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 ,

RALPH & VIRGINIA HENDRICKS FOUNDATION
~~P O BOX 278~~ 7 Ralph Hendricks Dr.
SIMPSONVILLE, SC 29681

A Employer identification number 57-0822180

B Telephone number (see the instructions) 864-228-2480

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)* ► $ 4,036,208.

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)	236,452.			
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	69,614.	69,614.		
	5 a	Gross rents	4,900.	4,900.		
	b	Net rental income or (loss) -5,628.				
	6 a	Net gain/(loss) from sale of assets not on line 10	349,376.			
	b	Gross sales price for all assets on line 6a 1,965,267.				
	7	Capital gain net income (from Part IV, line 2)		322,369.		
	8	Net short-term capital gain				
	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)				
	12	**Total.** Add lines 1 through 11	660,342.	396,883.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	650.	325.		325.
	c	Other prof fees (attach sch) SEE ST 2	17,699.	17,699.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	1,861.	1,861.		
	19	Depreciation (attach sch) and depletion	5,256.	5,256.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	5,272.	5,272.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,738.	30,413.		325.
	25	Contributions, gifts, grants paid STMT 5	180,500.			180,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	211,238.	30,413.	0.	180,825.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	449,104.			
	b	**Net investment income** (if negative, enter -0-)		366,470.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

Part II Balance Sheets

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

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing		1,143.	18,843.	18,843.
	2	Savings and temporary cash investments		100,111.	81,610.	81,610.
	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		1,844,134.	2,049,834.	2,698,624.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ►	125,000.			
		Less accumulated depreciation (attach schedule) SEE STMT 7 ►		992,926.	125,000.	125,000.
	12	Investments – mortgage loans			1,112,131.	1,112,131.
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment: basis ►				
		Less. accumulated depreciation (attach schedule) ►				
	15	Other assets (describe ►)				
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		2,938,314.	3,387,418.	4,036,208.
LIABILITIES	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 ►)				
	23	**Total liabilities** (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒				
	27	Capital stock, trust principal, or current funds		1,945,388.	2,150,287.	
	28	Paid-in or capital surplus, or land, building, and equipment fund		992,926.	1,237,131.	
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see instructions)		2,938,314.	3,387,418.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		2,938,314.	3,387,418.	

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	2,938,314.
2	Enter amount from Part I, line 27a	2	449,104.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,387,418.
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	3,387,418.

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)
1a	SEE STATEMENT 8			
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	322,369.
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	0.

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	145,822.	3,622,689.	0.040252
2010	150,812.	3,807,141.	0.039613
2009	172,790.	3,435,872.	0.050290
2008	199,652.	3,784,563.	0.052754
2007	196,455.	4,080,860.	0.048141

2	**Total** of line 1, column (d)	2	0.231050
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	0.046210
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,786,613.
5	Multiply line 4 by line 3	5	174,979.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,665.
7	Add lines 5 and 6	7	178,644.
8	Enter qualifying distributions from Part XII, line 4	8	180,825.

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	3,665.
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	3,665.
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	3,665.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,524.		
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	1,524.
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	2,141.
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? *If 'Yes,' attach a detailed description of the activities.*	2		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*	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	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	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) ► SC			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	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 ► RALPH S HENDRICKS Telephone no ► 864-228-2480

Located at ► 7 RALPH HENDRICKS DRIVE SIMPSONVILLE SC ZIP + 4 ► 29681

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)? **5b** 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? **6b** X

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 **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 9		0.	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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 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		1 a	2,491,174.
b	Average of monthly cash balances		1 b	103,103.
c	Fair market value of all other assets (see instructions)		1 c	1,250,000.
d	**Total** (add lines 1a, b, and c)		1 d	3,844,277.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,844,277.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	57,664.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,786,613.
6	**Minimum investment return.** Enter 5% of line 5		6	189,331.

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	189,331.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,665.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,665.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	185,666.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	185,666.
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	185,666.

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	1 a	180,825.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,825.
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	3,665.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	177,160.

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				185,666.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			179,666.	
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: ► $ 180,825.				
a Applied to 2011, but not more than line 2a			179,666.	
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				1,159.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				184,507.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

RALPH S HENDRICKS

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					
4 Dividends and interest from securities			14	69,614.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	-5,628.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				14,584.	334,792.
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)				78,570.	334,792.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	413,362.

(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

Ralph S. Hendricks 5/10/13 ▶ trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name MARC L. SAUNDERS	Preparer's signature MLSaunders MARC L. SAUNDERS	Date 5-7-13	Check ☐ if self-employed	PTIN P00062472
Firm's name ▶ SAUNDERS & CO. P.A.			Firm's EIN ▶ 57-0812016	
Firm's address ▶ 210 EAST TRADE STREET SIMPSONVILLE, SC 29681			Phone no (864) 963-3467	

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
RALPH & VIRGINIA HENDRICKS FOUNDATION

Employer identification number
57-0822180

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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 1 of Part 1

Name of organization	Employer identification number
RALPH & VIRGINIA HENDRICKS FOUNDATION	57-0822180

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RALPH HENDRICKS ~~P O BOX 278~~ 7 Ralph Hendricks Dr. SIMPSONVILLE, SC 29681-2046	$ 236,452.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
RALPH & VIRGINIA HENDRICKS FOUNDATION

Employer identification number
57-0822180

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
1	2750 SHS WALGREEN CO 1500 SHS ORACLE CORP 1500 SHS SYSCO CORP	$ 186,452.	VARIOUS

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

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

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

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

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

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) Page 1 to 1 of **Part III**

Name of organization	Employer identification number
RALPH & VIRGINIA HENDRICKS FOUNDATION	57-0822180

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 total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ► $ N/A

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
	N/A		

(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

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return: RALPH & VIRGINIA HENDRICKS FOUNDATION

Identifying number: 57-0822180

Business or activity to which this form relates: RENTAL ACTIVITY - COMMERCIAL N MAIN ST SIMPSONVILLE,SC

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	5,256.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	5,256.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	$ 650.	$ 325.		$ 325.
TOTAL	$ 650.	$ 325.	$ 0.	$ 325.

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
UBS FINANCIAL SERVICES, INC	$ 17,699.	$ 17,699.		
TOTAL	$ 17,699.	$ 17,699.	$ 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
FOREIGN TAXES	$ 1,861.	$ 1,861.		
TOTAL	$ 1,861.	$ 1,861.	$ 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
RENTAL EXPENSES	$ 5,272.	$ 5,272.		
TOTAL	$ 5,272.	$ 5,272.	$ 0.	$ 0.

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

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	UNRESTRICTED
DONEE'S NAME:	MEALS ON WHEELS
DONEE'S ADDRESS:	15 OREGON STREET GREENVILLE, SC 29605

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

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: $ 4,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: GREENVILLE RESCUE MISSION
DONEE'S ADDRESS: P O BOX 2546
GREENVILLE, SC 29602
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 6,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: BOYS HOME OF THE SOUTH
DONEE'S ADDRESS: 10612 AUGUSTA ROAD
BELTON, SC 29627
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 3,000.

CLASS OF ACTIVITY: MISSIONS
DONEE'S NAME: FIRST BAPTIST CHURCH
DONEE'S ADDRESS: 106 CHURCH STREET
SIMPSONVILLE, SC 29681
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 4,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: BOY SCOUTS OF AMERICA
DONEE'S ADDRESS: 1 PARK PLAZA
GREENVILLE, SC 29607
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 4,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: GOLDEN STRIP YMCA
DONEE'S ADDRESS: 100 ADAMS MILL ROAD
SIMPSONVILLE, SC 29681
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 3,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: GREENVILLE LITERACY ASSOCIATION
DONEE'S ADDRESS: 225 PLEASANTBURG DR, SUITE C-10
GREENVILLE, SC 29607
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 2,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: HOME WITH A HEART
DONEE'S ADDRESS: 220 JAMES MATTISON ROAD
LIBERTY, SC 29657
RELATIONSHIP OF DONEE: NONE

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

ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: $ 4,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: CONNIE MAXWELL CHILDREN'S HOME
DONEE'S ADDRESS: P O BOX 1178
GREENWOOD, SC 29648
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 2,500.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: UNITED MINISTRIES
DONEE'S ADDRESS: 606 PENDLETON STREET
GREENVILLE, SC 29601
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 2,500.

CLASS OF ACTIVITY: SCHOLARSHIPS
DONEE'S NAME: FURMAN UNIVERSITY
DONEE'S ADDRESS: 3300 POINSETT HIGHWAY
GREENVILLE, SC 29613
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: HIGHER EDUCATION
AMOUNT GIVEN: 35,000.

CLASS OF ACTIVITY: SCHOLARSHIPS
DONEE'S NAME: GREENVILLE TECHNICAL FOUNDATION
DONEE'S ADDRESS: P O BOX 5616
GREENVILLE, SC 29606
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: HIGHER EDUCATION
AMOUNT GIVEN: 20,000.

CLASS OF ACTIVITY: SCHOLARSHIPS
DONEE'S NAME: ANDERSON UNIVERSITY
DONEE'S ADDRESS: 316 BOULEVARD
ANDERSON, SC 29621
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: HIGHER EDUCATION
AMOUNT GIVEN: 20,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: THE CHILDREN'S MUSEUM
DONEE'S ADDRESS: 18 WEST MCBEE STREET
GREENVILLE, SC 29601
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: SIMPSONVILLE DEVELOPMENT CORP
DONEE'S ADDRESS: 210 EAST TRADE STREET
SIMPSONVILLE, SC 29681
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

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

AMOUNT GIVEN:		$ 6,000.
CLASS OF ACTIVITY:	SCHOLARSHIPS	
DONEE'S NAME:	NORTH GREENVILLE UNIVERSITY	
DONEE'S ADDRESS:	7801 N TIGERVILLE ROAD TIGERVILLE, SC	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	HIGHER EDUCATION	
AMOUNT GIVEN:		20,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	SALVATION ARMY	
DONEE'S ADDRESS:	P O BOX 1237 GREENVILLE, SC 29602	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		4,500.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	THE RILEY INSTITUTE	
DONEE'S ADDRESS:	3300 POINSETT HIGHWAY GREENVILLE, SC 29613	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	HIGHER EDUCATION	
AMOUNT GIVEN:		35,000.
	TOTAL	$ 180,500.

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	COST	$ 2,049,834.	$ 2,698,624.
	TOTAL	$ 2,049,834.	$ 2,698,624.

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	$ 125,000.		$ 125,000.	$ 125,000.
TOTAL	$ 125,000.	$ 0.	$ 125,000.	$ 125,000.

STATEMENT 8
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	43 SHS BORG WARNER INC	PURCHASED	6/20/2011	5/04/2012
2	70 SHS C H ROBINSON WORLDWIDE	PURCHASED	8/09/2011	3/01/2012
3	212 SHS CAPITAL ONE FINCL	PURCHASED	VARIOUS	5/04/2012
4	126 SHS CELANESE CORP	PURCHASED	3/28/2012	5/04/2012
5	15 SHS CHEVRON CORP	PURCHASED	5/04/2012	12/21/2012
6	65 SHS CISCO SYSTEMS	PURCHASED	5/04/2012	12/12/2012
7	58 SHS CUMMINS INC	PURCHASED	12/28/2011	5/04/2012
8	49 SHS DISCOVERY COMMUNICATIONS	PURCHASED	8/09/2011	5/04/2012
9	202 SHS EBAY	PURCHASED	VARIOUS	VARIOUS
10	714 SHS EL PASO	PURCHASED	VARIOUS	VARIOUS
11	8 SHS GOOGLE	PURCHASED	VARIOUS	VARIOUS
12	72 SHS HUNT J B TRANS SVCS INC	PURCHASED	8/01/2011	5/04/2012
13	311 SHS IRON MTN	PURCHASED	VARIOUS	5/04/2012
14	299 SHS LOWES COMPANIES	PURCHASED	VARIOUS	5/04/2012
15	35 SHS MICROSOFT	PURCHASED	5/04/2012	5/30/2012
16	44 SHS MONSANTO CO	PURCHASED	6/17/2011	5/04/2012
17	41 SHS NIELSEN HOLDINGS	PURCHASED	9/02/2011	5/04/2012
18	154 SHS NOVARTIS AG SPON ADR	PURCHASED	4/16/2012	5/04/2012
19	185 SHS OGE ENERGY	PURCHASED	VARIOUS	5/04/2012
20	243 SHS POTASH CORP SASK INC	PURCHASED	VARIOUS	VARIOUS
21	17 SHS PRAXAIR INC	PURCHASED	8/09/2011	5/04/2012
22	303 SHS ROVI CORP COM	PURCHASED	VARIOUS	VARIOUS
23	106 SHS SCHLUMBERGER LTD	PURCHASED	VARIOUS	3/27/2012
24	109 SHS SOLERA HOLDINGS	PURCHASED	VARIOUS	5/04/2012
25	370 SHS STAPLES INC	PURCHASED	5/04/2012	9/20/2012
26	22 SHS TEEKAY CORP	PURCHASED	6/10/2011	5/04/2012
27	178 SHS TYCO INTL	PURCHASED	VARIOUS	5/04/2012
28	86 SHS UNION PACIFIC	PURCHASED	VARIOUS	5/04/2012
29	108 SHS VISA INC	PURCHASED	VARIOUS	VARIOUS
30	25 SHS WAL MART STORES	PURCHASED	5/04/2012	5/29/2012
31	40 SHS WELLS FARGO & CO NEW	PURCHASED	5/04/2012	5/30/2012
32	11 SHS BORG WARNER INC	PURCHASED	2/02/2011	5/04/2012
33	162 SHS DISCOVERY COMMUNICATIONS	PURCHASED	1/06/2011	VARIOUS
34	11 SHS MONSANTO CO	PURCHASED	1/10/2011	5/04/2012
35	233 SHS MSCI INC	PURCHASED	VARIOUS	5/04/2012
36	300 SHS NIELSEN HOLDINGS	PURCHASED	3/17/2011	5/04/2012
37	18 SHS PALL CORP	PURCHASED	1/07/2011	5/04/2012
38	37 SHS UNITED PARCEL SERVICE	PURCHASED	2/22/2011	5/04/2012
39	261 SHS AMERICAN TOWER	PURCHASED	VARIOUS	VARIOUS
40	38 SHS BLACKROCK INC	PURCHASED	VARIOUS	5/04/2012
41	42 SHS BORG WARNER INC	PURCHASED	8/25/2010	5/04/2012
42	34 SHS DISCOVERY COMMUNICATIONS	PURCHASED	11/23/2010	4/25/2012
43	55 SHS HUNT J B TRANS SVCS INC	PURCHASED	10/07/2010	5/04/2012
44	40 SHS INTL BUSINESS MACH	PURCHASED	10/20/2009	4/13/2012
45	102 SHS ITC HOLDINGS CORP	PURCHASED	VARIOUS	5/04/2012
46	55 SHS MONSANTO CO	PURCHASED	VARIOUS	5/04/2012
47	140 SHS NEXTERA ENERGY INC	PURCHASED	VARIOUS	VARIOUS
48	92 SHS PALL CORP	PURCHASED	VARIOUS	5/04/2012
49	82 SHS PRAXAIR INC	PURCHASED	VARIOUS	5/04/2012
50	270 SHS TEEKAY CORP	PURCHASED	VARIOUS	5/04/2012
51	55 SHS UNITED PARCEL SERVICE	PURCHASED	VARIOUS	5/04/2012
52	240 SHS VERISK ANALYTICS INC	PURCHASED	VARIOUS	VARIOUS
53	18 SHS ASTELLAS PHARMA INC	PURCHASED	VARIOUS	7/19/2012
54	16 SHS ENI SPA IT	PURCHASED	VARIOUS	3/01/2012
55	14 SHS GLAXO SMITHKLINE PLC ADR	PURCHASED	2/24/2009	6/13/2012
56	266 SHS ING GROEP N V NL	PURCHASED	VARIOUS	VARIOUS

STATEMENT 8 (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	28 SHS KAO CORP REPSTG 10 SHS COM SPON ADR	PURCHASED	2/24/2009	1/30/2012
58	21 SHS ROYAL DUTCH SHELL PLC CL A SPON ADR	PURCHASED	2/24/2009	VARIOUS
59	11 SHS SEVEN & I HLDGS CO LTD ADR	PURCHASED	9/02/2009	4/26/2012
60	84 SHS TAIWAN SEMICONDUCTOR MFG CO LTD ADR	PURCHASED	2/24/2009	VARIOUS
61	173 SHS TELSTRA CORP LTD (FINAL) ADR	PURCHASED	VARIOUS	VARIOUS
62	21 SHS UNILEVER PLC AMER SHS NEW SPON ADR	PURCHASED	2/24/2009	4/26/2012
63	72 SHS SCOTTS MIRACLE-GRO	PURCHASED	VARIOUS	VARIOUS
64	27 SHS VERISK ANALYTICS INC	PURCHASED	2/17/2011	3/26/2012
65	7 SHS AFFILIATED MANAGERS GROUP	PURCHASED	2/26/2009	9/19/2012
66	20 SHS AMETEK INC	PURCHASED	2/26/2009	6/19/2012
67	12 SHS ANSYS INC	PURCHASED	2/26/2009	9/19/2012
68	30 SHS EQUIFAX	PURCHASED	3/02/2010	5/15/2012
69	22 SHS FLIR SYSTEMS	PURCHASED	6/15/2009	VARIOUS
70	21 SHS GRACO INC	PURCHASED	2/26/2009	3/28/2012
71	28 SHS HCC INSURANCE HLDGS INC	PURCHASED	2/26/2009	VARIOUS
72	15 SHS HUNT J B TRANS SVCS INC	PURCHASED	12/02/2010	6/19/2012
73	28 SHS JACOBS ENGINEERING	PURCHASED	2/26/2009	9/18/2012
74	104 SHS LKQ CORP NEW	PURCHASED	2/26/2009	VARIOUS
75	2 SHS MARKEL CORP	PURCHASED	2/26/2009	4/19/2012
76	41 SHS O REILLY AUTOMOTIVE INC	PURCHASED	VARIOUS	VARIOUS
77	19 SHS OCEANEERING INTL INC	PURCHASED	2/26/2009	2/24/2012
78	48 SHS UNIVERSAL HEALTH SVCS	PURCHASED	1/15/2010	VARIOUS
79	67 SHS BEST BUY	PURCHASED	VARIOUS	10/24/2012
80	379 SHS HEWLETT PACKARD CO	PURCHASED	VARIOUS	11/20/2012
81	8 SHS MOTOROLA SOLUTIONS	PURCHASED	8/12/2011	4/25/2012
82	166 SHS AON CORP	PURCHASED	VARIOUS	4/02/2012
83	50 SHS AON PLC	PURCHASED	VARIOUS	5/18/2012
84	62 SHS BARRICK GOLD	PURCHASED	VARIOUS	6/06/2012
85	42 SHS CA INC	PURCHASED	6/22/2005	5/18/2012
86	44 SHS CVS CAREMARK CORP	PURCHASED	11/05/2009	7/19/2012
87	569 SHS GENWORTH FINANCIAL	PURCHASED	VARIOUS	VARIOUS
88	51 SHS HESS CORP	PURCHASED	VARIOUS	VARIOUS
89	42 SHS LINCOLN NATL	PURCHASED	6/22/2010	3/15/2012
90	40 SHS LOEWS CORP	PURCHASED	VARIOUS	VARIOUS
91	107 SHS MOTOROLA SOLUTIONS	PURCHASED	VARIOUS	VARIOUS
92	46 SHS NOBLE ENERGY	PURCHASED	VARIOUS	VARIOUS
93	315 SHS PFIZER INC	PURCHASED	VARIOUS	VARIOUS
94	17 SHS PHILIP MORRIS INTL INC	PURCHASED	VARIOUS	VARIOUS
95	34 SHS RAYTHEON CO NEW	PURCHASED	VARIOUS	VARIOUS
96	14 SHS TIME WARNER	PURCHASED	10/13/2010	8/20/2012
97	14 SHS UNION PACIFIC CORP	PURCHASED	VARIOUS	2/01/2012
98	93 SHS VIACOM INC NEW CL B	PURCHASED	VARIOUS	VARIOUS
99	63 SHS WELLS FARGO	PURCHASED	VARIOUS	9/19/2012
100	58 SHS ABBOTT LABS	PURCHASED	VARIOUS	VARIOUS
101	19 SHS ACCENTURE PLC	PURCHASED	9/15/2011	VARIOUS
102	41 SHS ALLERGAN INC	PURCHASED	VARIOUS	VARIOUS
103	13 SHS AMAZON.COM	PURCHASED	VARIOUS	VARIOUS
104	37 SHS ANHEUSER BUSCH INBEV	PURCHASED	VARIOUS	VARIOUS
105	7 SHS APPLE INC	PURCHASED	VARIOUS	VARIOUS
106	72 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	VARIOUS	VARIOUS
107	50 SHS CHECK POINT SOFTWARE TECH	PURCHASED	VARIOUS	VARIOUS
108	35 SHS COACH, INC	PURCHASED	VARIOUS	VARIOUS
109	17 SHS COGNIZANT TECH SOLUTIONS	PURCHASED	9/28/2011	2/03/2012
110	14 SHS CUMMINS INC	PURCHASED	9/28/2011	7/16/2012
111	8 SHS DANAHER CORP	PURCHASED	9/25/2012	11/06/2012
112	19 SHS DECKERS OUTDOOR CORP	PURCHASED	VARIOUS	6/20/2012

STATEMENT 8 (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
113	51 SHS DICK'S SPORTING GOODS	PURCHASED	VARIOUS	VARIOUS
114	42 SHS DOLLAR GEN CORP	PURCHASED	VARIOUS	VARIOUS
115	28 SHS DOLLAR TREE	PURCHASED	VARIOUS	VARIOUS
116	63 SHS EATON CORP	PURCHASED	VARIOUS	VARIOUS
117	208 SHS EMC CORP MASS	PURCHASED	VARIOUS	VARIOUS
118	74 SHS EXPRESS SCRIPTS	PURCHASED	VARIOUS	VARIOUS
119	10 SHS GOOGLE INC CL A	PURCHASED	VARIOUS	VARIOUS
120	239 SHS HALLIBURTON CO	PURCHASED	VARIOUS	VARIOUS
121	56 SHS HOME DEPOT	PURCHASED	VARIOUS	VARIOUS
122	69 SHS KINDER MORGAN	PURCHASED	VARIOUS	VARIOUS
123	17 SHS LAUDER ESTEE COS	PURCHASED	VARIOUS	VARIOUS
124	22 SHS LIBERTY GLOBAL	PURCHASED	VARIOUS	VARIOUS
125	33 SHS LIMITED BRANDS	PURCHASED	VARIOUS	VARIOUS
126	9 SHS LINKEDIN CORP	PURCHASED	3/14/2012	VARIOUS
127	34 SHS LULULEMON ATHLETICA INC	PURCHASED	VARIOUS	VARIOUS
128	52 SHS MEAD JOHNSON NUTRITION	PURCHASED	VARIOUS	VARIOUS
129	49 SHS NATL-OILWELLVARCO INC	PURCHASED	VARIOUS	VARIOUS
130	3 SHS O REILLY AUTOMOTIVE INC	PURCHASED	7/12/2012	12/18/2012
131	9 SHS OCCIDENTAL PETROLEUM CRP	PURCHASED	9/27/2011	VARIOUS
132	11 SHS PPG INDUSTRIES INC	PURCHASED	VARIOUS	3/19/2012
133	39 SHS SEAGATE TECHNOLOGY	PURCHASED	8/10/2012	9/07/2012
134	140 SHS TIME WARNER	PURCHASED	VARIOUS	3/14/2012
135	18 SHS VISA INC	PURCHASED	VARIOUS	VARIOUS
136	4 SHS VMWARE INC	PURCHASED	2/16/2012	10/19/2012
137	26 SHS WAL MART STORES	PURCHASED	VARIOUS	VARIOUS
138	19 SHS YOUKU TUDOU INC	PURCHASED	6/28/2011	6/15/2012
139	2 SHS YUM! BRANDS INC	PURCHASED	6/13/2012	11/12/2012
140	51 SHS ACCENTURE PLC	PURCHASED	VARIOUS	VARIOUS
141	3 SHS APPLE INC	PURCHASED	9/27/2011	10/03/2012
142	26 SHS BAIDU INC	PURCHASED	VARIOUS	VARIOUS
143	11 SHS BIOGEN IDEC INC	PURCHASED	6/22/2011	VARIOUS
144	16 SHS CHECK POINT SOFTWARE TECH	PURCHASED	8/17/2011	VARIOUS
145	40 SHS COACH, INC	PURCHASED	VARIOUS	VARIOUS
146	36 SHS DANAHER CORP	PURCHASED	VARIOUS	VARIOUS
147	18 SHS EATON CORP	PURCHASED	10/12/2011	VARIOUS
148	132 SHS HALLIBURTON CO	PURCHASED	VARIOUS	VARIOUS
149	23 SHS HOME DEPOT	PURCHASED	12/06/2011	12/20/2012
150	21 SHS MEAD JOHNSON NUTRITION	PURCHASED	VARIOUS	VARIOUS
151	21 SHS NATL-OILWELLVARCO INC	PURCHASED	VARIOUS	VARIOUS
152	40 SHS O REILLY AUTOMOTIVE INC	PURCHASED	VARIOUS	VARIOUS
153	69 SHS OCCIDENTAL PETROLEUM CRP	PURCHASED	VARIOUS	VARIOUS
154	5 SHS PRAXAIR INC	PURCHASED	6/28/2011	10/02/2012
155	24 SHS QUALCOMM INC	PURCHASED	VARIOUS	12/14/2012
156	67 SHS STARBUCKS	PURCHASED	VARIOUS	VARIOUS
157	28 SHS TIFFANY & CO NEW	PURCHASED	VARIOUS	3/19/2012
158	58 SHS TIME WARNER	PURCHASED	VARIOUS	VARIOUS
159	35 SHS YOUKU TUDOU INC	PURCHASED	VARIOUS	VARIOUS
160	28 SHS YUM! BRANDS INC	PURCHASED	VARIOUS	VARIOUS
161	15 SHS APPLE INC	PURCHASED	VARIOUS	VARIOUS
162	37 SHS BAIDU INC	PURCHASED	VARIOUS	VARIOUS
163	36 SHS CUMMINS INC	PURCHASED	VARIOUS	VARIOUS
164	52 SHS DANAHER CORP	PURCHASED	VARIOUS	VARIOUS
165	86 SHS DOW CHEMICAL	PURCHASED	VARIOUS	VARIOUS
166	1 SH HALLIBURTON CO	PURCHASED	11/23/2010	6/07/2012
167	58 SHS LAUDER ESTEE COS	PURCHASED	VARIOUS	VARIOUS
168	45 SHS MCDONALDS CORP	PURCHASED	VARIOUS	VARIOUS

STATEMENT 8 (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
169	28 SHS MEAD JOHNSON NUTRITION	PURCHASED	VARIOUS	VARIOUS
170	23 SHS MONSANTO CO	PURCHASED	VARIOUS	VARIOUS
171	34 SHS NIKE INC	PURCHASED	VARIOUS	VARIOUS
172	17 SHS PPG INDUSTRIES INC	PURCHASED	VARIOUS	VARIOUS
173	68 SHS PRAXAIR INC	PURCHASED	VARIOUS	VARIOUS
174	4 SHS PRECISION CASTPARTS	PURCHASED	7/22/2010	6/27/2012
175	11 SHS PRICELINE.COM INC	PURCHASED	VARIOUS	VARIOUS
176	36 SHS STARBUCKS	PURCHASED	12/07/2010	VARIOUS
177	8 SHS TIFFANY & CO NEW	PURCHASED	7/27/2010	3/19/2012
178	183 SHS TJX COS INC	PURCHASED	VARIOUS	VARIOUS
179	41 SHS UNION PACIFIC CORP	PURCHASED	1/08/2009	VARIOUS
180	132 SHS US BANCORP DEL	PURCHASED	VARIOUS	VARIOUS
181	10 SHS WYNN RESORTS	PURCHASED	7/14/2010	VARIOUS
182	69 SHS YUM! BRANDS INC	PURCHASED	VARIOUS	VARIOUS
183	301 & 313 N MAIN ST SIMPSONVILLE,SC	PURCHASED	6/01/1998	3/26/2012
184	315 N MAIN ST SIMPSONVILLE,SC	PURCHASED	9/04/2009	3/26/2012
185	CAPITAL GAIN DIVIDENDS			

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	3,365.		3,120.	245.				$ 245.
2	4,684.		4,561.	123.				123.
3	11,506.		10,271.	1,235.				1,235.
4	5,850.		5,615.	235.				235.
5	1,631.		1,560.	71.				71.
6	1,288.		1,253.	35.				35.
7	6,208.		5,099.	1,109.				1,109.
8	2,449.		1,618.	831.				831.
9	7,752.		5,819.	1,933.				1,933.
10	20,908.		15,337.	5,571.				5,571.
11	5,438.		4,635.	803.				803.
12	4,053.		3,234.	819.				819.
13	9,689.		9,326.	363.				363.
14	9,386.		8,217.	1,169.				1,169.
15	1,021.		1,095.	-74.				-74.
16	3,270.		2,908.	362.				362.
17	1,243.		1,206.	37.				37.
18	8,347.		8,472.	-125.				-125.
19	10,141.		10,063.	78.				78.
20	10,646.		10,996.	-350.				-350.
21	1,954.		1,594.	360.				360.
22	8,509.		7,682.	827.				827.
23	7,483.		8,039.	-556.				-556.
24	4,898.		5,794.	-896.				-896.
25	4,530.		5,542.	-1,012.				-1,012.
26	749.		702.	47.				47.
27	9,832.		9,914.	-82.				-82.
28	9,803.		9,879.	-76.				-76.
29	12,664.		9,599.	3,065.				3,065.
30	1,634.		1,475.	159.				159.
31	1,270.		1,318.	-48.				-48.
32	861.		731.	130.				130.
33	8,030.		5,670.	2,360.				2,360.
34	817.		785.	32.				32.

STATEMENT 8 (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)
35	8,261.		8,254.	7.				$ 7.
36	9,095.		7,904.	1,191.				1,191.
37	1,031.		899.	132.				132.
38	2,893.		2,757.	136.				136.
39	17,235.		9,121.	8,114.				8,114.
40	6,943.		6,429.	514.				514.
41	3,286.		1,829.	1,457.				1,457.
42	1,641.		1,218.	423.				423.
43	3,096.		1,949.	1,147.				1,147.
44	8,149.		4,896.	3,253.				3,253.
45	7,429.		4,286.	3,143.				3,143.
46	4,087.		3,534.	553.				553.
47	8,453.		7,271.	1,182.				1,182.
48	5,269.		3,071.	2,198.				2,198.
49	9,425.		7,098.	2,327.				2,327.
50	9,193.		6,158.	3,035.				3,035.
51	4,300.		3,467.	833.				833.
52	11,664.		6,664.	5,000.				5,000.
53	869.		582.	287.				287.
54	747.		681.	66.				66.
55	632.		445.	187.				187.
56	1,890.		1,468.	422.				422.
57	774.		536.	238.				238.
58	1,501.		968.	533.				533.
59	655.		508.	147.				147.
60	1,376.		636.	740.				740.
61	2,964.		2,147.	817.				817.
62	727.		408.	319.				319.
63	3,419.		3,930.	-511.				-511.
64	1,272.		904.	368.				368.
65	884.		267.	617.				617.
66	1,051.		358.	693.				693.
67	880.		242.	638.				638.
68	1,380.		983.	397.				397.
69	464.		532.	-68.				-68.
70	1,100.		364.	736.				736.
71	992.		617.	375.				375.
72	912.		578.	334.				334.
73	1,204.		964.	240.				240.
74	2,832.		859.	1,973.				1,973.
75	886.		560.	326.				326.
76	4,106.		1,485.	2,621.				2,621.
77	1,065.		303.	762.				762.
78	2,066.		1,552.	514.				514.
79	1,131.		1,468.	-337.				-337.
80	4,495.		8,853.	-4,358.				-4,358.
81	410.		320.	90.				90.
82	8,142.		6,202.	1,940.				1,940.
83	2,283.		2,452.	-169.				-169.
84	2,496.		1,637.	859.				859.
85	1,049.		1,171.	-122.				-122.
86	2,033.		1,267.	766.				766.
87	3,436.		10,820.	-7,384.				-7,384.

STATEMENT 8 (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)
88	2,986.		2,801.	185.				$ 185.
89	1,145.		1,154.	-9.				-9.
90	1,642.		1,284.	358.				358.
91	5,372.		1,877.	3,495.				3,495.
92	4,227.		2,162.	2,065.				2,065.
93	7,414.		5,419.	1,995.				1,995.
94	1,509.		589.	920.				920.
95	1,836.		1,364.	472.				472.
96	601.		442.	159.				159.
97	1,629.		498.	1,131.				1,131.
98	4,561.		1,681.	2,880.				2,880.
99	2,226.		837.	1,389.				1,389.
100	4,028.		3,759.	269.				269.
101	1,129.		1,011.	118.				118.
102	3,490.		3,293.	197.				197.
103	3,261.		2,360.	901.				901.
104	3,172.		2,558.	614.				614.
105	3,718.		3,044.	674.				674.
106	2,371.		2,324.	47.				47.
107	2,371.		2,886.	-515.				-515.
108	2,198.		2,355.	-157.				-157.
109	1,251.		1,107.	144.				144.
110	1,218.		1,262.	-44.				-44.
111	423.		438.	-15.				-15.
112	902.		1,555.	-653.				-653.
113	2,355.		2,647.	-292.				-292.
114	2,086.		2,249.	-163.				-163.
115	1,417.		1,166.	251.				251.
116	3,098.		2,932.	166.				166.
117	5,102.		5,476.	-374.				-374.
118	3,854.		4,199.	-345.				-345.
119	5,893.		6,049.	-156.				-156.
120	7,269.		9,117.	-1,848.				-1,848.
121	3,284.		2,277.	1,007.				1,007.
122	2,248.		2,555.	-307.				-307.
123	933.		790.	143.				143.
124	1,244.		1,260.	-16.				-16.
125	1,584.		1,579.	5.				5.
126	1,004.		827.	177.				177.
127	2,033.		2,054.	-21.				-21.
128	3,339.		3,687.	-348.				-348.
129	3,524.		3,559.	-35.				-35.
130	245.		270.	-25.				-25.
131	786.		705.	81.				81.
132	1,040.		971.	69.				69.
133	1,215.		1,314.	-99.				-99.
134	5,033.		5,017.	16.				16.
135	2,113.		1,546.	567.				567.
136	340.		397.	-57.				-57.
137	1,912.		1,791.	121.				121.
138	456.		642.	-186.				-186.
139	144.		125.	19.				19.
140	3,488.		2,790.	698.				698.

STATEMENT 8 (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)
141	1,994.		1,207.	787.				$ 787.
142	2,779.		3,861.	-1,082.				-1,082.
143	1,498.		1,099.	399.				399.
144	769.		903.	-134.				-134.
145	2,100.		2,535.	-435.				-435.
146	1,889.		1,642.	247.				247.
147	910.		884.	26.				26.
148	3,853.		5,837.	-1,984.				-1,984.
149	1,415.		927.	488.				488.
150	1,426.		1,449.	-23.				-23.
151	1,400.		1,201.	199.				199.
152	3,560.		2,447.	1,113.				1,113.
153	5,910.		7,210.	-1,300.				-1,300.
154	517.		529.	-12.				-12.
155	1,453.		1,347.	106.				106.
156	3,231.		2,168.	1,063.				1,063.
157	1,911.		1,703.	208.				208.
158	2,106.		2,196.	-90.				-90.
159	841.		1,528.	-687.				-687.
160	1,893.		1,488.	405.				405.
161	9,622.		3,581.	6,041.				6,041.
162	4,114.		1,903.	2,211.				2,211.
163	3,424.		2,891.	533.				533.
164	2,750.		2,195.	555.				555.
165	2,853.		2,462.	391.				391.
166	28.		36.	-8.				-8.
167	4,940.		2,673.	2,267.				2,267.
168	4,126.		2,465.	1,661.				1,661.
169	2,173.		1,583.	590.				590.
170	1,794.		1,097.	697.				697.
171	3,341.		1,842.	1,499.				1,499.
172	1,604.		1,110.	494.				494.
173	7,287.		5,211.	2,076.				2,076.
174	651.		465.	186.				186.
175	6,994.		2,609.	4,385.				4,385.
176	1,784.		1,187.	597.				597.
177	546.		335.	211.				211.
178	7,888.		4,213.	3,675.				3,675.
179	4,803.		2,011.	2,792.				2,792.
180	4,222.		3,264.	958.				958.
181	1,132.		826.	306.				306.
182	4,517.		3,091.	1,426.				1,426.
183	950,000.	275,850.	1032124.	193,726.				193,726.
184	175,000.	2,650.	170,577.	7,073.				7,073.
185								14,584.
							TOTAL	$ 322,369.

STATEMENT 9
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
ROBERT HAMBY GREENVILLE, SC	TRUSTEE 0	$ 0.	$ 0.	$ 0.
RANDY HARLING SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.
RALPH S HENDRICKS SIMPSONVILLE, SC	CHAIRMAN 5.00	0.	0.	0.
G WILSON JENKINS SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.
RICHARD C MOORE SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.
MARC L SAUNDERS SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.
JOHN R THOMAS GREENVILLE, SC	TRUSTEE 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

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Part II Line 10 b

Corporate Stock

	Ending Book Value	Ending Fair Market Value
Artisan Mid	74,930	104,518
Dodge and Cox	200,178	300,594
Osterweis Fund	218,153	308,693
Primecap Odyssey Growth	234,799	300,528
Royce Special Equity	72,368	100,585
T Rowe Price	225,106	376,030
Aarons	1,826	3,054
Acuity Brands	3,212	5,283
Affiliated Managers Group	2,617	8,069
Airgas	2,151	2,374
Ametek	1,649	5,185
Ansys	1,740	5,185
Aptargroup	2,145	3,674
Bio Rad Laboratories	3,642	5,673
Blackbaud	1,785	3,561
Carlisle	3,559	6,052
Carmax	1,914	4,580
Church and Dwight	1,942	3,750
City National	3,477	4,308
Clarcor	4,346	4,444
Columbia Sportswear	1,742	2,241
Copart	1,319	2,891
Cullen Frost Bankers	1,827	1,682
Dentsply	4,166	6,338
Dril-Quip	1,717	1,899
Equifax	3,488	5,737
Factset Resh Systems	1,367	3,082
Fair Isaac Corp	1,438	5,590
Flir System	3,523	3,102
Forest City Enterprises	1,375	3,537
Gentex	6,387	4,882
Graco	1,108	3,295
HHC Insurance	5,479	7,628
Henry Jack and Assoc	1,752	4,319
Hunt J B Trans	2,367	3,642
Idex	2,208	5,351
Jacobs Engineering Group	4,056	4,470
Kirby	3,178	6,498
LKQ	3,647	7,617
Markel Corp	6,466	9,535
Mettler-Toledo INTL	754	2,900
Morningstar	4,729	7,917
O Reilly Automotive	2,817	5,008
Oceaneering INTL	909	3,066
Pall Corp	1,729	2,350
Sally Beauty Co	2,367	6,246
Schein Henry	3,185	6,594
SEI Investments	2,535	4,551

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Solera Holdings	3,079	3,101
Transdigm Group	2,197	2,864
Umpqua Holdings	3,396	3,030
Varian Medical Systems	1,421	2,810
Verisk Analytics INC	2,271	3,568
Wex	1,965	3,015
Wiley John and Sons INC	4,624	4,905
American Express	6,932	6,610
Bard C R	6,970	6,842
Barrick Gold Corp	9,423	8,753
Baxter Intl	6,873	8,333
Becton Dickinson	5,498	5,864
Chevron Corp	4,159	4,326
Chubb Corp	6,962	7,155
Cisco Systems	7,036	7,172
Conoco Phillips	6,935	7,539
Dell	6,919	4,411
Devon Engery	7,484	7,286
Dr Pepper Snapple	8,433	9,278
Ebay	3,300	5,457
Exelon Corp	11,796	9,814
Exxon Mobil	9,715	9,953
Glaxo Smithkline	5,547	5,216
Google	6,094	7,074
Johnson and Johnson	8,461	9,113
Medtronic	9,764	10,460
Microsoft	11,420	9,749
Molson Coors Brewing	12,404	12,623
Newmont Mining Corp	7,162	7,198
Northrop Grumman	7,483	8,110
Pepsi Co	10,926	11,291
PNC Financial Services	9,667	8,747
Proctor and Gamble	8,376	8,826
Schwab Charles Corp	8,356	8,831
Sigma	4,142	4,415
Suntrust Bank	4,156	4,961
Target	9,781	10,355
Torchmark	4,047	4,392
Travelers	5,445	6,105
Unilever	6,277	7,086
US Bancorp	5,528	5,590
Walmart	9,738	11,258
Wells Fargo	6,921	7,178
ABB	2,939	3,347
Amcor	604	1,791
Astella Pharma	2,730	3,453
Banco Santander	1,330	1,773
BG Group	2,076	2,423
BP	4,262	4,372
Cannon	3,481	5,293
Carrefour	5,133	4,285
Deutsche	4,931	3,647
ENI Spa	2,903	3,243

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France Telecom	6,028	3,403
GDF Suez	2,266	1,410
Glaxo	3,182	4,347
Iberdrola	5,654	4,754
Koa Corp	3,043	4,129
Koninklijke	3,589	3,876
National Grid	2,622	2,987
Novartis	4,150	6,836
QBE Ins	1,246	1,166
Reed Elservier	2,546	3,313
Royal Dutch Shell	2,053	2,965
RWE	5,683	4,705
Sanofi Spon	4,065	5,875
Seven and Hldgs	3,219	3,888
Singapore Telecom	1,770	2,942
Societe Generale France	1,314	1,587
Taiwan Semiconductor	1,567	3,552
Takeda Pharmaceutical	4,403	4,684
Telefonica	4,935	3,966
Tesco	5,672	4,957
Teva	2,990	2,502
Tokio Marine Holdings	3,613	4,594
Tokyo Electron	2,153	2,005
Total S A. France	4,687	5,045
Toyota Motor	2;537	3,637
Unilever	2,665	5,305
Untd Overseas	1,160	2,694
Vinci	3,502	3,528
Vodafone Group	2,909	3,325
Zurich Ins	2,722	3,323
American Intl Group	7,809	8,684
Anglogold	10,508	9,536
Aon	5,690	6,451
Apache Corp	6,767	8,478
Barrick Gold Corp	4,642	5,111
Best Buy	2,857	1,552
CA INC	12,567	12,748
Canadian Nat Resources	11,469	10,191
Capital One	4,427	4,576
Cisco Systems	8,331	9,589
CITIgroup	10,241	11,789
CVS Caremark	3,696	5,705
EMC	2,850	3,087
General Motors	8,991	8,793
Goldman Sachs	8,088	7,143
Halliburton	3,219	4,926
Hartford	15,443	11,400
Ingersoll-Rand	1,432	5,276
JP Morgan	3,116	5,716
Lincoln	3,022	2,849
Loews	2,755	5,583
Merck and Co	3,433	4,831
Metlife	4,366	7,609

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Microsoft	4,608	6,170
Mosaic	3,462	3,568
Noble	1,243	2,950
NRG	4,692	3,471
Occidental Pertoleum	3,780	3,371
Paccar	3,822	4,883
Pfizer	6,789	9,856
Phillip Morris	1,140	2,927
Pitney Bowes	2,443	1,436
Raytheon Co	3,096	4,605
Sanofi	10,118	14,309
Talisman Eneergy	13,016	10,492
Teva Pharmaceuticals	7,450	6,273
Time Warner	5,337	8,083
Union Pacific	1,366	4,652
Unum Group	9,608	9,265
Viacom INC	2,399	9,124
Wells Fargo and Co	2,610	7,178
Accenture PLC	1,657	2,062
Amazon.com	1,136	1,254
American INTL Group	1,315	1,341
American Tower	4,956	5,254
Apple	7,373	6,918
Autozone	4,968	4,962
Biogen	6,403	8,197
Bristol Myers	3,867	3,748
CBS	7,061	7,458
Chipotle Mexican Grill	2,447	2,677
CITI Group	5,745	5,855
Comcast Corp	2,397	2,391
Cummins	3,225	3,467
Danaher Corp	2,717	2,739
Dollar General	2,706	2,293
Ebay	5,007	5,100
Equinix	4,143	4,536
Express Scripts	4,239	3,942
Gilead Sciences	6,647	7,639
GNC Holdings	2,166	1,897
Google	2,767	2,830
Grainger	5,812	5,869
Home Depot	2,199	2,660
Intuitive Surgical	4,032	3,923
Kinder Morgan	2,862	2,720
Lauder Estee	1,599	1,975
Liberty Global	3,305	3,400
Limited Brands	2,398	2,494
Linkedin	1,161	1,378
Lowes	5,164	5,150
Lululemon Athletica	3,601	3,964
Lyondellbasell	6,504	7,193

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McDonalds	2,547	2,646
Monsanto	3,619	6,909
Natl-Oilwllvarco	6,179	5,400
Nike	2,679	4,850
Pentair	4,002	4,276
Perrigo Company	1,295	1,248
Precision Castparts	5,280	6,819
Priceline.com	4,208	4,963
Qualcomm	7,060	7,299
Schlumberger	7,454	7,415
Starbucks	2,586	4,076
Starwood Hotels and Restorts	6,514	8,202
TJX Cos	3,473	5,816
Union	1,967	3,269
UNTD Rentals	672	683
US Bancorp	2,251	2,619
Visa	4,678	8,185
VMWARE	4,464	4,236
Wells Fargo	7,891	9,263
Wynn Resorts	6,148	5,512
YUM! Brands	2,275	2,324
American Funds	9,903	11,443
Delaware Emerging	9,833	11,052
Harding Loevner	5,405	5,991
Matthews International	9,833	11,625
Nuveen Tradewinds	5,016	4,794
Wells Fargo & Co	1,109	1,673
First Eagle Global Fund	10,632	10,815
	2,049,834	2,698,624