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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE ROE FOUNDATION

A Employer identification number

23-7011541

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

301 N. MAIN STREET

Room/suite

1735

B Telephone number

(864) 242-5007

City or town, state, and ZIP code

GREENVILLE, SC 29601

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)

\$ 30,708,384.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))

(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 | | | 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 | 129. | 129. | | STATEMENT 1 |
| | 4 | Dividends and interest from securities | 694,669. | 694,669. | | STATEMENT 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 1,191,142. | | | |
| | b | Gross sales price for all assets on line 6a | 9,892,456. | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 1,191,142. | | |
| | 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 | | | | | |
| 12 | Total. Add lines 1 through 11 | 1,885,940. | 1,885,940. | | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 3,000. | 600. | | 2,400. |
| | 14 | Other employee salaries and wages | 47,677. | 9,535. | | 38,142. |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees | | | | |
| | b | Accounting fees | 1,250. | 250. | | 1,000. |
| | c | Other professional fees | 106,189. | 106,189. | | 0. |
| | 17 | Interest | | | | |
| | 18 | Taxes | 11,379. | 758. | | 2,867. |
| | 19 | Depreciation and depletion | 554. | 554. | | |
| | 20 | Occupancy | 16,026. | 3,205. | | 12,821. |
| | 21 | Travel, conferences, and meetings | 5,336. | 1,144. | | 4,192. |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses | 14,241. | 3,301. | | 10,940. |
| | 24 | Total operating and administrative expenses. Add lines 13 through 23 | 205,652. | 125,536. | | 72,362. |
| | 25 | Contributions, gifts, grants paid | 1,536,500. | | | 1,536,500. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 1,742,152. | 125,536. | | 1,608,862. | |
| 27 | Subtract line 26 from line 12: | | | | | |
| a | Excess of revenue over expenses and disbursements | 143,788. | | | | |
| b | Net investment income (if negative, enter -0-) | | 1,760,404. | | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | | |

P14-17 9

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 | 22,401. | 35,037. | 35,037. |
| | 2 Savings and temporary cash investments | 58,742. | 51,859. | 51,859. |
| | 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 | | | |
| | b Investments - corporate stock STMT 7 | 29,059,462. | 29,197,787. | 30,620,551. |
| | c Investments - corporate bonds | | | |
| Liabilities | 11 Investments - land, buildings, and equipment, basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | | | |
| | 14 Land, buildings, and equipment: basis ▶ 38,438. | | | |
| | Less: accumulated depreciation ▶ 37,501. | 1,227. | 937. | 937. |
| | 15 Other assets (describe ▶ STATEMENT 8) | 0. | 0. | 0. |
| | 16 Total assets (to be completed by all filers) | 29,141,832. | 29,285,620. | 30,708,384. |
| | 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 | | | | |
| 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 ▶ <input type="checkbox"/> | | | |
| | 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 ▶ <input checked="" type="checkbox"/> | | | |
| | 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 | 29,141,832. | 29,285,620. | | |
| 30 Total net assets or fund balances | 29,141,832. | 29,285,620. | | |
| 31 Total liabilities and net assets/fund balances | 29,141,832. | 29,285,620. | | |

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 | 29,141,832. |
| 2 Enter amount from Part I, line 27a | 2 | 143,788. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 29,285,620. |
| 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 | 29,285,620. |

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 STATEMENT | | | |
| 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 9,892,456. | | 8,701,314. | 1,191,142. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 1,191,142. |

| | | |
|---|---|------------|
| 2 Capital gain net income or (net capital loss) | 2 | 1,191,142. |
| 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 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 | 1,602,643. | 30,326,562. | .052846 |
| 2010 | 1,497,682. | 29,516,844. | .050740 |
| 2009 | 1,652,222. | 25,757,020. | .064146 |
| 2008 | 1,846,409. | 32,758,966. | .056363 |
| 2007 | 1,664,617. | 38,514,282. | .043221 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .267316 |
| 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 | .053463 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 29,641,382. |
| 5 Multiply line 4 by line 3 | 5 | 1,584,717. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 17,604. |
| 7 Add lines 5 and 6 | 7 | 1,602,321. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,608,862. |

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

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

| | | | |
|--|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 17,604. |
| 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 | 17,604. |
| 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 | 17,604. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 7,000. | |
| 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 | 7,000. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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 | 10,604. | |
| 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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 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? | | 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 |
| 1c 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? | | |
| 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 2012 or the taxable year beginning in 2012 (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 |

N/A

SEE STATEMENT 9

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u> | 13 | X | |
| 14 | The books are in care of ► <u>SHIRLEY W. ROE</u> Telephone no. ► <u>(864) 242-5007</u> Located at ► <u>301 N. MAIN ST., STE. 1735, GREENVILLE, SC</u> ZIP+4 ► <u>29601</u> | | | |
| 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 <u>N/A</u> | | | |
| 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
| | | | | X |

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

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

| | | Yes | No |
|---|---|-----|----|
| 1a During the year did the foundation (either directly or indirectly): | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here | ► <input type="checkbox"/> | 1b | X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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.) | N/A | 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 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) | N/A | 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 2012? | | 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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 10 | | 3,000. | 0. | 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

Form 990-PF (2012)

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 | 30,029,041. |
| b | Average of monthly cash balances | 1b | 63,733. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 30,092,774. |
| 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 | 30,092,774. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 451,392. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 29,641,382. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,482,069. |

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 | 1,482,069. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 17,604. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 17,604. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,464,465. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,464,465. |
| 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 | 1,464,465. |

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 | 1,608,862. |
| 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 | 1,608,862. |
| 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 | 17,604. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,591,258. |

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 | | | | 1,464,465. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 1,013,478. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,608,862. | | | | |
| a Applied to 2011, but not more than line 2a | | | 1,013,478. | |
| 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 | | | | 595,384. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 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: | 0. | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 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 instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 869,081. |
| 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 2007 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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 <i>S. Riley W. Roe</i> | | Date <i>5/8/13</i> | | Title <i>Chairman of Board</i> | | | |
| Paid Preparer Use Only | Print/Type preparer's name O CARROLL MARSH | | Preparer's signature <i>O. Carroll Marsh</i> | | Date <i>5/6/13</i> | | Check <input type="checkbox"/> if self-employed | PTIN P00394716 |
| | Firm's name ▶ ▶ DIXON HUGHES GOODMAN LLP | | | | | | Firm's EIN ▶ 56-0747981 | |
| | Firm's address ▶ POST OFFICE BOX 25849 GREENVILLE, SC 29616 | | | | | | Phone no. 864-288-5544 | |

Form **990-PF** (2012)

The Roe Foundation
EIN 23-7011541
December 31, 2012
Form 990PF, Part XV - Grants and Contributions Paid During Year

| Name | Amount | Purpose |
|--|------------|---------------------------|
| Acton Institute | 2,500 00 | General operating expense |
| Advance Arkansas Institute | 10,000.00 | General operating expense |
| Alabama Policy Institute | 20,000.00 | General operating expense |
| American Heart Association | 1,000 00 | General operating expense |
| American Legislative Exchange Council | 1,000 00 | General operating expense |
| America's Future Foundation | 5,000.00 | General operating expense |
| Artisphere | 2,500.00 | General operating expense |
| Association of Small Foundations | 1,500.00 | General operating expense |
| Atlas Economic Research Foundation | 10,000.00 | General operating expense |
| Beacon Center of Tennessee | 20,000 00 | General operating expense |
| Bluegrass Institute | 15,000.00 | General operating expense |
| Buckeye Institute | 15,000.00 | General operating expense |
| Carolina Ballet Theatre | 5,000 00 | General operating expense |
| Cascade Policy Institute | 20,000.00 | General operating expense |
| Center of the American Experiment | 10,000 00 | General operating expense |
| Charity Ball of Greenville | 10,000.00 | General operating expense |
| Claremont Institute-Golden State Center | 1,000 00 | General operating expense |
| Common Sense Institute of New Jersey | 15,000 00 | General operating expense |
| Commonwealth Foundation | 25,000 00 | General operating expense |
| Diligent Hands and Gracious Hearts | 2,500 00 | General operating expense |
| Empire Center for State Policy | 15,000 00 | General operating expense |
| Federalist Society | 5,000.00 | General operating expense |
| Fidelity Charitable Gift Fund | 26,500 00 | General operating expense |
| Foundation for Economic Education | 2,500 00 | General operating expense |
| Freedom Foundation | 25,000 00 | General operating expense |
| Freedom Foundation of Minnesota | 20,000 00 | General operating expense |
| Fund for American Studies | 2,500 00 | General operating expense |
| Georgia Public Policy Foundation | 15,000 00 | General operating expense |
| Goldwater Institute | 25,000 00 | General operating expense |
| Grassroot Institute of Hawaii | 15,000.00 | General operating expense |
| Greenville Chorale | 1,000 00 | General operating expense |
| Greenville Symphony Association | 25,000 00 | General operating expense |
| Heritage Foundation | 125,000 00 | General operating expense |
| Idaho Freedom Foundation | 15,000.00 | General operating expense |
| Illinois Policy Institute | 25,000 00 | General operating expense |
| Independence Institute | 25,000.00 | General operating expense |
| Indiana Policy Review Foundation | 20,000 00 | General operating expense |
| Institute for Humane Studies | 15,000 00 | General operating expense |
| Institute for Justice | 10,000 00 | General operating expense |
| Intercollegiate Studies Institute | 25,000 00 | General operating expense |
| James Madison Institute | 25,000.00 | General operating expense |
| John Locke Foundation | 20,000 00 | General operating expense |
| Josiah Bartlett Center for Public Policy | 15,000 00 | General operating expense |
| Kansas Policy Research Institute | 15,000 00 | General operating expense |
| Loaves and Fishes | 5,000 00 | General operating expense |
| Mackinac Center for Public Policy | 25,000.00 | General operating expense |
| Maine Heritage Policy Center | 20,000.00 | General operating expense |
| Maryland Public Policy Institute | 20,000 00 | General operating expense |
| Meyer Center for Special Children | 2,500 00 | General operating expense |
| Miracle Hill Ministries | 30,000 00 | General operating expense |

The Roe Foundation
EIN 23-7011541
December 31, 2012
Form 990PF, Part XV - Grants and Contributions Paid During Year

| | | |
|---|---------------------|---------------------------|
| Mississippi Center for Public Policy | 25,000.00 | General operating expense |
| Mont Pelerin Society | 10,000.00 | General operating expense |
| Montana Policy Institute | 15,000.00 | General operating expense |
| Nevada Policy Research Institute | 20,000 00 | General operating expense |
| North Dakota Policy Council | 10,000 00 | General operating expense |
| Oklahoma Council of Public Affairs | 25,000.00 | General operating expense |
| Pacific Research Institute | 20,000 00 | General operating expense |
| Peace Center for the Performing Arts | 2,500 00 | General operating expense |
| Pelican Institute for Public Policy | 15,000 00 | General operating expense |
| Philadelphia Society | 10,000 00 | General operating expense |
| Philanthropy Roundtable | 2,500 00 | General operating expense |
| Piedmont Women's Center | 5,000.00 | General operating expense |
| Pioneer Institute for Public Policy Found | 20,000.00 | General operating expense |
| Platte Institute for Economic Research | 15,000.00 | General operating expense |
| Public Policy Foundation of West Virginia | 15,000 00 | General operating expense |
| Reason Foundation | 5,000.00 | General operating expense |
| Rhode Island Center | 15,000.00 | General operating expense |
| Rio Grande Foundation | 15,000.00 | General operating expense |
| Show-Me Institute | 5,000 00 | General operating expense |
| South Carolina Children's Theatre | 2,500.00 | General operating expense |
| South Carolina Policy Council | 225,000 00 | General operating expense |
| State Policy Network | 2,000 00 | General operating expense |
| State Policy Network | 100,000 00 | General operating expense |
| Steamboat Institute | 2,500.00 | General operating expense |
| StudentNewsDaily com | 2,500.00 | General operating expense |
| Sutherland Institue | 25,000.00 | General operating expense |
| Talent Market | 10,000.00 | General operating expense |
| Texas Public Policy Foundation | 25,000 00 | General operating expense |
| The Museum Association, Inc. | 2,500.00 | General operating expense |
| Thomas Jefferson Institute | 15,000 00 | General operating expense |
| Virginia Institute for Public Policy | 15,000 00 | General operating expense |
| Washington Policy Center | 25,000 00 | General operating expense |
| Wyoming Liberty Group | 5,000.00 | General operating expense |
| Yankee Institute | 20,000 00 | General operating expense |
| Young America's Foundation | 2,500.00 | General operating expense |
| Total | 1,536,500.00 | |
| | | |

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 | BLACKROCK | P | VARIOUS | VARIOUS |
| b | IR&M | P | VARIOUS | VARIOUS |
| c | PIMCO | P | VARIOUS | VARIOUS |
| d | PIMCO | P | VARIOUS | VARIOUS |
| e | PRIMECAP | P | VARIOUS | VARIOUS |
| f | RICE, HALL, JAMES | P | VARIOUS | VARIOUS |
| g | WEDGE | P | VARIOUS | VARIOUS |
| h | WESTWOOD | P | VARIOUS | VARIOUS |
| i | SCB&T | P | VARIOUS | VARIOUS |
| j | CAPITAL GAINS DIVIDENDS | | | |
| 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 1,557,226. | | 1,566,089. | <8,863.> |
| b 5,469,742. | | 4,696,232. | 773,510. |
| c 605,000. | | 595,125. | 9,875. |
| d 100,000. | | 94,764. | 5,236. |
| e 60,000. | | 46,404. | 13,596. |
| f 1,023,772. | | 1,060,083. | <36,311.> |
| g 697,079. | | 567,675. | 129,404. |
| h 100,000. | | 74,942. | 25,058. |
| i 797. | | | 797. |
| j 278,840. | | | 278,840. |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | <8,863.> |
| b | | | 773,510. |
| c | | | 9,875. |
| d | | | 5,236. |
| e | | | 13,596. |
| f | | | <36,311.> |
| g | | | 129,404. |
| h | | | 25,058. |
| i | | | 797. |
| j | | | 278,840. |
| 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 | 1,191,142. |
| 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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| VARIOUS | 129. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 129. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| VARIOUS | 973,509. | 278,840. | 694,669. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 973,509. | 278,840. | 694,669. |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 1,250. | 250. | | 1,000. |
| TO FORM 990-PF, PG 1, LN 16B | 1,250. | 250. | | 1,000. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGERS | 58,800. | 58,800. | | 0. |
| INVESTMENT COUNSELORS | 31,783. | 31,783. | | 0. |
| FIDUCIARY FEES | 15,606. | 15,606. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 106,189. | 106,189. | | 0. |

| FORM 990-PF | TAXES | | | STATEMENT | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| PAYROLL TAXES | 3,584. | 717. | | 2,867. | |
| FOREIGN TAXES | 41. | 41. | | 0. | |
| FEDERAL EXCISE TAXES | 7,754. | 0. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 11,379. | 758. | | 2,867. | |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| INSURANCE | 2,487. | 497. | | 1,990. | |
| OFFICE EXPENSE | 6,123. | 1,225. | | 4,898. | |
| POSTAGE | 1,255. | 251. | | 1,004. | |
| TELEPHONE | 3,810. | 762. | | 3,048. | |
| SUBSCRIPTIONS | 566. | 566. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 14,241. | 3,301. | | 10,940. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 7 |
|---|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| PIMCO | 7,316,930. | 7,615,639. | | |
| FIRST UNION - WEDGE | 1,896,556. | 2,651,531. | | |
| RICE, HALL JAMES | 1,078,168. | 1,368,074. | | |
| DODGE & COX | 2,037,512. | 1,805,477. | | |
| WESTWOOD | 1,238,183. | 1,575,227. | | |
| MANNING & NAPIER | 1,629,534. | 1,755,458. | | |
| PRIMECAP | 1,194,846. | 1,603,501. | | |
| CREDIT SUISSE COMMODITY | 914,202. | 775,085. | | |
| HUSSMAN STRATEGIC GROWTH | 1,589,669. | 1,383,773. | | |
| IRM | 4,640,813. | 4,643,991. | | |
| PRUDENTIAL JENNISON NATURAL | 880,000. | 713,532. | | |
| TEMPLETON | 3,223,482. | 3,138,225. | | |
| MAINSTAY | 1,557,892. | 1,591,038. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 29,197,787. | 30,620,551. | | |

| FORM 990-PF | OTHER ASSETS | | STATEMENT | 8 |
|----------------------------------|-------------------------------|---------------------------|----------------------|---|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE | |
| LEASEHOLD IMPROVEMENTS | 18,292. | 18,292. | 18,292. | |
| LESS ACCUMULATED AMORTIZATION | <18,292.> | <18,292.> | <18,292.> | |
| TO FORM 990-PF, PART II, LINE 15 | 0. | 0. | 0. | |

| FORM 990-PF | EXPLANATION CONCERNING PART VII-A, LINE 8B | STATEMENT | 9 |
|-------------|--|-----------|---|
|-------------|--|-----------|---|

EXPLANATION

IN PRIOR YEARS, THE SC ATTORNEY GENERAL'S OFFICE REQUESTED A COPY OF THE FEDERAL 990-PF. AT THIS POINT IN TIME, THE ATTORNEY GENERAL'S OFFICE NO LONGER REQUESTS THE ANNUAL FILING. HOWEVER, THE ATTORNEY GENERAL'S OFFICE MAINTAINS THE RIGHT TO REQUEST THE 990-PF SHOULD NEED ARISE. THE ROE FOUNDATION WILL COMPLY WITH ANY SUCH REQUESTS AS APPLICABLE.

FORM 990-PF

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

STATEMENT 10

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|--------------------------|-------------------|------------------------------|--------------------|
| SHIRLEY W. ROE 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601 | CHAIRMAN 10.00 | 500. | 0. | 0. |
| EDWIN J. FEULNER, JR. 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601 | VICE CHAIRMAN 0.50 | 500. | 0. | 0. |
| CARL O. HELSTROM, III 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601 | DIRECTOR 0.50 | 500. | 0. | 0. |
| TRACIE SHARP 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601 | DIRECTOR 0.50 | 500. | 0. | 0. |
| THOMAS L. WILLCOX 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601 | DIRECTOR 0.50 | 500. | 0. | 0. |
| BYRON S. LAMM 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601 | DIRECTOR 0.50 | 500. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 3,000. | 0. | 0. |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. SHIRLEY W. ROE
301 N. MAIN ST., SUITE 1735
GREENVILLE, SC 29601

TELEPHONE NUMBER

(864)242-5007

FORM AND CONTENT OF APPLICATIONS

LIST OF DIRECTORS, LATEST AUDITED FINANCIAL STATEMENTS, DESCRIPTION OF
ORGANIZATION

ANY SUBMISSION DEADLINES

OCTOBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

PUBLIC POLICY ORGANIZATION SUPPORTIVE OF A FREE MARKET AND INSTITUTIONS IN
GREENVILLE