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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 <b>The Springs Close Foundation, Inc.</b>		A Employer identification number <b>57-0426344</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. Drawer 460</b>	Room/suite	B Telephone number <b>(803) 286-2192</b>
City or town, state, and ZIP code <b>Lancaster, SC 29721</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 41,344,751.</b>	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		17,100.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		45,942.	45,942.		Statement 1
4 Dividends and interest from securities		203,906.	203,906.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,300,419.			
b Gross sales price for all assets on line 6a		12,823,706.			
7 Capital gain net income (from Part IV, line 2)			5,300,419.		
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		53,403.	52,176.		Statement 3
12 Total. Add lines 1 through 11		5,620,770.	5,602,443.		
13 Compensation of officers, directors, trustees, etc.		87,285.	8,729.		78,557.
14 Other employee salaries and wages		36,147.	0.		36,147.
15 Pension plans, employee benefits		31,636.	2,237.		29,399.
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 4		89,975.	53,975.		36,000.
17 Interest					
18 Taxes Stmt 5		106,493.	806.		105,687.
19 Depreciation and depletion		8,005.	400.		
20 Occupancy		17,916.	896.		17,020.
21 Travel, conferences, and meetings		4,829.	0.		4,829.
22 Printing and publications					
23 Other expenses Stmt 6		70,737.	2,572.		68,166.
24 Total operating and administrative expenses. Add lines 13 through 23		453,023.	69,615.		375,805.
25 Contributions, gifts, grants paid		1,174,829.			1,115,166.
26 Total expenses and disbursements. Add lines 24 and 25		1,627,852.	69,615.		1,490,971.
27 Subtract line 26 from line 12		3,992,918.			
a Excess of revenue over expenses and disbursements			5,532,828.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

**Part II Balance Sheets**

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

## Beginning of year

## End of year

## (a) Book Value

## (b) Book Value

## (c) Fair Market Value

Assets	1	Cash - non-interest-bearing	279,149.	1,957,482.	1,957,482.
	2	Savings and temporary cash investments	32,453.	39,529.	39,529.
	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 ▶ 2,686,221.			
		Less: allowance for doubtful accounts ▶ 31,085.	2,600,986.	2,655,136.	2,655,136.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	31,748,631.	24,843,326.	24,843,326.
	14	Land, buildings, and equipment basis ▶ 202,434.			
		Less: accumulated depreciation ▶ 146,430.	35,224.	56,004.	56,004.
	15	Other assets (describe ▶ Statement 8)	5,664,714.	11,793,274.	11,793,274.
	16	<b>Total assets (to be completed by all filers)</b>	40,361,157.	41,344,751.	41,344,751.
	17	Accounts payable and accrued expenses	14,915.	90,386.	
	18	Grants payable	406,744.	520,557.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities (add lines 17 through 22)</b>	421,659.	610,943.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	39,939,498.	40,733,808.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b>	39,939,498.	40,733,808.		
31	<b>Total liabilities and net assets/fund balances</b>	40,361,157.	41,344,751.		

**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	39,939,498.
2	Enter amount from Part I, line 27a	2	3,992,918.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	43,932,416.
5	Decreases not included in line 2 (itemize) ▶ Effect of SFAS 124	5	3,198,608.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>40,733,808.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 12,823,706.		7,523,287.	5,300,419.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			5,300,419.

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	5,300,419.
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	2,393,489.	37,930,627.	.063102
2010	1,147,933.	36,691,133.	.031286
2009	2,921,510.	34,602,054.	.084432
2008	2,927,347.	41,039,494.	.071330
2007	2,816,497.	42,039,844.	.066996

2 Total of line 1, column (d)	2	.317146
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	.063429
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	40,233,851.
5 Multiply line 4 by line 3	5	2,551,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,328.
7 Add lines 5 and 6	7	2,607,321.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,490,971.

**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)		1	110,657.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	110,657.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	110,657.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 17,171.	7	147,171.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 130,000.	9	
d Backup withholding erroneously withheld	6d	10	36,514.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	36,514. Refunded		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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 \$ 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.		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) SC, DE		
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

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**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 <b>www.springsfnd.org</b>	13	X	
14	The books are in care of <b>Angela H. McCrae</b> Telephone no <b>(803) 286-2193</b> Located at <b>104 E Springs Street, Lancaster, SC</b> ZIP+4 <b>29720</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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 type="checkbox"/> Yes <input checked="" 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		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?		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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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**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)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

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

N/A

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

**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 9		105,485.	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 No direct charitable activities - See Schedule 2 for details of Foundation's charitable grant activity.	0.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
3 All other program-related investments See instructions	

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	27,838,432.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,158,792.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	11,849,325.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	40,846,549.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	40,846,549.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	612,698.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	40,233,851.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	2,011,693.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,011,693.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	110,657.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	110,657.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,901,036.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,901,036.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,901,036.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,490,971.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,490,971.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,490,971.

**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.

Form 990-PF (2012)

**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				1,901,036.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	751,569.			
b From 2008	1,010,861.			
c From 2009	1,204,531.			
d From 2010				
e From 2011	509,467.			
f Total of lines 3a through e	3,476,428.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,490,971.				
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				1,490,971.
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))	410,065.			410,065.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,066,363.			
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				0.
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	341,504.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,724,859.			
10 Analysis of line 9				
a Excess from 2008	1,010,861.			
b Excess from 2009	1,204,531.			
c Excess from 2010				
d Excess from 2011	509,467.			
e Excess from 2012				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

Anne S. Close

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

None

**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 or e-mail of the person to whom applications should be addressed

Schedule 3

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

Schedule 3

c Any submission deadlines

Schedule 3

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

Schedule 3

**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
<b>a Paid during the year</b>				
Schedule 2				1,115,166.
<b>Total</b>			<b>3a</b>	1,115,166.
<b>b Approved for future payment</b>				
Schedule 2				995,557.
<b>Total</b>			<b>3b</b>	995,557.



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




- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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
Leroy Springs & Company	501 (c)(3)	See Statement 10

**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.

Signature of officer or trustee      Date      Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Janice S. Culp	<i>Janice S. Culp</i>	11/6/13		P01078676
	Firm's name ▶ THE SPRINGS COMPANY				Firm's EIN ▶ 57-0145000
	Firm's address ▶ PO DRAWER 460 LANCASTER, SC 29721			Phone no 803-286-2192	

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

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

OMB No 1545-0047

**2012**

Name of the organization

The Springs Close Foundation, Inc.

Employer identification number

57-0426344

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

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

**Special Rules**☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The Springs Close Foundation, Inc.

57-0426344

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Anne S. Close PO Drawer 460 Lancaster, SC 29721	\$ 17,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

The Springs Close Foundation, Inc.

57-0426344

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

The Springs Close Foundation, Inc.

57-0426344

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

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

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

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

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

## The Springs Close Foundation, Inc.

**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	Convexity Capital Offshore, LP	P	02/16/06	03/31/12
b	Longleaf Partners Account #133	P	Various	Various
c	Longleaf Partners Account #133	P	Various	Various
d	Longleaf Small-Cap Account #134	P	Various	Various
e	Longleaf Small-Cap Account #134	P	Various	Various
f	Eton Park Overseas Fund Ltd.	P	05/30/06	06/30/12
g	Eton Park Overseas Fund Ltd.	P	05/30/06	09/29/12
h	Farallon Capital Institutional Partners, LP	P	Various	Various
i	Farallon Capital Institutional Partners, LP	P	Various	Various
j	Farallon Capital Institutional Partners, LP	P	Various	Various
k	Farallon Capital Institutional Partners, LP	P	Various	Various
l	Newport Asia Institutional Fund, LP	P	Various	Various
m	Newport Asia Institutional Fund, LP	P	Various	Various
n	Regiment Capital Advisors, LP	P	Various	Various
o	PIMCO Low Duration Fund	P	Various	Various

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,528,023.	0.	3,341,012.	4,187,011.
b	28,305.	0.		28,305.
c	365,646.	0.		365,646.
d	3,272.	0.		3,272.
e	42,610.	0.		42,610.
f	442,589.	0.	297,557.	145,032.
g	2,338.	0.	1,572.	766.
h	84,962.	0.		84,962.
i	37,003.	0.		37,003.
j			15,770.	-15,770.
k			23,656.	-23,656.
l	33,070.	0.		33,070.
m			1,554.	-1,554.
n			316.	-316.
o	3,387,937.	0.	3,262,406.	125,531.

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			4,187,011.
b			28,305.
c			365,646.
d			3,272.
e			42,610.
f			145,032.
g			766.
h			84,962.
i			37,003.
j			-15,770.
k			-23,656.
l			33,070.
m			-1,554.
n			-316.
o			125,531.

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

2

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

3

## The Springs Close Foundation, Inc.

**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	PIMCO Low Duration Fund	P	Various	Various
b	PIMCO Low Duration Fund	P	Various	Various
c	GMO Quality Fund III	P	Various	Various
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	642,750.	0.	579,444.	63,306.
b	12,478.	0.		12,478.
c	212,723.	0.		212,723.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			63,306.
b			12,478.
c			212,723.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	5,300,419.
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

THE SPRINGS CLOSE FOUNDATION, INC  
Schedule of Appropriations Authorized but Unexpended  
December 31, 2012

	Balance 12/31/2011	Appropriations/ (Cancellations)	Payments	Balance 12/31/2012
<b><u>PUBLIC EDUCATION AND EARLY CHILDHOOD DEVELOPMENT</u></b>				
Lancaster County School District				
Lancaster County School District - GEAR-UP 2008-2013 5 year grant	150,000		50,000	100,000
Palmer Freeman Scholarship - 2012/2013 School Year	4,000			4,000
USC Lancaster - Classroom Building - 5 year grant	0	100,000	100,000	0
Total Public Education and Early Childhood Development	154,000	100,000	150,000	104,000
<b><u>COMMUNITY SERVICE AND HEALTH</u></b>				
Community Housing, Inc - loan payback/grant	0	37,913	37,913	0
Foundation for the Carolinas - Legacy Hall Honorariums (10 year grant)	66,000		7,333	58,667
National Center for Family Philanthropy Membership for 2012	0	5,000	5,000	0
SCANPO - Scholarships, Memberships	0	2,000	2,000	0
SCANPO - Scholarships, Memberships 2013	0	2,500	2,500	0
SC Grantmakers Network - 2013 membership dues	0	325	325	0
Fabric of the Community - 5 year grant	0	150,000	0	150,000
Total Community Service and Health	66,000	197,738	55,071	208,667
<b><u>EMERGENCY NEED-BASED GRANTS</u></b>				
A Place for Hope - Blackmon Road Wash House - operating expense	0	16,000	16,000	0
Adult Enrichment Centers - Fort Mill High Five Club	0	800	800	0
Battered But Not Broken - Operations material	0	1,725	1,725	0
Battered But Not Broken - Operations material	0	2,500	2,500	0
Camp Thunderbird EEC Program	0	15,000	15,000	0
Carolina Community Actions - Avery Lake Head Start occupancy cost	0	5,000	5,000	0
Chester County School District - SnackSack Project for 200 Children	0	2,500	2,500	0
Chester County School District - SnackSack Project	0	28,500	28,500	0
Chester County Chamber of Commerce - Thanksgiving Project 400 Meals	0	2,400	2,400	0
Chester County Ministerial Assoc - Garden Project	0	6,000	6,000	0
Chester County Ministerial Assoc - Food Pantry	0	2,500	2,500	0
Chester County Ministerial Assoc - Food Pantry	0	2,500	2,500	0
Chester County Ministerial Assoc - Food Pantry	0	7,500	7,500	0
Chester Second Baptist Church - Utility Assistance	0	2,500	2,500	0
Purity Presbyterian Church - Chester Ministerial	0	2,500	2,500	0
Childrens Attention Home - Under the Rainbow Luncheon	0	2,000	2,000	0
Childrens Attention Home - Shelter Services	0	35,000	35,000	0
Christ Central Ministries - Food and Utilities Assistance	0	2,500	2,500	0
Christians to Feed the Hungry - Emergency Needs for Homeless	0	2,500	2,500	0
Christians to Feed the Hungry - 4th Q Expenses for Food and Gas	0	2,500	2,500	0
Christians to Feed the Hungry - 2013 Operations	0	15,000	0	15,000
Christians to Feed the Hungry - 200 Fans for Needy in York County	0	2,500	2,500	0
Christian Services - Back to School Shoes	0	2,500	2,500	0
Christian Services - Emergency Freezer Repairs	0	2,500	2,500	0
Christian Services of Lancaster Food Pantry	0	35,000	35,000	0
Deliverance Word of Faith Church - Lifetime Project - Utilities, Food, Housing	0	2,500	2,500	0
Deliverance Word of Faith Church - Lifetime Project - Utilities, Food, Housing	0	2,500	2,500	0
Deliverance Word of Faith Church - Lifetime Project - Utilities Food, Housing	0	2,500	2,500	0
Early Learning Partnership of YC Dolly Parton Library in Memory of Anne Suite	0	1,500	1,500	0
Early Learning Partnership of YC Dolly Parton Library in Memory of Anne Suite	0	26,150	26,150	0
Family Connection of SC - Project Breath Easy 7/2012-6/2013	0	2,500	2,500	0
Family Promise of Lancaster County - Traditional Housing Program	19,744	0	6,634	13,090
Family Promise of York County - Direct Client Services & Operations	0	25,000	25,000	0
Family Promise of York County - Camp Scholarships	0	1,250	1,250	0
Flint Hill Baptist Church - One Harvest Food Ministry	0	2,500	2,500	0
Flint Hill Baptist Church - One Harvest Food Ministry 4th Q	0	2,500	2,500	0
Florence Crittenton Services - Maternity Program in York Chester & Lancaster	0	20,000	20,000	0
Fort Lawn Community Center - Senior Meals Program	0	10,250	10,250	0
Fort Mill School District - Lunch & Learn Summer Program	0	15,360	15,360	0
Glenrock Baptist Church - Van Ministry	0	1,500	1,500	0
Great Falls Referral & Assistance - GRASP Emergency	0	2,500	2,500	0
Great Falls Referral & Assistance - GRASP Emergency	0	2,500	2,500	0
Greater New Hope Christian Association - Soup Kitchen Food Supplies	0	29,000	29,000	0
Girls on the Run of the Tri County	0	650	650	0
Good Folks of York County - Luncheon for Boys & Girls Club	0	2,500	2,500	0
HOPE in Lancaster - Food Pantry	15,000	0	15,000	0
Housing Authority of Lancaster Map to Success - After School Snacks	0	2,500	2,500	0
Kendall 2nd Baptist Church - 4th Q Community Project	0	2,500	2,500	0
KARE Hunger Relief	0	25,000	0	25,000
Lancaster County Council on Aging - Ice Maker	0	2,000	2,000	0
Lancaster County First Steps - Countdown to Kindergarten	0	22,800		22,800
Lancaster County First Steps - Backpacks for 25 Children at Clinton Elementary	0	1,250	1,250	0
Lancaster County First Steps - Backpack Program 2012/2013	0	34,000	34,000	0
Lynwood United Methodist Church - The Bridge Program	0	2,500	2,500	0
Lynwood United Methodist Church - The Bridge Program	0	2,500	2,500	0
Palmetto Citizens Against Sexual Assault	0	25,000	25,000	0
Palmetto Council BSA 2012 Golden Eagle Dinner 10 Scholarships FM Area	0	1,750	1,750	0
Palmetto Volunteers in Medicine - Direct Client Services Trans, Prescription Meds	0	2,500	2,500	0
Palmetto Volunteers in Medicine - Long Range Planning & Board Development	0	1,265	1,265	0
Palmetto Volunteers in Medicine - 2 Nurse Practitioners	0	30,000	30,000	0

THE SPRINGS CLOSE FOUNDATION, INC  
Schedule of Appropriations Authorized but Unexpended  
December 31, 2012

	Balance 12/31/2011	Appropriations/ (Cancellations)	Payments	Balance 12/31/2012
Philadelphia UMC Mission Fund Home Project	0	2,500	2,500	0
Pilgrim's Inn Operating Expense for Dorothy Bueg Shelter	0	20,000	20,000	0
Riverview Presbyterian Church - Serving Meals Ministry & Pastor Fund	0	2,500	2,500	0
Second Harvest Food Bank - LCSD & FMSD - Backpack Program	0	60,125	60,125	0
Second Harvest Food Bank - Hunger Challenge Match	0	10,000	10,000	0
Senior Services of Chester County - Make a Difference Day	0	2,500	2,500	0
Steele Hill Community Partners - Hikee Summer Meals Program	0	7,000	7,000	0
St. Mary Catholic Church - Social Concerns Outreach Committee	0	2,500	2,500	0
St. Luke - Salem UMC's Backpack Buddies Program	0	2,500	2,500	0
The Bridge Ministry of Lynwood UMC Hot Meal Program	0	12,750	12,750	0
The Community Café - Mileage Compensation	0	733	733	0
The Community Café - Jan - March 2012	0	2,500	2,500	0
The Community Café - Mileage Compensation	0	733	733	0
The Community Café - Food & Supplies for FM Café	0	2,500	2,500	0
The Good Samaritan Medical Clinic - New File Units	0	2,500	2,500	0
The Good Samaritan Medical Clinic - Clinic's Ceiling Replacement	0	2,500	2,500	0
The Good Samaritan Medical Clinic - 2013 Operations	0	24,750	24,750	0
The Haven Men's Shelter	0	23,000	23,000	0
The Lancaster Fatherhood Project Medical & Basic Need	0	14,500	14,500	0
The Palmetto School at the Children's Attention Home Circle of Caring Fundraiser	0	2,500	2,500	0
The Salvation Army - Rock Hill - Emergency Single Point of Entry Program	25,000	(25,000)	0	0
The Turning Point of Chester - Food Pantry	0	9,000	9,000	0
The Turning Point of Chester - Food Pantry	0	2,500	2,500	0
United Way Fund - Implementing 2-1-1	0	10,000	10,000	0
United Way Fund - Chester Area	20,000	0	20,000	0
United Way Fund - Chester Area 2013	0	20,000	0	20,000
United Way Fund - Fort Mill/Tega Cay	20,000	0	20,000	0
United Way Fund - Fort Mill/Tega Cay 2013	0	20,000	0	20,000
United Way Fund - Lancaster County	20,000	0	20,000	0
United Way Fund - Lancaster County 2013	0	20,000	0	20,000
Victory Sports Outreach - Scholarship Assistance	0	1,650	1,650	0
Victory Worship Center - Homecoming Christmas	0	2,000	2,000	0
York Place Swimming Pool Repairs	0	25,000	25,000	25,000
York County First Steps Teenage Parent Childcare Voucher	0	25,000	25,000	0
York County Adult Day Care Center - 2 Club Expansion & Relocate High 5 Club	0	14,700	14,700	0
Community Advisory Committee Discretionary Fund - 2012	45,000	(45,000)	0	0
Community Advisory Committee Discretionary Fund - 2013	0	45,000	0	45,000
Chester				
Chester County Ministerial Association - Food Pantry	0	3,750	3,750	0
Christ Central Ministries - Food Pantry	0	3,750	3,750	0
Good Samaritan Medical Clinic - Medications & Lab Services	0	3,750	3,750	0
The Turning Point of Chester - Assistance for Food Pantry	0	3,750	3,750	0
Fort Mill				
Fort Mill School District - Summer Lunch & Learn Program	0	15,000	15,000	0
Lancaster				
Hope on the Hill - Winter Coat Drive, Utilities & Repairs to Alarm System	0	2,000	2,000	0
KARE Youth Serve 2013	0	2,000	2,000	0
Lancaster Bruins Booster Club - Operation Blue & Gold Santa 2012 Project	0	3,000	3,000	0
Lancaster Co. School Dist. - Summer Lunch & Learn Program	5,000	2,500	2,500	2,500
Lancaster Co. School District - Food in a Backpack Program	0	4,500	4,500	0
Mt. Calvary Outreach Center - Overpayment per Angie	0	0	500	(500)
Mt. Calvary Outreach Center - Summer Program 2013	0	3,500	3,500	0
Total Emergency Need-Based Grants	169,744	877,091	838,943	207,892
<b>ANNE SPRINGS CLOSE DONOR ADVISED FUND</b>				
Anne Springs Close Greenway - Other Charitable Contributions	17,000	0	17,000	0
Total Anne Springs Close Donor Advised Fund	17,000	0	17,000	0
<b>Total unconditional appropriations</b>	<b>406,744</b>	<b>1,174,829</b>	<b>1,061,016</b>	<b>520,557</b>
<b>CONDITIONAL APPROPRIATIONS</b>				
<b>EMERGENCY NEED-BASED GRANTS:</b>				
KARE - Capital Campaign for new building	75,000	0	0	75,000
Total Emergency Need-Based Grants	75,000	0	0	75,000
<b>PUBLIC EDUCATION AND EARLY CHILDHOOD DEVELOPMENT</b>				
USC Lancaster - Classroom Building - 5 year grant	500,000	(100,000)	0	400,000
Total conditional appropriations	500,000	(100,000)	0	400,000
<b>Total unconditional and conditional appropriations</b>	<b>981,744</b>	<b>1,074,829</b>	<b>1,061,016</b>	<b>995,557</b>
Net Student Loans Made			54,150	
Total Authorizations Paid			<u>1,115,166</u>	

Form 990PF - Part XV, Item 2

Supplementary Information - Statement Required by Item 2

Student Loans

The Leroy Springs Student Loan Program sponsored by the Foundation provides loans to students to attend a four-year accredited college or university in South Carolina or York Technical College. The loans are interest-free.

Each applicant must complete an application form and submit it to The Springs Close Foundation, Inc., at 951 Market Street Suite 205, Fort Mill, SC 29708. Applicants must be in the upper 50 percent of their high school graduating class and must score at least 1000 on the S.A.T. or comparable on the ACT or ASSET. Preference will be given to applicants who are residents of Lancaster County School District, Fort Mill School District #4, and Chester County School District. Students must maintain at least a 2.75 grade point average and full-time enrollment as defined by the college.

Loans are made on the basis of financial need. This is determined by information obtained from the Financial Aid Office of the school to be attended. Loans to undergraduate students may not exceed \$14,000 over a four-year period. Loans to medical school and dental school students may not exceed \$18,000 over a four-year period. Students who have been in the undergraduate program may apply for loans for medical and dental school.

Grants

The Foundation reviews grant applications from organizations for merit eligibility and priority status in the Fort Mill, South Carolina office. Additional data is requested from applicants when necessary. Recommendations are then presented to the Board of Directors for approval. The Foundation sometimes initiates programs and grant actions but most often takes a responsive posture. Programs are often established on a matching basis with government, another foundation or the sponsoring agency as the other participant.

THE SPRINGS CLOSE FOUNDATION, INC.  
12/31/12

57-0426344  
Schedule 3  
Page 2 of 2

Grants are made primarily in Lancaster County, Chester Township of Chester County and Fort Mill Township of York County. They are made in the fields of 1. recreation and environment, 2. public education and early childhood development, 3. community service and health, and 4. Emergency and Critical Need (Temporary Focus).

Funds are distributed in grants as they are available and in accordance with the pay-out provisions of the tax laws.

Person to Contact

Angie McCrae  
The Springs Close Foundation, Inc.  
951 Market Street, Suite 205  
Fort Mill, South Carolina 29708  
Telephone 803-548-2002



SCF The Springs Close Foundation, Inc

06/11/2013 8:51 AM

**Book Group Summary 1/01/12 - 12/31/12**

57-0426344

FYE: 12/31/2012

Group	Cost Beginning	Cost Acquisitions	Cost Disposals	Cost Ending	Depreciation Prior	Depreciation Additions	Depreciation Reductions	Depreciation Ending
Automobile	22,886.50	25,659.13	22,886.50	25,659.13	21,568.24	5,790.96	22,227.37	5,131.83
Equipment	29,152.11	3,785.08	0.00	32,937.19	26,320.34	1,107.25	0.00	27,427.59
Furniture & Fixtures	100,914.37	0.00	0.00	100,914.37	100,267.06	80.91	0.00	100,347.97
Land	5,000.00	0.00	0.00	5,000.00	0.00	0.00	0.00	0.00
Land Improvement	3,791.80	0.00	0.00	3,791.80	3,232.13	223.72	0.00	3,455.85
Leasehold Improvements	34,131.00	0.00	0.00	34,131.00	9,264.77	802.34	0.00	10,067.11
<b>Grand Total</b>	<b>195,875.78</b>	<b>29,444.21</b>	<b>22,886.50</b>	<b>202,433.49</b>	<b>160,652.54</b>	<b>8,005.18</b>	<b>22,227.37</b>	<b>146,430.35</b>
	<b>PY</b>	<b>4/</b>	<b>5/</b>	<b>38.00</b>	<b>PY</b>	<b>38.00</b>	<b>AJE #30</b>	<b>38.00</b>

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Other	45,942.
Total to Form 990-PF, Part I, line 3, Column A	45,942.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Other	203,906.	0.	203,906.
Total to Fm 990-PF, Part I, ln 4	203,906.	0.	203,906.

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Form 990-PF Other Income Statement 3

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other	52,176.	52,176.	
Miscellaneous Investment Income	1,227.	0.	
Total to Form 990-PF, Part I, line 11	53,403.	52,176.	

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Form 990-PF Other Professional Fees Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Services	2,130.	2,130.		0.
Passthrough Investment Expenses	51,845.	51,845.		0.
Community Advisory Services	36,000.	0.		36,000.
To Form 990-PF, Pg 1, ln 16c	89,975.	53,975.		36,000.

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Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal Excise Tax	95,509.	0.		95,509.	
Payroll Tax	9,998.	707.		9,291.	
Property Taxes	986.	99.		887.	
To Form 990-PF, Pg 1, ln 18	106,493.	806.		105,687.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Communications	10,840.	542.		10,298.	
Dues and Subscriptions	4,331.	0.		4,331.	
Office Supplies	13,094.	655.		12,439.	
Miscellaneous	16,971.	0.		16,971.	
Continuing Education	20,316.	1,016.		19,300.	
Directors Fees	1,600.	0.		1,600.	
Auto	3,585.	359.		3,227.	
To Form 990-PF, Pg 1, ln 23	70,737.	2,572.		68,166.	

Form 990-PF	Other Investments		Statement	7
Description	Valuation Method	Book Value	Fair Market Value	
Monticello Advised Investment Funds	FMV	24,843,326.	24,843,326.	
Total to Form 990-PF, Part II, line 13		24,843,326.	24,843,326.	

Form 990-PF	Other Assets		Statement	8
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
Other Receivables	171,790.	350.	350.	
Leroy Springs & Company Note Receivable	5,492,924.	11,792,924.	11,792,924.	
To Form 990-PF, Part II, line 15	5,664,714.	11,793,274.	11,793,274.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	9
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account	
Anne S. Close 951 Market St Fort Mill, SC 29715	Chairman of the Board 2.00	0.	0.	0.
Chantay Bouler NA Fort Mill, SC 29715	Director 0.01	200.	0.	0.
Frances A. Close NA Columbia, SC 29205	Director 0.01	0.	0.	0.
Crandall C. Bowles NA Charlotte, NC 28226	Director 0.01	0.	0.	0.
H. W. Close 951 Market St Fort Mill, SC 29715	Director 0.01	0.	0.	0.
William G. Taylor 104 East Springs Street Lancaster, SC 29720	Director/Treasurer 4.00	0.	0.	0.
Robert Holcombe, Jr. NA Chester, SC 29706	Director 8.00	18,000.	0.	0.

The Springs Close Foundation, Inc.

57-0426344

Elliott S. Close NA Tega Cay, SC 29708	Director 0.50	0.	0.	0.
W. Dehler Hart NA Fort Mill, SC 29715	Director 0.01	0.	0.	0.
Angela McCrae 951 Market St Fort Mill, SC 29715	President 40.00	87,285.	0.	0.
Harry B. Emerson 104 East Springs Street Lancaster, SC 29720	Secretary 4.00	0.	0.	0.
Vickie S. Marshall 104 East Springs Street Lancaster, SC 29720	Assistant Secretary 0.01	0.	0.	0.
Derick S. Close NA Charlotte, NC 28210	Director 0.01	0.	0.	0.
Bruce Brumfield NA Lancaster, SC 29720	Director 0.01	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		<u>105,485.</u>	<u>0.</u>	<u>0.</u>

990-PF	Affiliation with Tax-Exempt Organizations Part XVII, Line 2, Column (c)	Statement 10
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Name of Affiliated or Related Organization

Leroy Springs & Company

Description of Relationship with Affiliated or Related Organization

Common Board of Directors

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>The Springs Close Foundation, Inc.</b>	Employer identification number (EIN) or  <b>57-0426344</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>P. O. Drawer 460</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Lancaster, SC 29721</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**William G. Taylor**

- The books are in the care of ► **104 E. Springs Street - Lancaster, SC 29720**

Telephone No. ► **(803) 286-2193**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2012** or

► ☐ tax year beginning , and ending .

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>147,171.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ <b>17,171.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>130,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type of print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Springs Close Foundation, Inc.	57-0426344
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P. O. Drawer 460	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	Lancaster, SC 29721	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

William G. Taylor

- The books are in the care of **104 E Springs Street - Lancaster, SC 29720**

Telephone No **(803)286-2193**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2013**.

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

7 State in detail why you need the extension

**Taxpayer requires additional time to file a complete and accurate tax return.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	147,171.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	147,171.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Vickie S. Marshall**

Title **Assistant Secretary**

Date **August 7, 2013**

Form 8868 (Rev. 1-2013)



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Springs Close Foundation, Inc.	57-0426344
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P. O. Drawer 460	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Lancaster, SC 29721	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

William G. Taylor

- The books are in the care of ☒ 104 E Springs Street - Lancaster, SC 29720

Telephone No. ☒ (803) 286-2193FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2013.5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

7 State in detail why you need the extension

Taxpayer requires additional time to file a complete and accurate tax return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	147,171.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	147,171.
c	<b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Vickie S. Mankall Title ☒ Assistant SecretaryDate ☒ August 7, 2013

Form 8868 (Rev. 1-2013)