Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

HM AND PEARL KYLE FOUNDATION INC
514 JUANITA DRIVE
FLORENCE, SC 29501-5724

A Employer identification number
57-0786826

B Telephone number (see the instructions)
843-662-6236

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 ► ☐

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, column (c), line 16)* ► $ 1,913,338.

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	14.	14.	14.	
	4	Dividends and interest from securities	29,777.	29,777.	29,777.	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	-16,264.			
	b	Gross sales price for all assets on line 6a 1,693,167.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	5,035.			
	12	**Total.** Add lines 1 through 11	18,562.	29,791.	29,791.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	11,000.		5,500.	5,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) SEE ST 2	22,365.	22,365.		
	17	Interest	36.	36.		
	18	Taxes (attach schedule)(see instrs) SEE STM 3	862.			
	19	Depreciation (attach sch) and depletion	3,450.			
	20	Occupancy				
	21	Travel, conferences, and meetings	3,977.			3,977.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	24,615.		23,113.	269.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	66,305.	22,401.	28,613.	9,746.
	25	Contributions, gifts, grants paid STMT 5	57,500.			57,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	123,805.	22,401.	28,613.	67,246.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-105,243.			
	b	**Net investment income** (if negative, enter -0-)		7,390.		
	c	**Adjusted net income** (if negative, enter -0-)			1,178.	

90.14 10

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash — non-interest-bearing		3,425.	24,383.	24,383.
	2	Savings and temporary cash investments			221,928.	221,928.
	3	Accounts receivable ►				
		Less allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ►				
		Less: allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	STATEMENT 6	1,252,551.	117,796.	117,796.
	c	Investments — corporate bonds (attach schedule)	STATEMENT 7	490,015.	481,958.	481,958.
	11	Investments — land, buildings, and equipment basis ►	146,005.			
		Less· accumulated depreciation (attach schedule) SEE STMT 8 ►	44,753.	113,495.	101,252.	147,000.
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule)	STATEMENT 9		900,188.	900,188.
	14	Land, buildings, and equipment· basis ►				
		Less: accumulated depreciation (attach schedule) ►				
	15	Other assets (describe ► SEE STATEMENT 10)		20,185.	20,086.	20,085.
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)		1,879,671.	1,867,591.	1,913,338.
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)		3,016.		
	23	**Total liabilities** (add lines 17 through 22)		3,016.	0.	
N E T A S S E T S O R F U N D B A L A N C E S		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒				
	27	Capital stock, trust principal, or current funds		1,876,655.	1,867,591.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see instructions)		1,876,655.	1,867,591.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		1,879,671.	1,867,591.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,876,655.
2	Enter amount from Part I, line 27a	2	-105,243.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	96,179.
4	Add lines 1, 2, and 3	4	1,867,591.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,867,591.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1 a	SEE STATEMENT 12			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-16,264.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-29,866.

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 (column (b) divided by column (c))
2011	170,615.	2,066,801.	0.082550
2010	175,298.	1,936,076.	0.090543
2009	174,978.	2,079,715.	0.084136
2008	143,171.	1,880,306.	0.076142
2007	254,638.	2,445,490.	0.104126

2	**Total** of line 1, column (d)	2	0.437497
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.087499
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,858,693.
5	Multiply line 4 by line 3	5	162,634.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	74.
7	Add lines 5 and 6	7	162,708.
8	Enter qualifying distributions from Part XII, line 4	8	124,746.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	148.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	148.
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	148.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a			
b Exempt foreign organizations – tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c			
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments. Add lines 6a through 6d			7	0.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	148.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►		**Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► WALLACE B PERMENTER Telephone no. ► 843-662-6236

Located at ► 514 JUANITA DRIVE FLORENCE SC ZIP + 4 ► 29501-5724

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☒ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☒ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☒ **No**

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☒ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☒ **No**

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

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)

6 a 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? **6 b** X (No)

If 'Yes' to 6b, file Form 8870

7 a 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 **7 b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 13		11,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 FLORENCE COUNTY DISABILITIES FOUNDATION:PROMOTES MAKING A DIFFERENCE IN PEOPLE'S LIVES BY SPONSORING OPPORTUNITIES, SUCH AS SUMMER CAMPS, HOLIDAY MEALS, UNIFORMS FOR SPECIAL OLYMPICS AND OTHER PROGRAMS	15,000.
2 DIOCESE OF EAST CAROLINA: TO ASSIST IN PROVIDING GROWTH IN CHRIST; TO RESTORE ALL PEOPLE TO UNITY WITH GOD AND EACH OTHER IN CHRIST.	15,000.
3 SEE STATEMENT 14	10,000.
4 SEE STATEMENT 15	5,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	1,589,807.
b Average of monthly cash balances	1b	146,801.
c Fair market value of all other assets (see instructions)	1c	190,085.
d **Total** (add lines 1a, b, and c)	1d	1,926,693.
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	1,926,693.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) SEE STATEMENT 16	4	68,000.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,858,693.
6 **Minimum investment return.** Enter 5% of line 5	6	92,935.

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	92,935.
2a Tax on investment income for 2012 from Part VI, line 5	2a	148.		
b Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	148.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	92,787.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	92,787.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	92,787.

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	67,246.
b Program-related investments — total from Part IX-B	1b	
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) SEE STATEMENT 17	3b	57,500.
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	124,746.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,746.

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				92,787.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
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 ► $ 124,746.				
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				92,787.
e Remaining amount distributed out of corpus	31,959.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,959.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	31,959.			
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 31,959.				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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))

NONE

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14.	
4 Dividends and interest from securities			14	29,777.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property	531110	-18,864.			
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-16,264.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-18,864.		29,791.	-16,264.

13 Total. Add line 12, columns (b), (d), and (e) 13 -5,337.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

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

2 a 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

Signature of officer or trustee

Date 11-15-13

Title TRUSTEE PRES

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

Paid Preparer Use Only

Print/Type preparer's name: GINGER R LAWRIMORE, CPA

Preparer's signature

Date 11/14/13

Check ☐ if self-employed

PTIN P01439214

Firm's name ► LAWRIMORE CPA, PA

Firm's EIN ► 46-1337229

Firm's address ► PO BOX 1844
FLORENCE, SC 29503-1844

Phone no (843) 662-4316

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RENTAL INCOME - NONINVESTMENT PROPERTY	$ 5,035.		
TOTAL	$ 5,035.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	$ 22,365.	$ 22,365.		
TOTAL	$ 22,365.	$ 22,365.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990-PF	$ 862.			
TOTAL	$ 862.	$ 0.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	$ 1,179.		$ 1,179.	
OFFICE EXPENSES	843.		843.	
POSTAGE	269.			$ 269.
RENTAL EXPENSES	20,449.			
RENTAL EXPENSES			20,449.	
SEMINARS & CONFERENCES	642.		642.	
WACHESAW EXPENSES	1,233.			
TOTAL	$ 24,615.	$ 0.	$ 23,113.	$ 269.

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: ASSIST FAMILIES IN NEED
DONEE'S NAME: FLORENCE WEST ROTARY CLUB
DONEE'S ADDRESS: PO BOX 1933
FLORENCE, SC 29503
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PRIVATE FOUNDATION
AMOUNT GIVEN: $ 1,000.

CLASS OF ACTIVITY: EDUCATION
DONEE'S NAME: COKER COLLEGE
DONEE'S ADDRESS: 300 E. COLLEGE AVE
HARTSVILLE, SC 29550
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: EDUCATIONAL ORGANIZATION
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: ASSIST FAMILIES IN NEED
DONEE'S NAME: LIGHTHOUSE MINISTRIES
DONEE'S ADDRESS: 201 E. ELM ST
FLORENCE, SC 29506
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 10,000.

CLASS OF ACTIVITY: ASSIST FAMILIES IN NEED
DONEE'S NAME: MERCY MEDICINE CLINIC
DONEE'S ADDRESS: 500 S COIT ST
FLORENCE, SC 29501
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: ASSIST DEAF INDIVIDUALS
DONEE'S NAME: FLORENCE MID DAY SERTOMA
DONEE'S ADDRESS: PO BOX 5822
FLORENCE, SC 29502
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: RELIGIOUS NEEDS OF INDIVI
DONEE'S NAME: ST DAVID'S EPISCOPAL CHURCH
DONEE'S ADDRESS: 605 POLO RD
COLUMBIA, SC 29223
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: CHURCH
AMOUNT GIVEN: 15,000.

CLASS OF ACTIVITY: RELIGIOUS NEEDS OF INDIVI
DONEE'S NAME: DIOCESE OF EAST CAROLINA
DONEE'S ADDRESS: 705 DOCTORS DR
KINGSTON, NC 28501
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: RELIGIOUS ORGANIZATION
AMOUNT GIVEN: 15,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CLASS OF ACTIVITY:	ASSIST FAMILIES IN NEED	
DONEE'S NAME:	FLORENCE CTY DISABILITIES FDN	
DONEE'S ADDRESS:	1211 E NATIONAL CEMETERY RD FLORENCE, SC 29506	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PRIVATE FOUNDATION	
AMOUNT GIVEN:		$ 5,000.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	FRANCIS MARION UNIVERSITY FDN	
DONEE'S ADDRESS:	PO BOX 100547 FLORENCE, SC 29502	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PRIVATE FOUNDATION	
AMOUNT GIVEN:		1,000.
	TOTAL	$ 57,500.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST TR VALUE LINE FVD	MKT VAL	$ 19,895.	$ 19,895.
ISHARES S&P US PREFERRED STOCK	MKT VAL	97,901.	97,901.
	TOTAL	$ 117,796.	$ 117,796.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS BOND FD	MKT VAL	$ 98,043.	$ 98,043.
ISHARES CORE LONG ET TERM US BOND	MKT VAL	98,859.	98,859.
ISHARES TRUST BOND FUND	MKT VAL	88,249.	88,249.
ISHARES JPMORGAN EM	MKT VAL	98,478.	98,478.
ISHARES TRUST ET	MKT VAL	98,329.	98,329.
	TOTAL	$ 481,958.	$ 481,958.

STATEMENT 8
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 7,728.	$ 7,261.	$ 467.	$ 1,000.
MACHINERY AND EQUIPMENT	1,980.	1,980.	0.	500.
BUILDINGS	86,297.	35,512.	50,785.	95,500.
LAND	50,000.		50,000.	50,000.
TOTAL	$ 146,005.	$ 44,753.	$ 101,252.	$ 147,000.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
JAMES BALANCED GOLDEN RAINBOW FD	MKT VAL	$ 20,186.	$ 20,186.
FIRST TRST HLTH CAREETF	MKT VAL	140,670.	140,670.
FIRST TRUST CONSUMER ETF	MKT VAL	140,775.	140,775.
FIRST TRUST CONSUMER ET STAPLES ALPHADEX	MKT VAL	139,771.	139,771.
FIRST TRUST DOW JONES INTERNET INDEX FD	MKT VAL	141,188.	141,188.
FIRST TRUST S&P REIT ET INDEX FUND	MKT VAL	144,627.	144,627.
SPDR S&P EMRG LAT AM ET	MKT VAL	87,525.	87,525.
SPDR S&P 500 TRUST ET	MKT VAL	85,446.	85,446.
	TOTAL	$ 900,188.	$ 900,188.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
INITIAL FEE (WACHESAW PLANTATION)	$ 20,000.	$ 20,000.
ROUNDING	1.	
UTILITY DEPOSITS	85.	85.
TOTAL	$ 20,086.	$ 20,085.

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	$ 87,028.
PRIOR PERIOD ADJUSTMENTS	9,151.
TOTAL	$ 96,179.

STATEMENT 12
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	510 FIRST TRUST HEALTH CARE ETF	PURCHASED	10/12/2011	2/08/2012
2	124 FIRST TRUST HEALTH CARE ETF	PURCHASED	10/12/2011	2/29/2012
3	217 FIRST TRUST HEALTH CARE ETF	PURCHASED	10/12/2011	5/30/2012
4	182 FIRST TRUST HEALTH CARE ETF	PURCHASED	10/12/2011	6/28/2012
5	22 FIRST TRUST ET UTILITIES	PURCHASED	11/02/2011	2/08/2012
6	8453 FIRST TRUST ET UTILITIES	PURCHASED	11/02/2011	2/29/2012
7	155 FIRST TRUST CONSUMER ET	PURCHASED	2/29/2012	5/30/2012
8	70 FIRST TRUST CONSUMER ET	PURCHASED	2/29/2012	6/28/2012
9	717 FIRST TRUST CONSUMER ET	PURCHASED	2/29/2012	12/19/2012
10	264 FIRST TRUST DOW JONES	PURCHASED	6/07/2011	2/08/2012
11	17 FIRST TRUST DOW JONES	PURCHASED	6/07/2011	2/29/2012
12	84 FIRST TRUST DOW JONES	PURCHASED	6/07/2011	5/30/2012
13	833 FIRST TRUST S&P REIT ET	PURCHASED	7/21/2011	2/08/2012
14	745 FIRST TRUST S&P REIT ET	PURCHASED	7/21/2011	5/30/2012
15	198 FIRST TRUST S&P REIT ET	PURCHASED	7/21/2011	6/28/2012
16	1 ISHARES BARCLAYS	PURCHASED	8/24/2011	8/24/2012
17	74 ISHARES BARCLAYS	PURCHASED	8/24/2011	5/30/2012
18	24 ISHARES BARCLAYS	PURCHASED	8/24/2011	6/28/2012
19	3 ISHARES BARCLAYS CREDIT BOND	PURCHASED	10/26/2011	2/08/2012
20	924 ISHARES BARCLAYS CREDIT BOND	PURCHASED	10/26/2011	5/30/2012
21	78 ISHARES BARCLAYS ET TRES BOND	PURCHASED	9/14/2011	5/30/2012
22	29 ISHARES BARCLAYS ET TRES BOND	PURCHASED	9/14/2011	6/28/2012
23	77 ISHARES BARCLAYS ET TRES BOND	PURCHASED	VARIOUS	12/19/2012
24	59 ISHARES BARCLAYS TIPSET BOND	PURCHASED	6/07/2011	5/30/2012
25	77 ISHARES BARCLAYS TIPSET BOND	PURCHASED	VARIOUS	6/28/2012
26	739 ISHARES BARCLAYS YEAR TREAS BOND	PURCHASED	9/28/2012	8/23/2012
27	33 ISHARES CORE LONG	PURCHASED	6/28/2012	12/19/2012
28	4 ISHARES IBOXX $ YEILDET	PURCHASED	2/08/2012	2/29/2012
29	24 ISHARES IBOXX $ YEILDET	PURCHASED	2/08/2012	5/30/2012
30	1092 ISHARES IBOXX $ YEILDET	PURCHASED	2/08/2012	6/28/2012
31	91 ISHARES S&P US	PURCHASED	5/30/2012	6/28/2012
32	95 ISHARES S&P US	PURCHASED	5/30/2012	12/19/2012
33	1707 ISHARES TRUST ET	PURCHASED	VARIOUS	2/08/2012
34	62 ISHARES TRUST ET	PURCHASED	8/23/2012	12/19/2012
35	169.03 MONEY MKT OBLIGS	PURCHASED	VARIOUS	2/29/2012
36	142 SPDR INDEX SHS FDS	PURCHASED	2/08/2012	2/29/2012
37	2776 SPDR INDEX SHS FDS	PURCHASED	2/08/2012	5/30/2012
38	19 SPDR S&P EMERGING	PURCHASED	5/30/2012	6/28/2012
39	112 SPDR S&P EMERGING	PURCHASED	5/30/2012	12/19/2012
40	13 SPDR S&P EMRG LAT AM ET	PURCHASED	2/08/2012	6/28/2012
41	5 SPDR S&P EMRG LAT AM ET	PURCHASED	8/02/2012	8/23/2012
42	104 SPDR S&P EMRG LAT AM ET	PURCHASED	2/08/2012	12/19/2012
43	8 SPDR S&P 500 TRUST	PURCHASED	2/08/2012	2/29/2012
44	10 SPDR S&P 500 TRUST	PURCHASED	2/08/2012	5/30/2012
45	16 SPDR S&P 500 TRUST	PURCHASED	2/08/2012	6/28/2012
46	41 SPDR S&P 500 TRUST	PURCHASED	2/08/2012	12/19/2012
47	337201.81 MOMEY MKT OBLIGS TR	PURCHASED	11/23/2011	2/08/2012
48	152813.37 MONEY MKT OBLIGS	PURCHASED	VARIOUS	2/29/2012
49	2889 POWERSHARES DB COMMODITY	PURCHASED	2/29/2012	5/30/2012
50	2751 POWERSHARES DB OIL	PURCHASED	2/29/2012	5/30/2012
51	530 FIRST TRST HLTH CAREETF	PURCHASED	10/12/2011	12/19/2012
52	60 FIRST TRUST DOW JONES INTERNET	PURCHASED	6/07/2011	6/28/2012
53	483 FIRST TRUST DOW JONES INTERNET	PURCHASED	6/07/2011	12/19/2012
54	252 FIRST TRUST S&P REIT ET	PURCHASED	7/21/2011	12/19/2012
55	16 ISHARES BARLCAYS TRES BOND FUND	PURCHASED	8/24/2011	12/19/2012
56	863 ISHARES BARCLAYS ET TRES BOND	PURCHASED	VARIOUS	12/19/2012

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	727 ISHARES BARCLAYS TIPSET BOND	PURCHASED	6/07/2011	6/28/2012
58	472 FIRST TRUST CONSUMERETF	PURCHASED		2/08/2012
59	67 FIRST TRUST CONSUMERETF	PURCHASED	6/18/2010	2/29/2012
60	760 FIRST TRUST CONSUMERETF	PURCHASED		12/19/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	14,896.		13,500.	1,396.				$ 1,396.
2	3,740.		3,282.	458.				458.
3	6,447.		5,744.	703.				703.
4	5,454.		4,818.	636.				636.
5	389.		384.	5.				5.
6	148,686.		147,505.	1,181.				1,181.
7	3,700.		3,822.	-122.				-122.
8	1,642.		1,726.	-84.				-84.
9	18,692.		17,681.	1,011.				1,011.
10	9,337.		9,321.	16.				16.
11	608.		600.	8.				8.
12	2,892.		2,966.	-74.				-74.
13	14,056.		13,928.	128.				128.
14	12,556.		12,456.	100.				100.
15	3,332.		3,311.	21.				21.
16	132.		127.	5.				5.
17	10,148.		9,395.	753.				753.
18	3,312.		3,047.	265.				265.
19	331.		327.	4.				4.
20	101,687.		100,633.	1,054.				1,054.
21	8,417.		8,164.	253.				253.
22	3,145.		3,035.	110.				110.
23	8,269.		8,299.	-30.				-30.
24	7,104.		6,506.	598.				598.
25	9,253.		8,743.	510.				510.
26	92,420.		94,014.	-1,594.				-1,594.
27	2,095.		2,110.	-15.				-15.
28	368.		364.	4.				4.
29	2,130.		2,186.	-56.				-56.
30	98,550.		99,446.	-896.				-896.
31	3,532.		3,503.	29.				29.
32	3,770.		3,657.	113.				113.
33	99,342.		99,097.	245.				245.
34	3,869.		3,864.	5.				5.
35	169.		169.	0.				0.
36	4,672.		4,425.	247.				247.
37	67,386.		86,498.	-19,112.				-19,112.
38	1,211.		1,215.	-4.				-4.
39	8,212.		7,160.	1,052.				1,052.
40	845.		1,063.	-218.				-218.
41	350.		409.	-59.				-59.
42	7,690.		8,502.	-812.				-812.
43	1,103.		1,081.	22.				22.
44	1,320.		1,351.	-31.				-31.
45	2,105.		2,162.	-57.				-57.
46	5,954.		5,539.	415.				415.
47	337,202.		337,202.	0.				0.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
48	152,813.		152,813.	0.				$ 0.
49	73,779.		85,464.	-11,685.				-11,685.
50	69,160.		85,473.	-16,313.				-16,313.
51	17,653.		14,029.	3,624.				3,624.
52	2,038.		2,118.	-80.				-80.
53	19,200.		17,053.	2,147.				2,147.
54	4,450.		4,213.	237.				237.
55	2,158.		2,031.	127.				127.
56	92,680.		90,228.	2,452.				2,452.
57	87,361.		80,162.	7,199.				7,199.
58	10,317.		7,487.	2,830.				2,830.
59	1,495.		1,147.	348.				348.
60	17,543.		12,876.	4,667.				4,667.
							TOTAL	$ -16,264.

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GARY W CRAWFORD 510 S COIT ST FLORENCE, SC 29501	TRUSTEE PRES 10.00	$ 5,000.	$ 0.	$ 0.
WALLACE B PERMENTER 514 JUANITA DR FLORENCE, SC 29501	TRUSTEE SEC/TRE 16.00	6,000.	0.	0.
PRESTON B HUNTLEY JR 312 POWE ST CHERAW, SC 29520	TRUSTEE 2.00	0.	0.	0.
JAMES H KYLE, III 112 DOBBIN AVE FAYETTEVILLE, NC 28305	TRUSTEE 8.00	0.	0.	0.
INGRAM PARMLEY 11 WAKEFIELD DR ASHEVILLE, NC 28803	TRUSTEE-VICE PR 8.00	0.	0.	0.
	TOTAL	$ 11,000.	$ 0.	$ 0.

STATEMENT 14
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
MERCY MEDICINE CLINIC:PROVIDE MEDICAL CARE TO RESIDENCES OF FLORENCE, WILLIAMSBURG & DILLON COUNTIES WHO COULD NOT OTHERWISE RECEIVE MEDICAL CARE, ALSO PROVIDE CONSULTATIONS, TREATMENT AND SERVICES FOR NO CHARGE.	$ 10,000.

STATEMENT 15
FORM 990-PF, PART IX-A, LINE 4
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
LIGHTHOUSE MINISTRIES:PROVIDES FINANCIAL ASSISTANCE TO FAMILIES AND INDIVIDUALS WITH LIMITED RESOURCES, HELPS WITH MORTGAGE, RENT, UTILITIES, MEDICINE, FOOD AND HELPS MOVE PEOPLE BEYOND THEIR CURRENT CRISIS.	$ 5,000.

STATEMENT 16
FORM 990-PF, PART X, LINE 4
EXPLANATION OF CASH DEEMED HELD FOR CHARITABLE ACTIVITIES

UNIVERSITY OF NC - WILMINGTON	$ 2500.00
FRANCIS MARION UNIVERSITY	2500.00
DIOCESE FOR EAST CAROLINA	3000.00
DIOCESE FOR SOUTH CAROLINA	3000.00
ANNUAL SMALL CHARITIES (BENEFACTOR'S REQUEST)	2000.00
ANNUAL TRUSTEE'S DISCRETIONARY DONATIONS	5000.00
ANNUAL OPERATING EXPENSES	50000.00
TOTAL	$68000.00

STATEMENT 17
FORM 990-PF, PART XII, LINE 3B
EXPLANATION FOR CASH DISTRIBUTION TEST

FLORENCE ROTARY CLUB	$ 1000.00
COKER COLLEGE	5000.00
LIGHTHOUSE MINISTRIES	10000.00
MERCY MEDICINE CLINIC	5000.00
FLORENCE MID DAY SERTOMA	500.00
ST DAVID'S EPISCOPAL CHURCH	15000.00
DIOCESE OF EAST CAROLINA	15000.00
FLORENCE CTY DISABILITIES FOUNDATION	5000.00
FRANCIS MARION UNIVERSITY FOUNDATION	1000.00
TOTAL:	57500.00

Account Number
2228272

Carolina Publishing

Advertising Affidavit

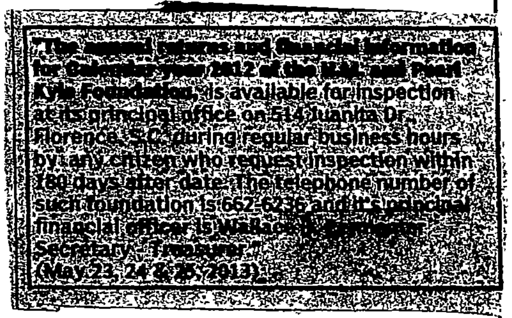
P.O Box 100528
Florence, SC 29501
(843) 317-6397

Date
May 25, 2013

PERMENTER, WALLANCE
514 JUANITA DR.
FLORENCE, SC 29501

Date	Category	Descnption	Ad Size	Total Cost
05/25/2013	_Legal Notices	"The annual retums and financial inform	1 x 12 L	119 40

"The annual returns and financial information for Calendar year 2012 of the H.M. and Pearl Kyle Foundation, is available for inspection at its principal office on 514 Juanita Dr., Florence, S.C. during regular business hours by any citizen who request inspection within 180 days after date. The telephone number of such foundation is 662-6236 and it's principal financial officer is Wallace B. Permenter Secretary - Treasurer."
(May 23, 24 & 25, 2013)



"The annual returns and financial information for Calendar year 2012 of the H.M. and Pearl Kyle Foundation, is available for inspection at its principal office on 514 Juanita Dr., Florence, S.C. during regular business hours by any citizen who request inspection within 180 days after date. The telephone number of such foundation is 662-6236 and it's principal financial officer is Wallace B. Permenter Secretary - Treasurer."
(May 23, 24 & 25, 2013)

Publisher of the Morning News

This is to certify that the attached "The annual retums and f **was published in the Morning News in the City of Florence, state of South Carolina on the following dates:**

05/25, 05/23, 05/24/2013

The First insertion being given ... 05/23/2013

Newspaper reference: 0000619932

Sworn to and subscribed before me this

5/29/13

Notary Public **Supervisor**

State of South Carolina
My Commission expires My Commission Expires December 21, 2022

CARLITA PATTERSON
NOTARY PUBLIC
SOUTH CAROLINA
COMMISSION EXPIRES DEC. 21, 2022

THIS IS NOT A BILL. PLEASE PAY FROM INVOICE. THANK YOU

Mailed 8-14-13

COPY

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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* 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.

Number, street, and room or suite no. If a P O box, see instructions.

City, town or post office, state, and ZIP code For a foreign address, see instructions.

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

Social security number (SSN)

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

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

- The books are in the care of ▶ ______________________________

Telephone No. ▶ ____________________ 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 ____________, 20 ____ , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☐ tax year beginning ____________, 20 ____ , and ending ____________, 20 ____

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

3a	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.	3a	$
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.	3b	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

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.

• 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 or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. H. M. and Pearl Kyle Foundation, Inc.	Employer identification number (EIN) or 57-0786826
	Number, street, and room or suite no If a P.O. box, see instructions 514 Juanita Drive	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Florence, SC 29501-5724	

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.

• The books are in the care of ▶ Wallace B. Permenter

Telephone No. ▶ 843-662-6236 FAX No. ▶ 843-667-1073

• 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, , 20 13 .

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

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 Mr. Permenter, the Foundation's treasurer, a retired CPA, is currently under the weather with an undertermined sickness. He expects to be better soon, however.

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**	$ 00.00
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**	$ 00.00
c	**Balance due.** 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**	$ 00.00

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 ▶ Title ▶ President Date ▶ 8-14-13