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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
HARRY H GIBSON FAMILY FOUNDATION

A Employer identification number
20-5338528

Number and street (or P O box number if mail is not delivered to street address) P O BOX 1724 | Room/suite

B Telephone number (see instructions)
(864) 582-1611

City or town, state, and ZIP code
SPARTANBURG, SC 293041724

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,209,606

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	32,195	32,195		
	4	Dividends and interest from securities	37,080	36,741		
	5a	Gross rents	515	515		
	b	Net rental income or (loss) 515				
	6a	Net gain or (loss) from sale of assets not on line 10	70,041			
	b	Gross sales price for all assets on line 6a 332,684				
	7	Capital gain net income (from Part IV, line 2)		70,041		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	139,831	139,492	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,228	15,228	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,566	3,566	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,896	309	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,592	13	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,282	19,116	0	0
	25	Contributions, gifts, grants paid	225,250			225,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	250,532	19,116	0	225,250
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-110,701			
	b	**Net investment income** (if negative, enter -0-)		120,376		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	111,021	20,597	20,597
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,559,866	1,525,176	1,920,572
c	Investments—corporate bonds (attach schedule)	68,556	48,718	52,811
11	Investments—land, buildings, and equipment basis ▶ 127,950			
	Less accumulated depreciation (attach schedule) ▶	127,950	127,950	127,950
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	45,011	79,262	87,676
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,912,404	1,801,703	2,209,606
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	1,912,404	1,801,703	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,912,404	1,801,703	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,912,404	1,801,703	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,912,404
2	Enter amount from Part I, line 27a	2	-110,701
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,801,703
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	1,801,703

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	70,041
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	150,300	2,376,235	0 063251
2010	195,300	2,281,384	0 085606
2009	116,000	2,027,930	0 057201
2008	120,000	1,628,450	0 073690
2007	253,300	105,830	2 393461

2	**Total** of line 1, column (d).	2	2 673209
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 534642
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,329,128
5	Multiply line 4 by line 3.	5	1,245,250
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,204
7	Add lines 5 and 6.	7	1,246,454
8	Enter qualifying distributions from Part XII, line 4.	8	225,250

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,408
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	2,408
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	2,408
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,960		
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	1,960
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	448
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶COLONIAL TRUST Telephone no ▶(864) 582-3356

Located at ▶P O BOX 1724 SPARTANBURG SC ZIP+4 ▶293041724

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, 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		No

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOAN B GIBSON 305 ESSEX RIDGE COURT SPARTANBURG,SC 29307	TRUSTEE 0 00	0	0	0
HARRY H GIBSON JR 1217 PRESTON DRIVE SHERMAN,TX 75092	TRUSTEE 0 00	0	0	0
COLONIAL TRUST COMPANY P O BOX 1724 SPARTANBURG,SC 29304	TRUSTEE 3 00	15,228	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,122,747
b	Average of monthly cash balances		1b	113,900
c	Fair market value of all other assets (see instructions)		1c	127,950
d	**Total** (add lines 1a, b, and c)		1d	2,364,597
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	2,364,597
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	35,469
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,329,128
6	**Minimum investment return.** Enter 5% of line 5		6	116,456

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	116,456
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,408		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,408
3	Distributable amount before adjustments Subtract line 2c from line 1		3	114,048
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	114,048
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	114,048

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	225,250
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	225,250
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	225,250

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					114,048
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	248,191				
b From 2008.	39,455				
c From 2009.	15,505				
d From 2010.	82,540				
e From 2011.	33,435				
f **Total** of lines 3a through e.		419,126			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 225,250					
a Applied to 2011, but not more than line 2a				0	
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 2012 distributable amount.					114,048
e Remaining amount distributed out of corpus		111,202			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		530,328			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		248,191			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		282,137			
10 Analysis of line 9					
a Excess from 2008. . . .	39,455				
b Excess from 2009. . . .	15,505				
c Excess from 2010. . . .	82,540				
d Excess from 2011. . . .	33,435				
e Excess from 2012. . . .	111,202				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				225,250
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32,195	
4 Dividends and interest from securities			14	37,080	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	515	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	70,041	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		139,831	0

13 Total. Add line 12, columns (b), (d), and (e) 13 139,831

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-08 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
BRUCE W SCHWARTZ	BRUCE W SCHWARTZ			P00362100

Firm's name ▶ MCABEE TALBERT HALLIDAY & CO — Firm's EIN ▶ 57-0925346

Firm's address ▶ 824 EAST MAIN STREET SPARTANBURG, SC 29302 — Phone no (864) 583-0886

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10,000 MORGAN STANLEY	P	2009-04-17	2012-04-02
400 BECTON DICKINSON CO	P	2008-10-30	2012-05-16
250 CPFL ENERGIA	P	2011-08-03	2012-05-22
1,200 CICSO SYS	P	2008-10-30	2012-05-22
250 DIAGEO ADR	P	2008-10-30	2012-05-22
650 ISHARES EMERGING	P	2010-08-16	2012-05-22
300 ISHARES EAFE INDEX	P	2008-10-30	2012-05-22
1,100 WALGREEN	P	2008-10-30	2012-05-22
DUKE ENERGY CASH IN LIEU	P	2012-07-03	2012-07-03
1,000 HALLIBURTON	P	2009-02-17	2012-08-03
115 CREDIT ACCEP CORP	P	2012-01-23	2012-08-13
135 CREDIT ACCEP CORP	P	2012-01-23	2012-08-14
50 ABBOTT LAB	P	2010-06-30	2012-08-28
100 EXXON MOBIL CORP	P	2008-05-01	2012-08-28
50 ISHARES EMERGING	P	2010-08-16	2012-08-28
50 ISHARES SMALLCAP	P	2008-10-30	2012-08-28
10,000 BANK OF AMERICA	P	2008-10-28	2012-09-11
50 ABBOTT LAB	P	2010-06-30	2012-11-09
100 COCA COLA	P	2008-10-30	2012-11-09
25 EXXON MOBIL CORP	P	2008-10-10	2012-11-09
50 ISHARES BARCLAYS	P	2011-09-30	2012-11-09
50 SCHLUMBERGER LIMITED	P	2008-05-01	2012-11-09
75 TEVA PHARMACEUTICAL	P	2008-05-01	2012-11-09
50 UNITED TECHNOLOGIES	P	2008-05-01	2012-11-09
50 YUM BRANDS	P	2008-05-01	2012-11-09
50 CATERPILLAR	P	2008-05-01	2012-11-21
50 DEERE & COMPANY	P	2008-05-01	2012-11-21
50 EXXON MOBIL CORP	P	2008-10-10	2012-11-21
50 SCHLUMBERGER LIMITED	P	2008-05-01	2012-11-21
50 UNITED TECHNOLOGIES	P	2008-05-01	2012-11-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 KINDER MORGAN	P	2008-10-30	2012-12-17
SPDR GOLD	P	2011-12-12	2012-12-11
SPDR GOLD	P	2011-08-10	2012-12-11
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,000		10,316	-316
30,813		29,175	1,638
6,393		7,239	-846
20,054		21,424	-1,370
24,048		15,462	8,586
24,622		26,590	-1,968
14,628		13,236	1,392
35,370		27,381	7,989
23			23
33,103		17,518	15,585
11,759		9,440	2,319
13,677		11,081	2,596
3,256		2,350	906
8,713		8,939	-226
2,000		2,045	-45
3,745		2,254	1,491
10,000		9,522	478
3,245		2,349	896
3,731		2,197	1,534
2,283		1,620	663
5,275		5,204	71
3,552		4,883	-1,331
3,074		3,551	-477
3,992		3,657	335
3,640		2,029	1,611
4,065		4,091	-26
4,260		4,099	161
4,302		3,239	1,063
3,380		4,883	-1,503
3,754		3,657	97

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
31,296		2,830	28,466
159		157	2
227		225	2
245			245

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-316
			1,638
			-846
			-1,370
			8,586
			-1,968
			1,392
			7,989
			23
			15,585
			2,319
			2,596
			906
			-226
			-45
			1,491
			478
			896
			1,534
			663
			71
			-1,331
			-477
			335
			1,611
			-26
			161
			1,063
			-1,503
			97

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			28,466
			2
			2
			245

Form 990PF Part XV Line 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*				
BOYS & GIRLS CLUBS OF THE UPSTATE 901 SOUTH PINE STREET SPARTANBURG,SC 29302	NONE		CHARITABLE	9,000
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE ORLANDO,FL 32832	NONE		CHARITABLE	4,500
CHARLES LEA CENTER 195 BURDETTE STREET SPARTANBURG,SC 29307	NONE		CHARITABLE	3,000
CHILD EVANGELISM FELLOWSHIP OF SC 2811 REIDVILLE RD SPARTANBURG,SC 29301	NONE		CHARITABLE	1,500
CHILDREN SHELTER OF THE UPSTATE INC P O BOX 2663 SPARTANBURG,SC 29304	NONE		CHARITABLE	1,500
CHILDREN'S ADVOCACY CENTER OF SPARTANBURG 100 WASHINGTON PLACE SPARTANBURG,SC 29302	NONE		CHARITABLE	1,500
CLEMSON FUND 110 DNIEL DRIVE CLEMSON,SC 29634	NONE		CHARITABLE	15,000
CROSS KEYS MINISTRIES 1035 MAIN ST FOREST PARK,GA 30297	NONE		CHARITABLE	3,000
EAST-WEST MINISTRIES INTERNATIONAL 2001 W PLANO PARKWAY PLANO,TX 75075	NONE		CHARITABLE	2,000
ETV ENDOWMENT OF SC 401 E KENNEDY ST SPARTANBURG,SC 29302	NONE		CHARITABLE	1,500
FAMILY CONNECTION OF SOUTH CAROLINA 2712 MIDDLEBURG DR SUITE 103 COLUMBIA,SC 29204	NONE		CHARITABLE	500
FIRST PRESBYTERIAN CHURCH 393 EAST MAIN STREET SPARTANBURG,SC 29302	NONE		CHARITABLE	1,000
FOUR RIVERS OUTREACH 210 S RUSK STREET SHERMAN,TX 75090	NONE		CHARITABLE	2,000
GIRL SCOUTS OF SC 349-A EAST BLACKSTOCK ROAD SPARTANBURG,SC 29301	NONE		CHARITABLE	1,500
GLENN SPRINGS ACADEMY 195 BOYS HOME ROAD PAULINE,SC 29374	NONE		CHARITABLE	1,500

Form 990PF Part XV Line 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*				
GRAFFITI COMMUNITY MINISTRIES 205 E 7TH ST NEW YORK,NY 10009	NONE		CHARITABLE	2,000
GRAYSON BAPTIST ASSOCIATION 2515 N LOY LAKE ROAD SHERMAN,TX 75090	NONE		CHARITABLE	1,000
GRAYSON GRAND CENTRAL STATION 2610 SHENANDOAH CIRCLE SHERMAN,TX 75092	NONE		CHARITABLE	500
HALTER P O BOX 1403 SPARTANBURG,SC 29304	NONE		CHARITABLE	750
HABITAT FOR HUMANITY 2270 SOUTH PINE STREET SPARTANBURG,SC 29302	NONE		CHARITABLE	1,500
HOPE FOR HURTING HEARTS MINISTRY INC P O BOX 1245 PITTSBURG,TX 75686	NONE		CHARITABLE	2,000
IGLESIA BAUTISTA CAMINO REAL 500 E US HIGHWAY 69 DENISON,TX 75021	NONE		CHARITABLE	3,000
IPTAY PO BOX 1529 CLEMSON,SC 29633	NONE		CHARITABLE	4,200
KIDS ACROSS AMERICA 25114 PRIVATE ROAD 2232 GOLDEN,MO 65658	NONE		CHARITABLE	3,000
KNIGHTS' QUEST MINISTRIES 7500 POINT REYES DRIVE FORT WORTH,TX 76137	NONE		CHARITABLE	2,000
MIRACLE HILL MINISTRIES 189 N FOREST STREET SPARTANBURG,SC 29301	NONE		CHARITABLE	6,500
MOBILE MEALS 419 EAST MAIN STREET SPARTANBURG,SC 29302	NONE		CHARITABLE	17,750
MORNINGSIDE BAPTIST CHURCH 897 S PINE ST SPARTANBURG,SC 29302	NONE		CHARITABLE	18,750
MUSIC FOUNDATION OF SPARTANBURG P O BOX 1274 SPARTANBURG,SC 29304	NONE		CHARITABLE	2,000
PALMETTO AREA COUNCIL BSA 420 SOUTH CHURCH STREET SPARTANBURG,SC 29306	NONE		CHARITABLE	1,500

Form 990PF Part XV Line 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*				
SALVATION ARMY 40 FOSTER STREET SPARTANBURG,SC 29301	NONE		CHARITABLE	4,500
SCBEST PO BOX 3351 SPARTANBURG,SC 29304	NONE		CHARITABLE	4,000
SMILE TRAIN PO BOX 96231 WASHINGTON,DC 20090	NONE		CHARITABLE	1,500
SPARTANBURG AREA CONSERVANCY 100 EAST MAIN STREET SPARTANBURG,SC 29306	NONE		CHARITABLE	2,500
SPARTANBURG CHRISTIAN COMMUNITY FDN 107 SOUTHPORT RD SPARTANBURG,SC 29306	NONE		CHARITABLE	7,500
SPARTANBURG COUNTY FOUNDATION 424 EAST KENNEDY STREET SPARTANBURG,SC 29302	NONE		CHARITABLE	7,500
SPARTANBURG METHODIST COLLEGE 1000 POWELL MILL ROAD SPARTANBURG,SC 29301	NONE		CHARITABLE	1,500
SPIHN 233 NORTH CHURCH STREET SPARTANBURG,SC 29306	NONE		CHARITABLE	3,000
ST LUKE'S FREE MEDICAL CLINIC 162 SOUTH 39 SPARTANBURG,SC 29302	NONE		CHARITABLE	2,500
TEXOMA CHRISTIAN SCHOOL 3500 WEST HOUSTON STREET SHERMAN,TX 75092	NONE		CHARITABLE	2,300
THE JESUS FILM PROJECT 100 LAKE HART DRIVE ORLANDO,FL 32832	NONE		CHARITABLE	1,500
THE OWNER'S MANUAL FOR LIFE PO BOX 96 SHERMAN,TX 75091	NONE		CHARITABLE	1,000
THE SHEPHERD'S CENTER 393 EAST MAIN STREET SPARTANBURG,SC 29302	NONE		CHARITABLE	7,500
THE SOUP KITCHEN 438 N CHURCH STREET SPARTANBURG,SC 29303	NONE		CHARITABLE	5,500
THE WALKER FOUNDATION 355 CEDAR SPRINGS ROAD SPARTANBURG,SC 29302	NONE		CHARITABLE	1,500

Form 990PF Part XV Line 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*				
TOTAL MINISTRIES 420 UNION STREET SPARTANBURG,SC 29306	NONE		CHARITABLE	9,500
UNITED WAY OF THE PIEDMONT 203 EAST MAIN STREET SPARTANBURG,SC 29319	NONE		CHARITABLE	13,000
WOFFORD COLLEGE 429 NORTH CHURCH STREET SPARTANBURG,SC 29303	NONE		CHARITABLE	7,500
YOUNG LIFE 2320 E NORTH ST GREENVILLE,SC 29607	NONE		CHARITABLE	26,000
Total . . . . ▶ **3a**				225,250

TY 2012 Accounting Fees Schedule

Name: HARRY H GIBSON FAMILY FOUNDATION

EIN: 20-5338528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	3,566	3,566	0	0

TY 2012 Investments Corporate Bonds Schedule

Name: HARRY H GIBSON FAMILY FOUNDATION

EIN: 20-5338528

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10,000 MORGAN STANLEY	0	0
10,000 BANK OF AMERICA	0	0
10,000 GENERAL ELECTRIC	9,478	10,038
10,000 NUCOR CORP	9,499	10,200
10,000 WALT DISNEY	10,155	10,850
10,000 BELLSOUTH	9,061	10,741
10,000 UNITED TECHNOLOGIES	10,525	10,982

TY 2012 Investments Corporate Stock Schedule

Name: HARRY H GIBSON FAMILY FOUNDATION

EIN: 20-5338528

Name of Stock	End of Year Book Value	End of Year Fair Market Value
450 ACCENTURE	22,348	29,925
1,975 ALPS	31,311	31,501
600 ABBOTT	31,893	39,300
350 AIR PRODUCTS	18,439	29,407
175 APPLE INC	21,271	93,130
600 BB & T	18,877	17,466
400 BECTON DICKINSON	0	0
500 CPFL ENERGIA	14,299	10,480
350 CATERPILLAR INC	17,220	31,362
1,200 CISCO SYS	0	0
1,100 COCA COLA	24,182	39,875
350 DEERE & COMPANY	17,222	30,247
250 DIAGEO	15,462	29,145
600 WALT DISTNEY CO	24,006	29,874
900 DUKE ENERGY CORP	30,013	41,342
500 ENERGY TRANSFER PARTNERS	15,247	21,465
575 EXPRESS SCRIPTS	32,380	31,050
325 EXXON MOBIL CORP	24,259	28,128
1,000 FREEPORT MCMORAN COPPER	14,131	34,200
1,000 GENERAL ELECTRIC	13,403	20,990
1,000 HALLIBURTON CO	0	0
550 ISHARES EMERGING	22,499	24,393
300 ISHARES EAFE	0	0
325 ISHARES MIDCAP	17,730	33,053
325 ISHARES SMALLCAP	14,649	25,383
450 ISHARES BARCLAYS	46,833	47,466
750 JP MORGAN CHASE	28,043	32,977
600 JOHNSON & JOHNSON	37,130	42,060
400 KINDER MORGAN ENERGY	0	0
1,000 MICROSOFT	22,625	26,710

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350 NATIONAL OILWELL	23,633	23,923
400 NEXTRA ENERGY	19,308	27,676
700 NIKE	33,084	36,120
750 NORDSTROM	37,256	40,125
300 OCCIDENTAL PETROLEUM	25,351	22,983
1,250 ORACLE	32,307	41,650
500 PNC FINL	31,106	29,155
500 PEPSICO	30,008	34,215
640 PROCTER & GAMBLE	41,214	43,450
400 PROGRESS ENERGY	0	0
600 SPDR GOLD	85,231	97,212
400 SCHLUMBERGER LIMITED	19,333	27,720
450 SEMPRA ENERGY	22,291	31,923
500 STRYKER CORP	24,855	27,410
975 TEVA PHARMACEUTICAL	44,632	36,407
500 UNITED TECHNOLOGIES	24,276	41,005
600 VERIZON COMMUNICATIONS	20,343	25,962
200 VISA INC	15,529	30,316
500 WALMART STORES	26,983	34,115
1,100 WALGREEN COMPANY	0	0
650 YUM BRANDS	21,244	43,160
4,000 CITIGROUP CAP XIV 6.875%	84,840	100,356
4,000 CORPORATE BACKED DUKE CA	100,200	103,280
4,000 GENERAL ELEC CAP CORP	102,680	100,000
4,000 SELECTIVE INS GROUP INC	84,000	101,480

TY 2012 Investments - Other Schedule

Name: HARRY H GIBSON FAMILY FOUNDATION

EIN: 20-5338528

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1,687.407 FIDELITY NEW MARKETS INCOME	AT COST	26,840	30,035
350 HEALTH CARE REIT	AT COST	20,775	21,452
900 REALTY INCOME CORP	AT COST	31,647	36,189

TY 2012 Other Expenses Schedule

Name: HARRY H GIBSON FAMILY FOUNDATION

EIN: 20-5338528

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT FEEDS	13	13	0	0
KINDER MORGAN - ORDINARY LOSS	1,380	0	0	0
ENERGY TRANSFER - ORDINARY LOSS	2,199	0	0	0

TY 2012 Taxes Schedule

Name: HARRY H GIBSON FAMILY FOUNDATION

EIN: 20-5338528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INC	2,587	0	0	0
FOREIGN TAX	309	309	0	0