,086.		17,849,514.	35,572.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			35,572.

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	35,572.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,060,906.	39,883,231.	.051673
2009	1,957,280.	39,319,626.	.049779
2008	2,203,038.	37,450,459.	.058825
2007	2,253,693.	44,773,727.	.050335
2006	2,382,883.	48,856,224.	.048773

2 Total of line 1, column (d)	2	.259385
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	.051877
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	38,296,899.
5 Multiply line 4 by line 3	5	1,986,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,163.
7 Add lines 5 and 6	7	1,991,891.
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	1,695,348.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,326.
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	10,326.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,326.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	23,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,674.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11	12,674.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4a 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?	X	
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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?	13	X	

Website address **► N/A**

14 The books are in care of **► W. CARLISLE HAMRICK** Telephone no **► 864-489-6678**
 Located at **► GAFFNEY, SC** ZIP+4 **► 29342-2208**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **► 15** **N/A**

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country **►** **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)?	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 ► _____		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	
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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		154,642.	5,061.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CITIGROUP GLOBAL MARKETS INC. - 700 SPRINGS FOREST RD. SUITE 200, RALEIGH, NC 27609	INVESTMENT MANAGEMENT	195,098.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	38,683,341.
b	Average of monthly cash balances	1b	40,607.
c	Fair market value of all other assets	1c	156,153.
d	Total (add lines 1a, b, and c)	1d	38,880,101.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	38,880,101.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	583,202.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,296,899.
6	Minimum investment return. Enter 5% of line 5	6	1,914,845.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,914,845.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,326.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,904,519.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,904,519.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,904,519.

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	1,695,348.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,695,348.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,695,348.

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				1,904,519.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,477,721.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,695,348.				
a Applied to 2010, but not more than line 2a			1,477,721.	
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	0.			217,627.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,686,892.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]

SEE ATTACHED STATEMENTS 17 & 18

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 19		PUBLIC CHARITIES		1,479,971.
Total			3a	1,479,971.
b Approved for future payment				
SEE ATTACHED STATEMENT 20		PUBLIC CHARITIES		1,972,855.
Total			3b	1,972,855.



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

Exempt Organizations		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date 4-5-13	Title Treasurer			
Paid Preparer Use Only	Print/Type preparer's name DERON B. STANCIL		Preparer's signature 		Date 3-6-13	Check <input type="checkbox"/> if self-employed	PTIN P00221718
	Firm's name ▶ ELLIOTT DAVIS LLC/PLLC					Firm's EIN ▶ 57-0381582	
	Firm's address ▶ PO BOX 6286 GREENVILLE, SC 29606-6286					Phone no. 864-242-3370	

THE FULLERTON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCH K-1 ST - EMERGING CTA PORTFOLIO	P	VARIOUS	VARIOUS
b	SCH K-1 ST - AAA CAPITAL ENERGY FUND	P	VARIOUS	VARIOUS
c	SCH K-1 ST - FAIRFIELD FUTURES FUND	P	VARIOUS	VARIOUS
d	SCH K-1 ST - INSTITUTIONAL FUTURES	P	VARIOUS	VARIOUS
e	SCH K-1 ST - ACL ALTERNATIVE	P	VARIOUS	VARIOUS
f	SCH K-1 ST - POLARIS FUTURES FUND	P	VARIOUS	VARIOUS
g	SCH K-1 ST - VARIOUS PTP INVESTMENTS	P	VARIOUS	VARIOUS
h	SCH K-1 LT - EMERGING CTA PORTFOLIO	P	VARIOUS	VARIOUS
i	SCH K-1 LT - AAA CAPITAL ENERGY FUND	P	VARIOUS	VARIOUS
j	SCH K-1 LT - FAIRFIELD FUTURES FUND	P	VARIOUS	VARIOUS
k	SCH K-1 LT - INSTITUTIONAL FUTURES	P	VARIOUS	VARIOUS
l	SCH K-1 LT - ACL ALTERNATIVE	P	VARIOUS	VARIOUS
m	SCH K-1 LT - POLARIS FUTURES FUND	P	VARIOUS	VARIOUS
n	SCH K-1 LT - VARIOUS PTP INVESTMENTS	P	VARIOUS	VARIOUS
o	SCH K-1 1256 - EMERGING CTA PORTFOLIO	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	224.		224.
b		2,079.	<2,079.>
c		1,409.	<1,409.>
d		9,545.	<9,545.>
e		1,226.	<1,226.>
f	639.		639.
g		1.	<1.>
h		1,573.	<1,573.>
i		9,511.	<9,511.>
j		195.	<195.>
k		4,469.	<4,469.>
l		1,602.	<1,602.>
m	960.		960.
n	446.		446.
o		3.	<3.>

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			224.
b			<2,079.>
c			<1,409.>
d			<9,545.>
e			<1,226.>
f			639.
g			<1.>
h			<1,573.>
i			<9,511.>
j			<195.>
k			<4,469.>
l			<1,602.>
m			960.
n			446.
o			<3.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

THE FULLERTON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SCH K-1 1256 - AAA CAPITAL ENERGY FUND	P	VARIOUS	VARIOUS
b	SCH K-1 1256 - FAIRFIELD FUTURES FUND	P	VARIOUS	VARIOUS
c	SCH K-1 1256 - INSTITUTIONAL FUTURES	P	VARIOUS	VARIOUS
d	SCH K-1 1256 - POLARIS FUTURES FUND	P	VARIOUS	VARIOUS
e	VARIOUS SECURITY TRANSACTIONS - WEDGE	P	VARIOUS	VARIOUS
f	VARIOUS SECURITY TRANSACTIONS - CAMBIAR INVESTMEN	P	VARIOUS	VARIOUS
g	VARIOUS SECURITY TRANSACTIONS - HAYS ETF	P	VARIOUS	VARIOUS
h	VARIOUS SECURITY TRANSACTIONS - MILLER HOWARD	P	VARIOUS	VARIOUS
i	VARIOUS SECURITY TRANSACTIONS - NWQ	P	VARIOUS	VARIOUS
j	VARIOUS SECURITY TRANSACTIONS - WESTEND ADVISORS	P	VARIOUS	VARIOUS
k	VARIOUS SECURITY TRANSACTIONS - MOODY ALDRICH	P	VARIOUS	VARIOUS
l	VARIOUS SECURITY TRANSACTIONS - SNOW CAPITAL	P	VARIOUS	VARIOUS
m	VARIOUS SECURITY TRANSACTIONS - PIMCO & HIGHBRID	P	VARIOUS	VARIOUS
n	VARIOUS SECURITY TRANSACTIONS - WENTWORTH HAUSER	P	VARIOUS	VARIOUS
o	VARIOUS SECURITY TRANSACTIONS - AUSTIN CAPITAL	P	VARIOUS	VARIOUS

(a) 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	56,844.		56,844.
b		17,294.	<17,294.>
c	10,343.		10,343.
d	745.		745.
e	7,363,991.	7,311,930.	52,061.
f	2,139,869.	2,642,139.	<502,270.>
g	2,787,515.	2,820,116.	<32,601.>
h	784,841.	692,316.	92,525.
i	386,715.	365,146.	21,569.
j	492,895.	391,497.	101,398.
k	435,469.	388,062.	47,407.
l	487,523.	443,644.	43,879.
m	6,152.		6,152.
n		574.	<574.>
o	35,365.	164,983.	<129,618.>

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			56,844.
b			<17,294.>
c			10,343.
d			745.
e			52,061.
f			<502,270.>
g			<32,601.>
h			92,525.
i			21,569.
j			101,398.
k			47,407.
l			43,879.
m			6,152.
n			<574.>
o			<129,618.>

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

2

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

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

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

3

THE FULLERTON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	VARIOUS SECURITY TRANSACTIONS - NWQ INT'L	P	VARIOUS	VARIOUS
b	VARIOUS SECURITY TRANSACTIONS - HAYS ADVISORY	P	VARIOUS	VARIOUS
c	VARIOUS SECURITY TRANSACTIONS - SANTA BARBARA	P	VARIOUS	VARIOUS
d	VARIOUS SECURITY TRANSACTIONS - SSB	P	VARIOUS	VARIOUS
e	DISPOSITION OF EMERGING CTA PORTFOLIO	P	VARIOUS	VARIOUS
f	DISPOSITION OF FAIRFIELD FUTURES FUND	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 306,444.		280,279.	26,165.
b 759,960.		555,494.	204,466.
c 471,658.		444,427.	27,231.
d 1,300,000.		1,300,000.	0.
e 6,024.			6,024.
f 50,464.			50,464.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			26,165.
b			204,466.
c			27,231.
d			0.
e			6,024.
f			50,464.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	35,572.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - CAMBIAR INVESTMENTS	5,804.	0.	5,804.
DIVIDENDS - HAYS ADVISORY	23,105.	0.	23,105.
DIVIDENDS - HAYS ETF	25,707.	0.	25,707.
DIVIDENDS - MILLER HOWARD	100,644.	0.	100,644.
DIVIDENDS - MOODY ALDRICH	18,777.	0.	18,777.
DIVIDENDS - NWQ	33,229.	0.	33,229.
DIVIDENDS - NWQ INTL	65,323.	0.	65,323.
DIVIDENDS - SANTA BARBARA	19,475.	0.	19,475.
DIVIDENDS - SB ADVISOR	37,159.	0.	37,159.
DIVIDENDS - SNOW CAPITAL	17,018.	0.	17,018.
DIVIDENDS - SSB	665.	0.	665.
DIVIDENDS - WEDGE	6.	0.	6.
DIVIDENDS - WENTWORTH HAUSER	36,699.	0.	36,699.
DIVIDENDS - WESTEND ADVISORS	22,844.	0.	22,844.
INTEREST - WEDGE	370,005.	0.	370,005.
INTEREST U.S. - WEDGE	218,779.	0.	218,779.
K-1 DIVIDENDS - VARIOUS PTP INVESTMENTS	1,441.	0.	1,441.
K-1 INTEREST - AAA CAPITAL ENERGY	140.	0.	140.
K-1 INTEREST - ACL ALTERNATIVE FUND	45.	0.	45.
K-1 INTEREST - AUSTIN CAPITAL	112.	0.	112.
K-1 INTEREST - EMERGING CTA PORTFOLIO	63.	0.	63.
K-1 INTEREST - FAIRFIELD FUTURES FUND	108.	0.	108.
K-1 INTEREST - INSTITUTIONAL FUTURES	348.	0.	348.
K-1 INTEREST - POLARIS FUTURES FUND	1.	0.	1.
K-1 INTEREST - VARIOUS PTP INVESTMENTS	1,963.	0.	1,963.
TOTAL TO FM 990-PF, PART I, LN 4	999,460.	0.	999,460.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	18,938.	18,938.	
SCH K-1 OTHER INCOME - AUSTIN CAPITAL	1,232.	1,232.	
SCH K-1 OTHER INCOME - ACL ALTERNATIVE	<449.>	<449.>	
SCH K-1 OTHER INCOME - INSTITUTIONAL FUTURES	3,706.	3,706.	
SCH K-1 OTHER INCOME - EMERGING CTA PORTFOLIO LP	<2,911.>	<2,911.>	
SCH K-1 OTHER INCOME - FAIRFIELD FUTURES FUND LP II	<23,937.>	<23,937.>	
SCH K-1 OTHER INCOME - VARIOUS PTP INVESTMENTS	<166,419.>	0.	
OTHER INVESTMENT ADJUSTMENTS REGARDING TAX EXEMPT INCOME	4.	<226,238.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<169,836.>	<229,659.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	645.	0.		645.
TO FM 990-PF, PG 1, LN 16A	645.	0.		645.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,452.	3,363.		10,089.
TO FORM 990-PF, PG 1, LN 16B	13,452.	3,363.		10,089.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	150,616.	150,616.		0.
INVESTMENT MANAGEMENT FEES RELATED TO TAX EXEMPT INCOME	44,482.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	195,098.	150,616.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL PAYROLL TAXES	11,195.	2,799.		8,396.
FEDERAL EXCISE TAXES	0.	0.		0.
FOREIGN TAXES	14,436.	14,436.		0.
FOREIGN TAXES - SCH K-1S	392.	392.		0.
STATE PAYROLL TAXES	1,429.	357.		1,072.
TO FORM 990-PF, PG 1, LN 18	27,452.	17,984.		9,468.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO EXPENSE	5,309.	0.		5,309.
SCHOLARSHIP EXPENSE	9,558.	0.		9,558.
DUES & SUBSCRIPTIONS	5,322.	1,331.		3,991.
OFFICE EXPENSE	10,383.	2,596.		7,787.
LIABILITY INSURANCE	4,799.	0.		4,799.
EMPLOYMENT EXPENSE	80.	0.		80.
TELEPHONE	1,345.	336.		1,009.
WORKERS COMP	1,600.	400.		1,200.
UTILITIES	2,013.	503.		1,510.
MISCELLANEOUS	1,614.	1,614.		0.
REPAIRS & MAINTENANCE	10,597.	0.		0.
SCH K-1 OTHER DEDUCTIONS - FAIRFIELD FUTURES FD	7,737.	7,737.		0.

THE FULLERTON FOUNDATION

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SCH K-1 OTHER DEDUCTIONS - EMERGING CTA PORTFOLIO LP	1,824.	1,824.	0.
SCH K-1 OTHER DEDUCTIONS - AAA II ENERGY FUTURES FD	14,581.	14,581.	0.
SCH K-1 OTHER DEDUCTIONS - CMF INSTITUTIONAL FUTURES PORTFOLIO LP	29,007.	29,007.	0.
SCH K-1 OTHER DEDUCTIONS - ACL ALTERNATIVE FUND	2,097.	2,097.	0.
SCH K-1 OTHER DEDUCTIONS - POLARIS FUTURES	1,198.	1,198.	0.
SCH K-1 OTHER DEDUCTIONS - AUSTIN CAPITAL	454.	454.	0.
SCH K-1 OTHER DEDUCTIONS - VARIOUS PTP INVESTMENTS	407.	407.	0.
TO FORM 990-PF, PG 1, LN 23	109,925.	64,085.	35,243.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
ADJUSTMENT FOR TIMING DIFFERENCES BETWEEN BOOKS AND TAX	164,463.
TOTAL TO FORM 990-PF, PART III, LINE 3	164,463.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	X		117,612.	117,459.
SEE ATTACHED STATEMENT 15		X	3,380,031.	3,538,802.
TOTAL U.S. GOVERNMENT OBLIGATIONS			117,612.	117,459.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,380,031.	3,538,802.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,497,643.	3,656,261.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 16	13,001,534.	14,053,878.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,001,534.	14,053,878.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	5,354,087.	5,743,282.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,354,087.	5,743,282.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	COST	7,264,158.	7,752,820.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,264,158.	7,752,820.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - SEE ATTACHED STATEMENT 15	3,639,881.	3,791,543.	3,902,590.
TO FORM 990-PF, PART II, LINE 15	3,639,881.	3,791,543.	3,902,590.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WYLIE L. HAMRICK (DECEASED 08/21/12) P.O. BOX 2208 GAFFNEY, SC 29342-2208	VICE CHAIRMAN 1.00	2,000.	0.	0.
HELEN T. BADEN P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
CHARLES F. HAMRICK II P.O. BOX 2208 GAFFNEY, SC 29342-2208	CHAIRMAN 1.00	4,000.	0.	0.
LYMAN W. HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	SECRETARY 1.00	4,000.	0.	0.
W. CARLISLE HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	TREASURER 1.00	3,000.	0.	0.
CHARLES J. BONNER P.O. BOX 2208 GAFFNEY, SC 29342-2208	EXECUTIVE DIRECTOR 40.00	122,642.	5,061.	0.
JEAN HAMRICK HAAS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	3,000.	0.	0.
A. WARDLAW HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 1.00	4,000.	0.	0.
VOLINA V. LYONS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
ELAINE HAMRICK SHIELDS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		154,642.	5,061.	0.

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - OTHER SECURITIES
NOVEMBER 30, 2012

Description	Interest Rate	Maturity Date	Par Value	Historical Cost	Market Value
<u>U. S. Government and U. S. Government Agency Obligations.</u>					
US Treasury Notes	4 250%	08/15/14	110,000	\$ 117,611 90	\$ 117,459 10
<u>Municipal Bonds.</u>					
Columbus Ohio SER-C Build America	4 340%	07/01/18	175,000	\$ 184,815 45	\$ 199,585 75
Mississippi Dev Bk Spl Oblig	5 270%	07/01/13	55,000	\$ 58,273 85	\$ 56,014 20
South Carolina St Pub Svc Auth Rev SER-B	6 808%	01/01/14	310,000	\$ 351,455 10	\$ 330,292 60
Idaho Health Facs Auth Re Old	5 370%	09/01/14	25,000	\$ 27,998 60	\$ 27,118 75
New Jersey St Tpk Auth SER-B	4 252%	01/01/16	115,000	\$ 125,020 25	\$ 123,635 35
New York St Dorm Auth St SER-A	5 600%	12/15/15	290,000	\$ 333,172 30	\$ 330,808 80
New Jersey St Tpk Auth SER-B	4 252%	01/01/16	145,000	\$ 148,189 45	\$ 151,020 40
Oregon St Genl Oblig	5 305%	06/01/16	100,000	\$ 105,577 50	\$ 110,585 00
Ohio St Major New St Infrastructure	3 643%	06/15/16	185,000	\$ 187,366 50	\$ 199,764 85
Medical Univ SC Hosp Auth Hosp SER B	5 130%	08/15/16	95,000	\$ 96,852 70	\$ 100,155 65
Idaho Health Facs Auth Re Oil	5 470%	09/01/16	40,000	\$ 45,183 65	\$ 46,834 40
Maryland St Dept Transn Cons	3 600%	06/15/17	180,000	\$ 186,720 00	\$ 198,802 80
Franklin Tenn Babbp Pub Impt-B	4 450%	03/01/18	150,000	\$ 160,602 40	\$ 172,552 50
Norfolk VA Impt Build America	4 400%	03/01/18	80,000	\$ 84,680 75	\$ 92,880 00
Virginia St Hsg Dev Auth REV-C	6 070%	08/01/18	85,000	\$ 102,679 90	\$ 102,919 70
Fairfax Cnty Va Babbp Pub ImptE	4 150%	10/01/18	120,000	\$ 126,067 90	\$ 139,214 40
Virginia St Hsg Dev Auth REV-C	4 150%	11/01/18	165,000	\$ 174,300 30	\$ 201,238 95
Municipal Elec Auth GA Rev REF-A	5 070%	01/01/19	170,000	\$ 184,928 35	\$ 187,217 60
University Ala Gen Rev	4 640%	07/01/19	70,000	\$ 73,243 85	\$ 80,976 70
Oregon Sch Brds Assn	4 668%	06/30/20	100,000	\$ 101,767 55	\$ 116,049 00
North Carolina Mun Pwr Agy	5 482%	01/01/21	175,000	\$ 185,101 75	\$ 203,980 00
Maryland St Genl Oblig SER-D	4 350%	08/01/25	65,000	\$ 74,949 65	\$ 77,910 30
Virginia College Bldg Auth Va Edl	5 000%	09/01/25	125,000	\$ 133,835 90	\$ 147,968 75
King Cnty Wash Qecbd Genl Oblig-D	5 430%	12/01/25	115,000	\$ 127,246 95	\$ 141,275 20
				<u>\$ 3,380,030 60</u>	<u>\$ 3,538,801 65</u>
<u>Corporate Bonds:</u>					
Wells Fargo Co	3 750%	10/01/14	250,000	\$ 266,568 50	\$ 264,342 50
General Electric Capital Corp	1 060%	08/11/15	335,000	\$ 335,418 75	\$ 335,616 40
Lilly Eli & Co Debenture	6 570%	01/01/16	285,000	\$ 322,058 25	\$ 331,586 10
Microsoft Corp	2 500%	02/08/16	190,000	\$ 202,540 60	\$ 200,947 80
Johnson & Johnson	2 150%	05/15/16	180,000	\$ 188,325 85	\$ 188,973 00
SBC Communications	5 625%	06/15/16	290,000	\$ 300,096 15	\$ 335,251 60
Caterpillar Financial	2 050%	08/01/16	195,000	\$ 198,022 85	\$ 202,023 90
Conocophillips Canada	5 625%	10/15/16	170,000	\$ 198,579 90	\$ 201,601 30
Citigroup Inc	4 450%	01/10/17	315,000	\$ 330,677 80	\$ 349,495 65
Berkshire Hathaway Inc	1 900%	01/31/17	325,000	\$ 329,415 80	\$ 336,154 00
BB&T Corporation	2 150%	03/22/17	265,000	\$ 264,037 30	\$ 274,836 80
Bank of America Corp	5 750%	12/01/17	260,000	\$ 258,800 45	\$ 300,682 20
Suntrust Bank	5 450%	12/01/17	170,000	\$ 166,851 30	\$ 187,401 20
Wells Fargo Co	5 625%	12/11/17	240,000	\$ 258,014 95	\$ 287,887 20
JP Morgan Chase & Co	6 000%	01/15/18	230,000	\$ 224,442 70	\$ 274,445 20
John Deere Cap	5 750%	09/10/18	165,000	\$ 199,591 05	\$ 202,831 20
IBM Corp	7 625%	10/15/18	145,000	\$ 193,175 60	\$ 195,103 30
Pepsico Inc	7 900%	11/01/18	200,000	\$ 225,594 75	\$ 273,256 00
Verizon Communications	8 750%	11/01/18	200,000	\$ 220,733 90	\$ 279,544 00
Wal-Mart Stores Inc	4 125%	02/01/19	175,000	\$ 197,591 30	\$ 202,737 50
Allstate Corp	7 450%	05/16/19	190,000	\$ 205,448 45	\$ 251,045 10
Chevron Corp	2 355%	12/05/22	265,000	\$ 268,100 50	\$ 267,520 15
				<u>\$ 5,354,086 70</u>	<u>\$ 5,743,282 10</u>

Asset Backed Securities:

FNMA 10 YR BALLOON 385623	4 940%	12/01/12	130,000	\$	132,726 54	\$	129,950 60
FNMA 10 YR BALLOON 745935	5 871%	08/01/16	360,000	\$	335,692 70	\$	357,173 24
FNMA 10 YR BALLOON 888267	5 670%	02/01/17	615,000	\$	553,827 42	\$	572,043 64
FNMA 7 YR BALLOON 957710	5 640%	09/01/18	205,000	\$	216,588 32	\$	224,146 37
FNMA 7 YR BALLOON 958347	4 460%	03/01/19	260,000	\$	277,974 30	\$	288,237 90
FHLMC 15 YR GOLD G18016	5 000%	10/01/19	165,000	\$	24,879 60	\$	25,959 51
FNMA 7 YR BALLOON 464690	4 540%	03/01/20	240,000	\$	254,327 14	\$	279,457 96
FNMA 7 YR BALLOON 464933	4 185%	04/01/20	240,000	\$	246,524 06	\$	266,831 55
FNMA 15 YR GOLD G12732	4 000%	06/01/20	215,000	\$	53,302 39	\$	56,891 49
FEDERAL NATIONAL MTG ASSN POOL MA0629	3 500%	01/01/21	200,000	\$	133,713 45	\$	133,993 62
FEDL NATL MTG ASSOC 10 YR POOL MA0740	3 500%	05/01/21	405,000	\$	290,928 05	\$	290,438 43
FEDL NATL MTG ASSOC 10 YR POOL MA0793	3 500%	07/01/21	240,000	\$	179,977 35	\$	180,750 40
FEDERAL NATIONAL MTG ASSN POOL 889986	6 000%	11/01/23	1,305,000	\$	350,879 20	\$	346,485 34
FEDERAL HOME LOAN MTG CORP 782451	5 105%	10/01/34	495,000	\$	48,356 08	\$	49,651 46
FEDERAL NATIONAL MTG ASSN POOL 735608	2 763%	03/01/35	405,000	\$	71,221 43	\$	72,695 39
FEDERAL NATIONAL MTG ASSN POOL 817509	5 174%	09/01/35	185,000	\$	43,145 48	\$	43,815 05
FEDERAL NATIONAL MTG ASSN POOL 745169	5 187%	01/01/36	430,000	\$	105,652 45	\$	109,047 70
FEDERAL NATIONAL MTG ASSN POOL AD9605	3 524%	08/01/40	585,000	\$	290,632 41	\$	291,798 08
GOVT NATL MTG ASSOC PROJECT 634710	5 500%	11/15/46	185,000	\$	181,194 35	\$	183,222 65
				\$	<u>3,791,542 72</u>	\$	<u>3,902,590 38</u>

Hedge Fund of Funds:

Abbey	\$	500,000 14	\$	438,986 11
Aurora	\$	3,300,000 00	\$	3,213,672 07
Austin	\$	-	\$	-
K2 Overseas Investor	\$	1,710,000 00	\$	2,171,955 60
	\$	5,510,000 14	\$	5,824,613 78

Managed Futures:

MFF AAAENGII	\$	254,157 72	\$	539,335 60
MFF INSTFTPT	\$	1,000,000 00	\$	927,021 79
POLARIS LP CLASS C	\$	500,000 00	\$	461,848 40
	\$	<u>1,754,157 72</u>	\$	<u>1,928,205 79</u>

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity securities	3,630	ACCURIDE CORP NEW COM NEW	\$26,877 95	\$11,144 10
	770	AMEREN CORP (HLDG CO)	\$21,454 56	\$23,076 90
	700	AT&T INC	\$17,409 99	\$23,891 00
	3,110	BANK OF AMERICA CORP	\$26,948 45	\$30,664 60
	1,320	BANK OF NEW YORK MELLON CORP	\$26,817 25	\$31,600 80
	450	BAXTER INTL INC	\$23,654 99	\$29,821 50
	2,820	BROOKLINE BANCORP INC NEW	\$25,453 78	\$23,857 20
	310	CABELA'S INC	\$7,338 75	\$14,808 70
	3,520	CLEAR CHANNEL OUTDOOR CL A	\$16,798 69	\$22,880 00
	900	CLOUD PEAK ENERGY INC	\$14,761 86	\$17,073 00
	1,670	COMMERCIAL METALS CO	\$22,795 03	\$22,628 50
	3,070	EXELIS INC COM	\$31,772 74	\$34,691 00
	750	EXELON CORP	\$32,401 66	\$22,665 00
	1,260	GENERAL ELECTRIC CO	\$23,456 41	\$26,623 80
	1,030	GENERAL MTRS CO	\$22,624 67	\$26,656 40
	140	GOLDMAN SACHS GRP INC	\$19,756 44	\$16,490 60
	32	GOOGLE INC-CL A	\$21,467 90	\$22,347 84
	1,470	GREAT PLAINS ENERGY INC	\$31,269 34	\$29,767 50
	800	HANOVER INSURANCE GROUP INC	\$30,278 09	\$29,240 00
	460	KRAFT FOODS GROUP INC COM	\$20,332 79	\$20,810 40
	1,660	KRONOS WORLDWIDE INC	\$26,085 07	\$26,742 60
	440	MARATHON PETROLEUM CORP	\$16,798 66	\$26,197 60
	11,570	MGIC INVT CORP	\$34,647 80	\$20,247 50
	2,590	MICRON TECH INC	\$17,448 43	\$15,449 35
	1,110	ROFIN-SINAR TECH INC OLD	\$23,578 62	\$23,476 50
	970	STAG INDL INC COM	\$13,114 37	\$18,284 50
	2,370	SWIFT TRANSPORTATION CO CL A	\$22,022 75	\$20,050 20
	1,560	TECO ENERGY	\$27,309 70	\$26,223 60
	1,450	TESCO CORPORATION	\$11,809 15	\$15,660 00
	870	TEXTAINER GROUP HOLDINGS LTD	\$20,718 46	\$26,256 60
	1,270	UNITED STS STL CP (NEW)	\$32,079 84	\$27,381 20
	1,040	WEYERHAEUSER CO	\$17,756 40	\$28,662 40
	1,650	WPX ENERGY INC	\$30,108 25	\$26,053 50
	1,200	XYLEM INC COM	\$30,546 62	\$31,308 00
SUBTOTAL			787,695	812,732

THE FULLERTON FOUNDATION, INC.
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity securities	1,372	AMER INTL GP INC NEW	\$43,510 68	\$45,454 36
	1,705	ANGLOGOLD ASHANTI LIMITED	\$69,744 00	\$52,803 85
	911	AON PLC SHS CL-A	\$44,711 88	\$51,744 80
	619	APACHE CORP	\$58,702 73	\$47,718 71
	782	BARRICK GOLD CORP	\$33,320 08	\$27,002 46
	734	BEST BUY CO	\$16,007 79	\$9,622 74
	3,033	CA INCORPORATED	\$67,080 28	\$67,211 28
	1,632	CANADIAN NATURAL RESOURCES LTD	\$54,559 06	\$46,495 68
	436	CAPITAL ONE FINANCIAL CORP	\$24,434 48	\$25,113 60
	2,804	CISCO SYS INC	\$48,567 26	\$53,023 64
	1,666	CITIGROUP INC NEW	\$56,837 53	\$57,593 62
	657	CVS CAREMARK CORP	\$21,023 71	\$30,557 07
	700	EMC CORP MASS	\$16,354 66	\$17,374 00
	1,694	GENERAL MTRS CO	\$49,418 22	\$43,840 72
	361	GOLDMAN SACHS GRP INC	\$49,523 78	\$42,522 19
	796	HALLIBURTON CO	\$22,597 40	\$26,546 60
	2,818	HARTFORD FIN SERS GRP INC	\$56,189 70	\$59,685 24
	633	INGERSOLL-RAND PLC SHS	\$21,189 98	\$30,877 74
	879	JPMORGAN CHASE & CO	\$27,126 17	\$36,109 32
	618	LINCOLN NTL CORP IND	\$13,578 73	\$15,264 60
	762	LOEWS CORPORATION	\$26,881 61	\$31,150 56
	636	MERCK & CO INC NEW COM	\$23,447 41	\$28,174 80
	1,533	METLIFE INCORPORATED	\$53,352 68	\$50,880 27
	1,320	MICROSOFT CORP	\$37,403 41	\$35,131 80
	167	NOBLE ENERGY INC	\$10,777 42	\$16,324 25
	796	NRG ENERGY INC	\$18,848 89	\$16,795 60
	228	OCCIDENTAL PETROLEUM CORP DE	\$19,594 36	\$17,147 88
	563	PACCAR INC	\$19,961 30	\$24,738 22
	2,551	PFIZER INC	\$43,956 44	\$63,826 02
	193	PHILIP MORRIS INTL INC	\$9,685 03	\$17,346 84
	804	PITNEY BOWES INC	\$18,169 99	\$8,996 76
	451	RAYTHEON CO (NEW)	\$21,174 29	\$25,765 63
	1,554	SANOFI ADR	\$55,338 69	\$69,339 48
	5,203	TALISMAN ENERGY INC	\$78,479 07	\$58,377 66
	941	TEVA PHARMACEUTICALS ADR	\$41,355 71	\$37,969 35
	357	THE MOSAIC CO (HLDG CO) NEW	\$19,575 92	\$19,299 42
	867	TIME WARNER INC NEW	\$27,387 37	\$41,009 10
	216	UNION PACIFIC CORP	\$13,996 02	\$26,520 48
	2,477	UNUMPROVIDENT CORP	\$53,417 07	\$50,506 03
	972	VIACOM INC NEW CLASS B	\$30,428 55	\$50,164 92
	1,175	WELLS FARGO & CO NEW	\$22,849 00	\$38,786 75
		SUBTOTAL	1,440,558	1,514,814

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	718	AMERIGAS PARTNERS COMMON UNITS	\$34,833 77	\$29,215 42
	1,949	EL PASO PIPELINE PARTNERS LP	\$63,592 56	\$72,756 17
	1,149	ENBRIDGE ENERGY PTNRS LP	\$35,128 01	\$33,343 98
	2,688	ENERGY TRANS EQTY LP	\$101,657 06	\$122,223 36
	4,050	ENTERPRISE PROD PRTNRS L.P	\$153,021 00	\$209,911 50
	325	EV ENERGY PARTNERS LP	\$19,091 93	\$19,727 50
	2,513	GENESIS ENERGY LP COM	\$63,923 18	\$90,141 31
	1,052	KINDER MORGAN MGMT LLC	\$59,936 63	\$79,846 80
	2,773	LINN ENERGY LLC UTS REP LTD LI	\$103,233 30	\$109,893 99
	2,438	MAGELLAN MIDSTREAM PARTNERS LP	\$66,128 31	\$108,442 24
	828	MUSTAR ENERGY LP UNIT COM	\$55,966 18	\$37,955 52
	1,492	ONEOK PARTNERS LP	\$58,133 77	\$86,909 00
	2,706	REGENCY ENERGY PTNRS LP UTS	\$70,350 86	\$60,533 22
	1,394	WILLIAMS PARTNERS LTD	\$64,846 09	\$70,968 54
		SUBTOTAL	949,843	1,131,869

THE FULLERTON FOUNDATION, INC.
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	698	ACCENTURE PLC IRELAND CL A	\$20,524 98	\$47,408 16
	638	AKAMAI TECHNOLOGIES INC	\$25,017 37	\$23,363 56
	454	ALLERGAN INC	\$26,429 38	\$42,108 50
	864	ALTERA CP	\$31,573 83	\$27,984 96
	632	AMERICAN TOWER REIT COM	\$31,126 89	\$47,355 76
	647	AMPHENOL CORP NEW CL A	\$21,231 00	\$40,062 24
	108	APPLE INC	\$62,776 13	\$63,210 24
	683	BMC SOFTWARE	\$33,181 37	\$27,975 68
	1,006	BROADCOM CORP CL A	\$40,210 14	\$32,574 28
	581	CHECK POINT SOFTWARE TECH LTD	\$25,514 38	\$26,824 77
	778	CHICAGO BRIDGE & IRON CO N V	\$31,644 76	\$31,610 14
	266	CONTINENTAL RESOURCES INC	\$16,656 07	\$18,274 20
	379	COSTCO WHOLESALE CORP NEW	\$22,501 00	\$39,385 68
	536	COVIDIEN PLC NEW	\$24,654 50	\$31,146 96
	741	CVS CAREMARK CORP	\$34,077 48	\$34,463 91
	802	DISCOVERY COMMUNICATIONS SER A	\$32,887 53	\$48,448 82
	657	DOLLAR GEN CORP NEW COM	\$32,262 21	\$32,850 00
	1,194	DONALDSON CO INC	\$26,422 41	\$40,094 52
	501	EBAY INC	\$26,129 05	\$26,462 82
	623	ECOLAB INC	\$26,102 33	\$44,905 84
	1,847	EMC CORP MASS	\$34,599 54	\$45,842 54
	616	EXPRESS SCRIPTS HLDG CO COM	\$9,358 58	\$33,171 60
	777	GILEAD SCIENCE	\$33,321 18	\$58,275 00
	83	GOOGLE INC-CL A	\$47,580 62	\$57,964 71
	354	HERBALIFE	\$13,998 61	\$16,273 38
	311	IHS INC CLA A COM	\$30,866 92	\$28,655 54
	491	INTUIT INC	\$14,384 97	\$29,415 81
	1,474	JUNIPER NETWORKS	\$42,491 99	\$26,502 52
	216	KANSAS CY SOUTHN IND NEW	\$17,084 80	\$16,880 40
	1,118	LKQ CORPORATION	\$17,416 15	\$24,484 20
	244	MEAD JOHNSON NUTRITION COMPANY	\$17,462 45	\$16,638 36
	449	MONSANTO CO/NEW	\$33,682 16	\$41,123 91
	430	NATIONAL OILWELL VARCO INC	\$33,025 67	\$29,369 00
	409	NIKE INC B	\$27,594 19	\$39,869 32
	383	NU SKIN ENTERPRISE INC A	\$16,288 49	\$17,388 20
	329	PRAXAIR INC	\$31,679 11	\$35,272 09
	155	PRECISION CASTPARTS CORP	\$26,408 98	\$28,425 45
	872	QUALCOMM INC	\$38,363 29	\$55,476 64
	634	RED HAT INC	\$34,789 73	\$31,319 60
	523	ROSS STORES INC	\$12,099 87	\$29,850 75
	609	SCHLUMBERGER LTD	\$48,362 71	\$43,616 58
	719	STARBUCKS CORP WASHINGTON	\$36,091 85	\$37,294 53
	486	T ROWE PRICE GROUP INC	\$31,411 84	\$31,429 62
	217	TRACTOR SUPPLY CO	\$17,630 30	\$19,447 54
	537	UNITED TECHNOLOGIES CORP	\$40,152 17	\$43,019 07
	393	VISA INC CL A	\$30,804 36	\$58,836 03
	165	W W GRAINGER INC	\$32,333 35	\$32,013 30
	223	WATERS CORP	\$9,828 28	\$18,854 65
	1,008	WELLS FARGO & CO NEW	\$32,363 86	\$33,274 08
		SUBTOTAL	1,402,398 83	1,706,495 46

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equities Securities	1,103	AARON'S INCORPORATED	\$32,460 41	\$31,656 10
	664	ACCENTURE PLC IRELAND CL A	\$22,042 08	\$45,098 88
	614	AGRIUM INC	\$37,625 37	\$62,640 28
	1,218	AMERISOURCEBERGEN CORP	\$50,175 87	\$51,423 96
	737	ANIXTER INTL INC	\$49,663 29	\$45,015 96
	2,380	BANCO BRADESCO S A NEW	\$43,273 64	\$40,079 20
	1,350	BEACON ROOFING SUPPLY INC	\$35,726 23	\$41,634 00
	747	BUCKLE INC(THE)	\$29,313 62	\$38,209 05
	559	CASEY'S GENERAL STORES INC	\$33,791 49	\$27,614 60
	189	CF INDUSTRIES HOLDINGS,INC	\$32,665 64	\$40,451 67
	1,235	CVS CAREMARK CORP	\$47,842 41	\$57,439 85
	1,927	DELL INC	\$33,938 13	\$18,576 28
	866	DIRECTV COM	\$22,033 90	\$43,040 20
	742	DISCOVERY COMMUNICATIONS SER A	\$23,688 20	\$44,824 22
	1,292	DOLBY CLA A COM STK	\$48,802 57	\$43,114 04
	1,364	DONALDSON CO INC	\$50,649 49	\$45,803 12
	2,419	ICONIX BRAND GRP INC	\$50,604 79	\$48,767 04
	591	JOY GLOBAL INC	\$31,243 98	\$33,681 09
	410	MCKESSON CORP	\$17,982 97	\$38,732 70
	928	NU SKIN ENTERPRISE INC	\$35,719 09	\$42,131 20
	1,487	ORACLE CORP	\$27,837 39	\$47,844 22
	1,028	SOUTHERN COPPER CORP	\$24,115 96	\$37,316 40
	1,026	SPDR S&P MIDCAP 400 ETF TRUST	\$141,231 36	\$187,091 10
	753	SPDR TRUST SERIES 1	\$89,591 94	\$107,042 71
	1,699	TESORO PETROLEUM CP	\$49,447 70	\$71,833 72
	2,338	TOTAL SYSTEM SVCS	\$50,371 26	\$51,319 10
	531	TOWERS WATSON & CO CL A	\$31,256 47	\$28,079 28
	1,246	UNITED CONTINENTAL HLDGS INC	\$27,708 79	\$25,194 12
	939	UNITEDHEALTH GP INC	\$49,162 19	\$51,072 21
	1,012	VIACOM INC NEW CLASS B	\$48,415 95	\$52,229 32
	569	WELLCARE HEALTH PLANS INC	\$31,335 17	\$27,465 63
		SUBTOTAL	1,299,717 35	1,526,421 25

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	2,626	ADOBE SYSTEMS	\$80,159 19	\$90,885 86
	1,050	AMGEN INC	\$59,543 10	\$93,240 00
	2,843	AUTODESK INC DELAWARE	\$80,922 80	\$94,188 59
	1,330	BED BATH & BEYOND INC	\$56,409 39	\$78,097 60
	1,194	CELGENE CORP	\$67,160 68	\$93,836 46
	1,518	COACH INC	\$65,587 28	\$87,801 12
	893	COSTCO WHOLESALE CORP NEW	\$54,693 90	\$92,800 56
	1,351	CROWN CASTLE INTL	\$85,791 88	\$91,219 52
	3,182	EMC CORP MASS	\$80,963 51	\$78,977 24
	1,434	ESTEE LAUDER CO INC CL A	\$85,587 57	\$83,530 50
	3,203	INTEL CORP	\$66,716 43	\$62,666 69
	429	INTL BUSINESS MACHINES CORP	\$56,008 87	\$81,540 03
	2,582	LOWES COMPANIES INC	\$59,578 46	\$93,184 38
	892	NIKE INC B	\$62,375 85	\$86,952 16
	1,542	NORDSTROM INC	\$66,582 76	\$83,406 78
	2,735	ORACLE CORP	\$66,392 76	\$87,998 62
	1,392	QUALCOMM INC	\$60,900 40	\$88,559 04
	1,359	TARGET CORPORATION	\$65,424 04	\$85,793 67
	1,706	WALT DISNEY CO HLDG CO	\$85,797 71	\$84,719 96
	913	WHOLE FOODS MARKETS INC	\$56,467 88	\$85,237 68
		SUBTOTAL	1,363,064	1,724,636

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities				
	280	AGRIUM INC	\$9,056 18	\$28,565 60
	625	AXA ADS	\$22,327 45	\$10,293 75
	660	BASF SE SP ADR	\$44,270 40	\$59,327 40
	1,210	BHP BILLITON LTD	\$79,089 59	\$87,168 40
	605	BRITISH AMER TOB SPON ADR	\$43,840 53	\$63,785 15
	775	BROOKFIELD ASSET MGMT CL A LTD	\$21,223 73	\$26,923 50
	690	CANADIAN NATL RAILWAY CO	\$33,834 68	\$61,982 70
	1,470	CANADIAN NATURAL RESOURCES LTD	\$56,942 28	\$41,880 30
	955	CDN PACIFIC RY LTD NEW	\$63,324 12	\$89,139 70
	1,035	COOPER INDUSTRIES PLC CL A	\$41,391 72	\$77,107 50
	350	CORE LABORATORIES N V	\$20,624 83	\$36,113 00
	620	DIAGEO PLC SPON ADR NEW	\$51,909 52	\$74,133 40
	515	ENSIGN ENERGY SERVICES ORD	\$10,355 27	\$7,498 40
	135	FINNING INTL INC COM NEW	\$3,508 96	\$3,092 56
	365	FOSTER WHEELER AG COM	\$8,547 28	\$8,197 90
	1,335	INGERSOLL-RAND PLC SHS	\$56,760 20	\$65,121 30
	640	MANULIFE FINANCIAL CORP	\$23,632 85	\$8,224 00
	3,105	NABORS INDUSTRIES LTD NEW	\$103,847 97	\$45,643 50
	1,432	NESTLE SPON ADR REP REG SHR	\$70,862 13	\$93,796 00
	2,580	NOBLE CORP NEW	\$127,391 74	\$88,984 20
	750	NOVARTIS AG ADR	\$36,564 73	\$46,537 50
	215	PARTNERRE HLDGS	\$16,354 39	\$17,819 20
	1,815	POTASH CP OF SASKATCHEWAN INC	\$54,975 44	\$69,913 80
	940	RIO TINTO PLC SPON ADR	\$95,793 58	\$46,812 00
	1,170	SCHLUMBERGER LTD	\$101,076 46	\$83,795 40
	1,964	SUNCOR ENERGY INC NEW COM	\$73,468 35	\$64,046 04
	195	SYNGENTA AG ADR	\$7,472 60	\$15,594 15
	1,055	TALISMAN ENERGY INC	\$18,312 34	\$11,837 10
	1,765	TENARIS S A	\$87,084 02	\$70,494 10
	985	TRANSOCEAN LTD	\$135,136 96	\$45,507 00
	1,470	UBS AG NEW	\$46,590 80	\$23,093 70
	1,360	UNILEVER NV NY SH NEW	\$45,935 41	\$51,448 80
	2,230	VALE S A	\$77,422 73	\$38,868 90
	3,040	WEATHERFORD INTERNATIONAL LTD	\$108,660 74	\$31,646 40
	70	YARA INTL ASA SPONS ADR	\$3,850 00	\$3,506 30
		SUBTOTAL	1,801,440	1,597,899

THE FULLERTON FOUNDATION, INC.
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities				
	690	ABERCROMBIE & FITCH CO	\$21,418 39	\$31,664 10
	1,295	AECOM TECHNOLOGY CORP	\$26,445 79	\$29,254 05
	810	AGILENT TECHNOLOGIES	\$31,544 00	\$31,014 90
	105	AMGEN INC	\$5,427 99	\$9,324 00
	710	ARCHER DANIELS MIDLAND	\$22,936 13	\$18,957 00
	680	ASPEN INSURANCE HLDGS LTD	\$16,789 16	\$21,284 00
	575	ATLAS WORLDWIDE HLDGS INC NEW	\$27,835 70	\$24,886 00
	880	AVERY DENNISON CORPORATION	\$25,409 17	\$29,436 00
	335	AVNET INC	\$9,409 38	\$9,812 15
	490	BAKER HUGHES INC	\$24,632 87	\$21,143 50
	1,120	BARNES GROUP INCORPORATED	\$25,809 15	\$23,620 80
	520	BIG LOTS INC OHIO	\$15,591 40	\$14,643 20
	330	BP PLC ADS	\$12,952 11	\$13,780 80
	1,155	CHESAPEAKE ENERGY CORP	\$27,220 12	\$19,669 65
	1,100	COMMUNITY HLTH SYS INC NEW	\$22,110 34	\$32,406 00
	550	EATON CORPORATION	\$23,701 99	\$28,688 00
	3,965	FIRST NIAGARA FNCL GP NEW	\$34,510 12	\$29,896 10
	215	GENL DYNAMICS CORP	\$14,419 18	\$14,297 50
	2,325	HEALTH MGMT ASSOC CL A	\$18,999 95	\$18,483 75
	480	HOSPIRA INC	\$14,008 81	\$14,304 00
	885	INTERNATIONAL PAPER CO	\$23,196 67	\$32,868 90
	675	JOHNSON CONTROLS INCORPORATED	\$19,213 12	\$18,589 50
	1,795	KINDRED HEALTHCARE INC	\$23,240 87	\$19,475 75
	785	MACY'S INC	\$16,128 67	\$30,379 50
	965	METLIFE INCORPORATED	\$29,030 59	\$32,028 35
	1,770	PATTERSON -UTI ENERGY INC	\$32,386 26	\$31,461 75
	310	QUALITY SYST	\$5,745 01	\$5,645 10
	200	RIO TINTO PLC SPON ADR	\$9,965 48	\$9,960 00
	1,960	SEALED AIR CP NEW	\$31,833 60	\$32,967 20
	1,395	SPIRIT AEROSYSTEMS HLD CLA A	\$23,355 99	\$21,971 25
	1,455	TEREX CP NEW DEL	\$23,371 36	\$35,196 45
	670	TEVA PHARMACEUTICALS ADR	\$29,926 30	\$27,034 50
	880	TEXAS INSTRUMENTS	\$15,327 43	\$25,933 60
	1,130	VALERO ENERGY CP DELA NEW	\$22,614 94	\$36,453 80
	535	WELLPOINT INC	\$30,065 74	\$29,906 50
	1,035	WELLS FARGO & CO NEW	\$29,398 23	\$34,165 35
	95	WHIRLPOOL CORP	\$5,282 25	\$9,674 80
		SUBTOTAL	791,254	870,278

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	1,053	ADIDAS-SALOMON AG SPONS ADR	\$40,477 32	\$46,479 42
	421	AGRIUM INC	\$40,268 44	\$42,950 42
	3,963	ASAHI KAISEI CORP ADR	\$40,620 75	\$45,217 83
	5,230	ATLANTIA SPA UNSPONS ADR	\$41,522 02	\$44,193 50
	2,873	AXA ADS	\$40,810 48	\$47,318 31
	13,177	BOMBARDIER INC CL B SUB VTG	\$47,982 73	\$46,251 27
	2,109	CAP GEMINI SA ADR	\$40,260 81	\$44,858 43
	1,364	COCA-COLA ENTERPRISES INC. NEW	\$40,337 03	\$42,529 52
	805	DAIMLER AG	\$41,055 00	\$39,758 12
	826	DBS GROUP HOLDINGS LTD SP	\$39,813 20	\$39,235 00
	8,102	DEUTSCHE BOERSE AG UNSPON ADR	\$41,239 18	\$45,695 28
	2,092	DEUTSCHE POST AG SPONSORED ADR	\$40,375 60	\$43,680 96
	375	DIAGEO PLC SPON ADR NEW	\$39,755 70	\$44,838 75
	1,235	EURO AERO DEF AND SPACE CO ADR	\$46,182 29	\$41,458 95
	1,463	GEA GROUP AG SPON ADR	\$40,451 95	\$48,132 70
	1,271	HEINEKEN NV ADR	\$35,778 65	\$41,943 00
	3,888	ICAP PLC SPON ADR	\$41,278 12	\$36,741 60
	6,007	INFINEON TECHNOLOGIES AG	\$40,428 31	\$46,313 97
	6,238	JULIUS BAER GROUP LTD UN ADR	\$45,370 34	\$42,231 26
	1,452	KAO CORP SPONS ADR	\$40,772 16	\$40,002 60
	1,908	KOMATSU LTD SPON ADR NEW	\$40,449 60	\$42,930 00
	3,790	MARKS & SPENCER GRP PLC ADR	\$40,969 90	\$47,488 70
	2,723	NINTENDO CO LTD ADR NEW	\$42,156 12	\$41,117 30
	1,044	NOVARTIS AG ADR	\$62,862 48	\$64,780 20
	7,697	PORSCHE AUTOMOBIL HLDG SE ADR	\$41,409 86	\$56,649 92
	2,223	REPSOL SA SPON ADR	\$40,080 69	\$47,172 06
	1,334	ROCHE HOLDINGS ADR	\$59,656 48	\$65,646 14
	3,299	ROYAL DSM NV SPONSORED ADR	\$42,203 45	\$47,901 48
	828	ROYAL DUTCH SHELL PLC CL B	\$60,268 22	\$57,198 24
	2,537	SAIPEM S P A UNSPON ADR	\$61,344 66	\$56,194 55
	617	SAP AG	\$40,360 68	\$48,119 83
	552	SCHLUMBERGER LTD	\$39,954 70	\$39,534 24
	3,474	SECOM LTD ADR	\$40,854 24	\$44,293 50
	7,344	SILICON PREC IND LTD SP ADR	\$40,604 24	\$39,657 60
	1,398	SINGAPORE TELECOM LTD ADR NEW	\$40,192 50	\$37,955 70
	2,517	SONY FIN HLDGS INC	\$40,775 40	\$43,191 72
	1,901	SUNCOR ENERGY INC NEW COM	\$60,733 53	\$61,991 61
	640	SWISS RE LTD SPONSORED ADR	\$40,934 40	\$46,406 40
	580	SYNGENTA AG ADR	\$40,484 93	\$46,382 60
	1,486	TECHNIP-COFLEXIP	\$40,463 78	\$43,465 50
	3,994	TESCO PLC SPONSORED ADR	\$60,509 10	\$62,585 98
	2,760	TOTO LTD ADR	\$40,356 72	\$37,977 60
	2,020	VODAFONE GP PLC ADS NEW	\$39,395 55	\$52,105 90
	629	WPP PLC ADR	\$40,547 04	\$43,212 30
		SUBTOTAL	1,922,348	2,043,790

THE FULLERTON FOUNDATION, INC.
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Exchange Traded	5,358	FIRST TRUST DEVELP MKT EX-US	\$220,481 70	\$228,411 54
and Closed End	9,273	FIRST TRUST EMERGING MARKETS	\$219,120 06	\$226,539 39
Funds	2,730	ISHARES MSCI STH KOREA IND FD	\$159,297 46	\$162,817 20
	10,132	ISHRS MSCI MALAYSIA FREE INDFD	\$140,180 41	\$148,839 08
		SUBTOTAL	739,080	766,607

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2012

Description	Number of shares	Issuer	Historical Cost	Market Value
Equity Securities	10,710 616	JP MORGAN HIBRG DYN COMM STRT	\$ 228,750 67	\$ 160,230 82
	28,669 40	PIMCO COMMOD REAL RET STRATP	\$ 275,383 84	\$ 198,105 53
		SUBTOTAL	\$504,135	\$358,336
		GRAND TOTAL	<u>13,001,534</u>	<u>14,053,878</u>

THE FULLERTON FOUNDATION

57-0847444

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

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

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

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

The Fullerton Foundation
EIN: 57-0847444
Scholarship Application
November 30, 2012
Attachment to Part XV, Line 2b

FULLERTON MEDICAL SCHOLARSHIP PROGRAM

2012

Deadlines for Nomination

Preliminary Nominating Deadline: March 13, 2012

Final Nominating Deadline: March 27, 2012

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

I. INTRODUCTION

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

II. OBJECTIVE

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

III. SELECTION CRITERIA

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

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

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

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

OR

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

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

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

IV. SELECTION & INTERVIEW PROCESS

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

and in South Carolina:

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

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

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

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

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

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

In order to ensure that each nominee meets the "Selection Criteria" described above, the Foundation requires that the nomination forms and required enclosures are submitted by the following Preliminary Nominating Deadline: **Postmarked March 13, 2012.**

Upon receipt, the Foundation will review the nominee's file to determine whether the Selection Criteria have been met. If the criteria have not been met, the nominating medical school will be notified of this so that the school may select a substitute nominee. In this event the nominating forms and required enclosures with respect to the substitute nominee must be submitted by the following Final Nominating Deadline: **Postmarked March 27, 2012.**

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

5. There will be no discrimination on the basis of race, sex, creed, or national origin.
6. The six nominees will be invited for interviews to be held in Charlotte, North Carolina, presently scheduled for Saturday morning, **April 21, 2012**. Room reservations will be made for each nominee for Friday night, **April 20, 2012**. Details concerning the interview schedule will be sent by certified mail

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April 3, 2012 to each medical school Fullerton Scholarship contact and to each nominee using the name and address shown on the nomination form.

Reimbursement for reasonable travel expenses (travel receipts, mileage, and meals - personal telephone calls are excluded) of the nominees will be made to their respective nominating medical school on receipt, prior to **June 8, 2012**, of an expense statement from the nominating medical school of the nominee.

7. An Independent Selection Committee (the Committee) will conduct the interviews. The Committee will be composed of persons who are leaders in business, the professions and civic life, with no association of any kind with The Fullerton Foundation, Inc.
8. **After all interviews, the Committee will rank order only those nominees who have satisfied all the selection criteria set out in Section III above. Nominees will not be told their rankings. If a nominee has not satisfied all of the criteria, and therefore is not ranked, the Committee will document its reasons and provide the same to the Foundation staff. The top three nominees will be offered Scholarships. Each of the remaining nominees will be awarded a one-time \$1,000 honorary stipend, payable as described below to the medical school which made the nomination.**
9. The medical school whose nominee is awarded a scholarship must accept the scholarship by **May 21, 2012**. This means that the medical school's nominee must commit to attending that medical school by that same date. A completed "Acceptance and Commitment," a copy of which is on Page 7 of this brochure, must be mailed by the medical school to The Fullerton Foundation, Inc., **postmarked no later than May 21, 2012**; if the "Acceptance and Commitment" is not completed and postmarked by this date, or if the medical school or nominee is not willing to accept or commit by this date, or if for any other reason the scholarship is not accepted by this date, the scholarship will be withdrawn and then awarded to the medical school which nominated the next ranking nominee.

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

1. Three Fullerton Medical Scholarships will be awarded to three students entering first year medical school in August 2012.
2. The value of the scholarship will be \$25,000 each year, payable to the institution in North Carolina or South Carolina which nominates the student and where the nominee is enrolled. One-half (\$12,500) will be paid the first business day in August and the other half (\$12,500) the first business day in the following January. The payee institution will determine the distribution of these payments between tuition and expenses.

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3. If the winner of a Fullerton Medical Scholarship maintains adequate academic performance each year in accordance with the enrollment standards at his/her medical school, continues to be enrolled as a full time medical student, and the medical school sends a statement each year certifying the same to The Fullerton Foundation, Inc., he/she will continue to receive a Fullerton Medical Scholarship for each of the remaining three years of medical school. **It is the responsibility of the medical school to supply this information to The Fullerton Foundation, Inc. on a timely basis; if this information is not supplied timely the scholarship will be terminated.**
4. A Fullerton Medical Scholarship will be payable only to the medical school nominating the student. A scholarship is not transferable to another medical school. If a student does not attend the medical school which nominated him/her, the scholarship will be awarded instead to the medical school which nominated the next ranked student, as described above.
5. Each of the three medical schools whose nominee is not selected for a scholarship will receive a one-time \$1,000 stipend, payable to the medical school. On the first business day of August, 2012, The Fullerton Foundation, Inc. will send a check for \$1,000 to the medical school, to be applied against the tuition for the ensuing term of the student nominated by the medical school.
6. If a student whose nominating medical school is awarded a one-time \$1,000 honorary stipend does not attend that medical school, the stipend amount nevertheless will be paid to that nominating medical school for unrestricted use in its medical scholarship program.
7. Each institution is responsible for the proper disbursement or use of the funds (scholarships and stipends).

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FULLERTON MEDICAL SCHOLARSHIP PROGRAM

ACCEPTANCE AND COMMITMENT

Name of Medical School: _____

Name of Nominee: _____

Nominee to enroll in the fall of: _____

Deadline for acceptance and commitment: _____ May 21, 2012 _____

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

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

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

(Name of Medical School)

By: _____

Title: _____

(Signature of Nominee)

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FULLERTON MEDICAL SCHOLARSHIP PROGRAM

NOMINATION FORM

March 2012

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

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

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

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

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

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

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

and postmarked no later than:

Preliminary Nominating Deadline March 13, 2012

Final Nominating Deadline March 27, 2012

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

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NOMINATION FORM

Nominee Information

(To be completed by nominee)

Last Name	First	Middle	Name you wish to be called
-----------	-------	--------	----------------------------

Date of Birth	Place of Birth
---------------	----------------

Nominee's Current Mailing Address

Where have you lived for the past five calendar years?

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

Names of Parents or Immediate Family

Address of Parents or Immediate Family

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

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

Undergraduate school and location

Major field of study

GPR

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Employment Record

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

Community, Church, Youth and/or Service Work
(Activity, years of participation, honors, awards, etc.)

Hobbies and Special Interests

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

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

Signature of Candidate and Date

Enclosures:

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

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Nominee Information
(To be completed by medical school official)

_____ nominates _____
Nominating University

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

Medical College Admission Test Scores

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

Signature

Name (Type or Print)

Title

Medical School

Date

THE FULLERTON FOUNDATION, INC.
 EIN: 57-0847444
 GRANTS PAID DURING FYE NOVEMBER 30, 2012

GRANTEE	PURPOSE	AMOUNT
American Heart Association Spartanburg, SC	Implement project Mission Lifeline in Spartanburg, Union and Cherokee Counties to reduce heart attack deaths and disabilities caused by a STEMI heart attack	\$ 38,224 00
Anderson University Anderson, SC	Help acquire patient simulators for the new nursing school opening August 2012	\$ 50,000 00
Cancer Association of Spartanburg and Cherokee Counties Spartanburg, SC	Support for mammograms at Upstate Carolina Medical Center and additional diagnostics if needed	\$ 10,000 00
Cherokee County Family YMCA Gaffney, SC	Help support the build of an outdoor playground area for the YMCA's families and children plus the designs for a soccer and a baseball field	\$ 25,000 00
Children's Advocacy Center of Spartanburg, Cherokee and Union Co	Help meet the increasing needs and impact of unprecedented numbers of abused children from Cherokee, Union and Spartanburg Counties requiring forensic assessment, medical treatment, therapy, guidance and counseling	\$ 50,000 00
Clemson University Clemson, SC	Use of driving simulators as a clinical tool in rehabilitation settings	\$ 90,531 00
EdVenture Children's Museum Columbia, SC	A 3 1 challenge grant to help support a high tech, hands-on exhibit - the Body Detective	\$ 62,500 00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 85,500 00
	East Carolina	\$ 47,500 00
	Duke University	\$ 1,000 00
	Medical University of SC	\$ 12,500 00
	University of NC	\$ 11,000 00
	University of SC	\$ 1,000 00
	Wake Forest University	\$ 12,500 00
Gaffney Fire Department Gaffney, SC	Help complete an outdoor early warning project by installing three sirens at three Gaffney Fire Department fire stations	\$ 22,000 00
Gardner-Webb University Boiling Springs, NC	Continued support for the Nursing School by helping provide simulation-based learning experiences in order to become better oriented to the real world of nursing in a healthcare setting and preparation for licensing in various nursing disciplines	\$ 90,000 00
Greenville Hospital System Greenville, SC	Staffing for two Masters-level social workers to integrate into and enhance three current GHS Children's Hospital programs whose focus is helping families with autistic children	\$ 124,488 00
Habitat for Humanity of Cherokee Co Gaffney, SC	Help repair and renovate homes for low-income homeowners who live in non-Habitat houses and are struggling to maintain them	\$ 50,000 00

Limestone College Gaffney, SC	Help fund construction of a new campus library	\$	25,000 00
Lutheran Homes of SC Foundation Irmo, SC	Help implement in upstate SC the BeWell Home Services, an in-home supportive services program for older persons in Greenville, Spartanburg and Cherokee Counties	\$	25,000 00
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of a rapidly growing patient simulator programs and centers across SC	\$	68,958 00
Mission Healthcare Foundation Asheville, NC	Financial support for the new Mission Health System's Regional Outpatient Cancer Center	\$	50,000 00
Mission Healthcare Foundation Asheville, NC	Help support the expansion of the Fullerton Genetics Center into a new building which will place under one roof the laboratory and the counseling/clinical genetics services	\$	166,666 00
Providence Hospitals Columbia, SC	Provide for a transitional care program within the four Providence Hospitals that will significantly reduce the 30 day post-discharge readmission rate for elderly patients over 65 years of age	\$	75,000 00
Reach Out and Read Columbia, SC	Help prepare children to succeed in SC and NC schools by (1) Expanding the number of participating doctors and medical residency programs across the two states (2) Making presentations at state medical meetings and conferences and (3) Increasing the number of children's books distributed at participating doctor offices and hospitals	\$	20,000 00
South Carolina College of Pharmacy Columbia, SC	Develop a community-based, SC geriatric outreach program whose focus is medication management for older adults	\$	69,333 00
South Carolina Hospital Association Columbia, SC	Help create the Physicians Executive Academy for hospital-physician transformational alignment	\$	57,250 00
SC School for the Deaf and Blind Spartanburg, SC	Help with the development of a new simulated Call Center training program which will significantly provide greater opportunities for students to gain employment upon graduation	\$	93,076 00
South Carolina State Museum Columbia, SC	Provide for a selected Traveling Exhibit on display for 30-60 days and a two-day Star Lab planetarium demonstration at a designated school or location in Cherokee County	\$	6,500 00
Spartanburg Regional Healthcare System Foundation Spartanburg, SC	Support for a part-time "Mobile Mammography Patient Navigator" for Cherokee County	\$	20,000 00
University of South Carolina School of Medicine Columbia, SC	Use of hand-held ultrasound units to enhance medical students primary care clinical training	\$	104,945 00
GRAND TOTAL		\$	<u>1,479,971.00</u>

THE FULLERTON FOUNDATION, INC.
EIN: 57-0847444
GRANTS APPROVED DURING FYE NOVEMBER 30, 2012

GRANTEE	PURPOSE	AMOUNT
<u>2013</u>		
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 245,500.00
Clemson University Clemson, SC	Use of driving simulators as a clinical tool in rehabilitation settings	\$ 93,031.00
Gardner-Webb University Boiling Springs, NC	Continued support for the Nursing School by helping provide simulation-based learning experiences in order to become better oriented to the real world of nursing in a healthcare setting and preparation for licensing in various nursing disciplines.	\$ 25,000.00
Limestone College Gaffney, SC	Help fund construction of a new campus library.	\$ 100,000 00
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of rapidly growing patient simulator programs and centers across SC	\$ 31,604.00
Mission Healthcare Foundation Asheville, NC	Help support the expansion of the Fullerton Genetics Center into a new building	\$ 166,667.00
Providence Hospital Columbia, SC	Provide for a transitional care program within the four Providence Hospitals that will significantly reduce the 30 day post-discharge readmission rate for elderly patients over 65 years of age.	\$ 75,000 00
South Carolina College of Pharmacy Columbia, SC	Develop a community-based, SC geriatric outreach program whose focus is medication management for older adults.	\$ 69,333.00
SC School for the Deaf and Blind Spartanburg, SC	Help with the development of a new simulated Call Center training program which will significantly provide greater opportunities for students to gain employment upon graduation.	\$ 93,076 00
University of NC at Chapel Hill Chapel, SC	Help support I ³ POP, an initiative to improve the health of populations in residency training programs primarily across NC and SC with a limited recruitment from VA.	\$ 74,017 00
	TOTAL	\$ 973,228 00

2014

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	285,000.00
Mission Healthcare Foundation Asheville, NC	Help support the expansion of the Fullerton Genetics Center into a new building	\$	166,667.00
South Carolina College of Pharmacy Columbia, SC	Develop a community-based, SC geriatric outreach program whose focus is medication management for older adults.	\$	69,334.00
University of NC at Chapel Hill Chapel, SC	Help support I ³ POP, an initiative to improve the health of populations in residency training programs primarily across NC and SC with a limited recruitment from VA.	\$	66,088.00
TOTAL		\$	587,089.00

2015

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	197,500.00
University of NC at Chapel Hill Chapel, SC	Help support I ³ POP, an initiative to improve the health of populations in residency training programs primarily across NC and SC with a limited recruitment from VA.	\$	65,038.00
TOTAL		\$	262,538.00

2016

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	112,500.00
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2017

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	37,500.00
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GRAND TOTAL

\$	1,972,855.00
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FULLERTON FOUNDATION
Comprehensive Depreciation [Depreciation]
GAAP

For the Period December 1, 2011 to November 30, 2012

Asset ID	Description	Placed In Service Date	Beginning	Add	Delete	Ending	Depr Meth/Conv	Life Yr Mo	Yr	Book Cost	Red. Amt.	Credit	Bus. Use %	Net AFYD	Prior Reported Depreciation	Depreciable Basis	Beginning Accum Depr	Current Depr & AFYD	Net Sec 179/179 A	Net Add Delete	Ending Accum Depr	Net Book Value
000015	Building Addition	3/15/2001	254,814	0	0	254,814	DB2000HY	39 0	39 0	254,814	0	0	100	0	108,153	146,661	108,153	7,521	0	0	115,674	139,140
000016	Architect Fees	3/15/2001	24,816	0	0	24,816	DB2000HY	39 0	39 0	24,816	0	0	100	0	10,533	14,283	10,533	732	0	0	11,265	13,551
000017	Carpet & Tile	3/15/2001	3,515	0	0	3,515	DB2000HY	39 0	39 0	3,515	0	0	100	0	1,492	2,023	1,492	104	0	0	1,596	1,919
Total Buildings			283,145			283,145																
000026	2005 CADILLAC STS	6/28/2006	28,000	0	0	28,000	MC200AHY	5 0	5 0	28,000	0	0	100	0	28,000	0	28,000	0	0	0	28,000	0
Total Automobiles			28,000			28,000																
000002	Okidata 321 Printer	1/1/1990	500	0	0	500	DB2000HY	5 0	5 0	500	0	0	100	0	500	0	500	0	0	0	500	0
000003	Office Furniture	1/1/1993	820	0	0	820	DB200AHY	7 0	7 0	820	0	0	100	0	820	0	820	0	0	0	820	0
000004	Office Chair	1/1/1996	316	0	0	316	DB200AHY	5 0	5 0	316	0	0	100	0	316	0	316	0	0	0	316	0
000008	Microsoft Gifts Software	1/1/2000	16,578	0	0	16,578	DB200AHY	3 0	3 0	16,578	0	0	100	0	16,578	0	16,578	0	0	0	16,578	0
000009	HP Scanjet 5300C Scanner	1/1/2000	212	0	0	212	DB200AHY	3 0	3 0	212	0	0	100	0	212	0	212	0	0	0	212	0
000011	Blinds for Windows	2/24/2001	1,380	0	0	1,380	DB200AHY	5 0	5 0	1,380	0	0	100	0	1,380	0	1,380	0	0	0	1,380	0
000012	HP 2100 Laser Jet Printer	2/27/2001	721	0	0	721	DB200AHY	3 0	3 0	721	0	0	100	0	721	0	721	0	0	0	721	0
000013	Projector system for conference room	6/11/2001	7,167	0	0	7,167	DB200AHY	5 0	5 0	7,167	0	0	100	0	7,167	0	7,167	0	0	0	7,167	0
000014	Mahogany Desks, Tables, Credenzas, Printer Stand, and Chairs	2/28/2001	15,040	0	0	15,040	DB200AHY	5 0	5 0	15,040	0	0	100	0	15,040	0	15,040	0	0	0	15,040	0
000021	Brother 5040 Printer	4/25/2004	188	0	0	188	DB200AHY	3 0	3 0	188	0	0	100	0	188	0	188	0	0	0	188	0
000022	Upgrade for Gifts Program	7/29/2004	2,519	0	0	2,519	DB200AHY	3 0	3 0	2,519	0	0	100	0	2,519	0	2,519	0	0	0	2,519	0
000023	HP6540 Printer	10/31/2004	157	0	0	157	MC200AMQ	3 0	3 0	157	0	0	100	0	157	0	157	0	0	0	157	0
000024	LCM 19" CLD FLAT PANEL MONITOR	1/31/2005	367	0	0	367	MC200AHY	5 0	5 0	367	0	0	100	0	367	0	367	0	0	0	367	0
000025	GIFTS FOR WINDOWS - GOLD MAINTENANCE	7/18/2005	2,620	0	0	2,620	MC200AHY	3 0	3 0	2,620	0	0	100	0	2,620	0	2,620	0	0	0	2,620	0
000028	Laptop Computer DV9408NR	8/17/2007	1,007	0	0	1,007	MC200AHY	3 0	3 0	1,007	0	0	100	0	1,007	0	1,007	0	0	0	1,007	0
000029	AMD 3000 PC	9/25/2007	400	0	0	400	MC200AHY	3 0	3 0	400	0	0	100	0	400	0	400	0	0	0	400	0
000030	Dell Optiplex 360 Mini tower	6/15/2009	733	0	0	733	MC200AHY	3 0	3 0	733	0	0	100	0	679	54	679	54	0	0	733	0
000031	Gateway NV54 Laptop Computer	2/23/2010	531	0	0	531	MC200AHY	3 0	3 0	531	0	0	100	0	413	118	413	79	0	0	492	39
000032	Eiki LC-XG250 projector w/ speakers	5/24/2010	5,230	0	0	5,230	MC200AHY	5 0	5 0	5,230	0	0	100	0	2,720	2,510	2,720	1,004	0	0	3,724	1,506
Grand Total			367,631	0	0	367,631								0	201,982	165,649	201,982	9,494	0	0	211,476	156,155

Note: There may be minor differences due to rounding