See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

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

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
HUMANITIES FOUNDATION INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
474 WANDO PARK BLVD STE 102

City or town, state or country, and ZIP + 4
MOUNT PLEASANT, SC 29464

D Employer identification number
57-0952289

E Telephone number
(843)881-7550

G Gross receipts $ 1,712,527

F Name and address of principal officer
TRACY T DORAN
474 WANDO PARK BLVD STE 102
MOUNT PLEASANT, SC 29464

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ HUMANITIESFOUNDATION ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1992

M State of legal domicile SC

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO END HOMELESSNESS THROUGHOUT THE SOUTHERN REGION OF THE UNITED STATES BY INCREASING THE AVAILABILITY OF AFFORDABLE HOUSING THROUGH NONPROFIT HOUSING DEVELOPMENT, RENTAL AND UTILITY EMERGENCY FINANCIAL ASSISTANCE, HOMELESSNESS PREVENTION PROGRAMS, ADVOCACY, AND EDUCATION AND TECHNICAL ASSISTANCE

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	8
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	4
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	270,093	45,502
	9 Program service revenue (Part VIII, line 2g)	2,572,777	1,177,186
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	451,174	490,390
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	-551
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,294,044	1,712,527
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	107,602	74,129
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	9,538	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	2,385,211	1,393,212
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,502,351	1,467,341
	19 Revenue less expenses Subtract line 18 from line 12	791,693	245,186

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	17,805,235	18,561,286
	21 Total liabilities (Part X, line 26)	5,769,602	6,280,467
	22 Net assets or fund balances Subtract line 21 from line 20	12,035,633	12,280,819

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

****** | 2013-11-15
Signature of officer | Date

CHERYL FERRARO CPA PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIK M GLASER CPA				P00724565

Firm's name ▶ GLASERDUNCAN CPAS | Firm's EIN ▶ 20-5788602

Firm's address ▶ 1040 ANNA KNAPP BLVD
MOUNT PLEASANT, SC 29464 | Phone no (843) 849-0655

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

TO END HOMELESSNESS THROUGHOUT THE SOUTHERN REGION OF THE UNITED STATES BY INCREASING THE AVAILABILITY OF AFFORDABLE HOUSING THROUGH NONPROFIT HOUSING DEVELOPMENT, RENTAL AND UTILITY EMERGENCY FINANCIAL ASSISTANCE, HOMELESSNESS PREVENTION PROGRAMS, ADVOCACY, AND EDUCATION AND TECHNICAL ASSISTANCE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 224,748 including grants of $) (Revenue $)

PREDEVELOPMENT AND DEVELOPMENT SERVICES FOR DETERMINING NEW APARTMENT SITES AND THE DEVELOPMENT OF SUCH SITES TO SERVE LOW-INCOME FAMILIES OR SENIORS

4b (Code) (Expenses $ 670,470 including grants of $) (Revenue $ 1,176,635)

HOUSING PROGRAM THE FOUNDATION DEVELOPS AND ACTS AS THE MANAGING PARTNER THROUGH ITS WHOLLY OWNED SUBSIDIARIES, FOR PROJECTS IT HAS BUILT TO SERVICE LOW-INCOME ELDERLY AND FAMILIES ADDITIONALLY, IT ESTABLISHES AND SUPERVISES SUPPORTIVE SERVICES FOR THE TENANTS IN THE HOUSING PROGRAM, THE FOUNDATION HAS THE FOLLOWING PROJECTS - GRAND OAK APARTMENTS A 59-UNIT APARTMENT COMPLEX CONSTRUCTED FOR SENIORS AGE 62 AND OLDER WITH INCOMES 50% AND 60% BELOW THE AREA MEDIAN INCOME AT 1830 MAGWOOD DRIVE, CHARLESTON, SC - RUTLEDGE PLACE APARTMENTS A 40-UNIT APARTMENT COMPLEX CONSTRUCTED FOR SENIORS AGE 62 AND OLDER WITH INCOMES 60% BELOW THE AREA MEDIAN INCOME AT 554 RUTLEDGE AVENUE, CHARLESTON, SC (SEE SCHEDULE O) - NORTH CENTRAL APARTMENTS A 36-UNIT APARTMENT BUILDING PROJECT CONSTRUCTED FOR SENIORS AGE 55 AND OLDER WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT 1054 KING STREET, CHARLESTON, SOUTH CAROLINA - SEA ISLAND APARTMENTS A 48-UNIT APARTMENT COMPLEX CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT THE CORNER OF MAYBANK HIGHWAY AND BROWNSWOOD ROAD ON JOHNS ISLAND, SOUTH CAROLINA - LAUREL HILL APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR ELDERLY AGE 55 AND OLDER WITH INCOMES 60% BELOW THE AREA MEDIAN INCOME AT 1640 RIBAUT ROAD, PORT ROYAL, SOUTH CAROLINA - SHADY GROVE APARTMENTS A 72-UNIT APARTMENT CONSTRUCTED FOR ELDERLY AGE 62 AND OLDER WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT 1725 SAVAGE ROAD, CHARLESTON, SOUTH CAROLINA - THE SHIRES APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT 1020 LITTLE JOHN STREET, CHARLESTON, SOUTH CAROLINA - SEVEN FARMS APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT 305 SEVEN FARMS DRIVE AND DANIEL ISLAND DRIVE, CHARLESTON, SOUTH CAROLINA - IVY RIDGE APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT GREENRIDGE ROAD, NORTH CHARLESTON, SOUTH CAROLINA - PINE HILL APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT ST MATTHEW ROAD, ORANGEBURG, SOUTH CAROLINA - GRANDVIEW APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR SENIORS WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT 1850 MAGWOOD ROAD, CHARLESTON, SOUTH CAROLINA - WATERFORD VILLAGE A 96-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN STAUNTON, VIRGINIA - SEVEN FARMS VILLAGE A APARTMENT BUILDING CONSTRUCTED FOR SENIORS WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME AT 305 SEVEN FARMS DRIVE, CHARLESTON, SOUTH CAROLINA - ARBOR HILL SENIOR APARTMENTS A 56 UNIT APARTMENT BUILDING CONSTRUCTED FOR SENIORS WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN PINEVILLE, LOUISIANA - MONTAGUE TERRACE APARTMENTS A 96-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN STUARTS DRAFT, VIRGINIA - REGENT PARK APARTMENTS A 72-UNIT APARTMENT BUILDING CONSTRUCTED FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN COLUMBIA, SOUTH CAROLINA - THE GARDENS SENIOR APARTMENTS A 55-UNIT APARTMENT BUILDING UNDER CONSTRUCTION FOR SENIORS WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN BATON ROUGE, LOUISIANA - PUDDLEDOCK PLACE APARTMENTS A 84-UNIT APARTMENT BUILDING UNDER DEVELOPMENT FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN RICHMOND, VIRGINIA - EDENBROOK PARK APARTMENTS A 84-UNIT APARTMENT BUILDING UNDER DEVELOPMENT FOR FAMILIES WITH INCOMES 50% BELOW THE AREA MEDIAN INCOME IN CHARLOTTESVILLE, VIRGINIA

4c (Code) (Expenses $ 156,910 including grants of $ 74,129) (Revenue $)

SHELTERNET PROJECT PROGRAM PROVIDES SHORT-TERM FINANCIAL ASSISTANCE FOR FAMILIES WHO HAVE SUFFERED A CRISIS OR FINANCIAL SETBACK THE RECIPIENTS HAVE INCOME BELOW 50% OF MEDIAN INCOME OVERHEAD COSTS ARE PAID PRIMARILY FROM OPERATING FUNDS AND NOT GRANTS OR DONATIONS

(Code) (Expenses $ 110,947 including grants of $) (Revenue $)

HOMEOWNERSHIP INITIATIVE IS A PROJECT TO DEVELOP INDIVIDUAL AFFORDABLE HOUSES ON THE CHARLESTON, SOUTH CAROLINA PENINSULA FOR FIRST-TIME HOMEBUYERS WITH INCOME 60% TO 120% OF THE AREA MEDIAN INCOME EDUCATION AND ADVOCACY PROGRAM GENERATES PUBLIC SUPPORT FOR LEGISLATIVE EFFORTS, AS WELL AS TO EDUCATE THE COMMUNITY ON THE ISSUES OF HOMELESSNESS AND THE NEED TO PROVIDE SAFE, DECENT AND AFFORDABLE HOUSING IN THE CHARLESTON, SOUTH CAROLINA AREA

4d Other program services (Describe in Schedule O)

(Expenses $ 110,947 including grants of $) (Revenue $)

4e Total program service expenses ▶ 1,163,075

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	44		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a** 8		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	**1b** 4		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**		No
6	Did the organization have members or stockholders?	**6**		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**		No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**		No
14	Did the organization have a written document retention and destruction policy?	**14**	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ SC

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☑ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ THE ORGANIZATION 474 WANDO PARK BLVD STE 102 MOUNT PLEASANT, SC (843) 881-7550

Part VII Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) GREG BROOKS ASSISTANT SECRETARY	1 00	X		X				0	0	0
(2) KAY D CLAMP BOARD MEMBER	10	X						0	0	0
(3) W DALE SMITH BOARD MEMBER	10	X						0	0	0
(4) STEPHEN R SHULER BOARD MEMBER	10	X						0	0	0
(5) DAVID O ELDRIDGE BOARD MEMBER	10	X						0	0	0
(6) TRACY T DORAN PRESIDENT & CHAIRMAN	35 00 5 00	X		X				0	85,054	0
(7) SHANE J DORAN BOARD MEMBER	20 00 20 00	X		X				0	95,185	0
(8) DONALD B PARDUE JR MAI SRA BOARD MEMBER	10	X						0	0	0
(9) ANN WYATT BOARD MEMBER	10	X						0	0	0
(10) CHERYL FERRARO SECRETARY/TREASURER	30 00 5 00			X				0	86,106	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								0	266,345	0

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**		No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
CENTERVEST LLC 474 WANDO PARK BLVD STE 102 MOUNT PLEASANT SC 29464	MISC-LABOR, CONSTRUCTION, ASSET MGT, EQU	715,531
VIRGINIA HOUSING AND DEVELOPMENT AUTHORI 601 S BELVIDERE ST RICHMOND VA 23220	TAX CREDIT FEES	109,022

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 2

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations . . .	1d				
	e	Government grants (contributions)	1e	18,090			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	27,412			
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f . . . . . ▶		45,502			
Program Service Revenue			Business Code				
	2a	DEVELOPER FEES	531110	845,472	845,472		
	b	ADMINISTRATION FEES	531110	331,714	331,714		
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		1,177,186			
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		490,390			490,390
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties . . . . . ▶					
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) . . . . . ▶					
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss) . . . . . ▶					
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from fundraising events . . ▶					
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . ▶					
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶					
		Miscellaneous Revenue	Business Code				
	11a	INVESTMENTS IN PARTNER		-551	-551		
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . . ▶		-551			
	12	**Total revenue.** See Instructions . . . . . ▶		1,712,527	1,176,635	0	490,390

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX . . . . . ☑

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22	74,129	74,129		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	386,833	308,741	78,092	
b Legal	77,250	17,414	59,836	
c Accounting	32,032	6,555	25,477	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	551,368	551,368		
12 Advertising and promotion	4,322		4,322	
13 Office expenses	39,864	23,263	16,601	
14 Information technology	16,897	936	15,961	
15 Royalties . .				
16 Occupancy	117,902	70,741	47,161	
17 Travel	86,143	61,431	24,712	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,340	5,340		
20 Interest	18,237	2,675	15,562	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,610	4,566	3,044	
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a DUES & SUBSCRIPTIONS	19,269	14,430	4,839	
b MISCELLANEOUS	15,333	6,674	8,659	
c PREDEVELOPMENT EXPENSE	14,812	14,812		
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	1,467,341	1,163,075	304,266	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X . . . . . ☑

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		981,700	1	1,232,169
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		20,894	4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		6,017,762	7	6,026,489
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 66,563			
	b	Less accumulated depreciation	10b 47,241	4,029	10c	19,322
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		687,095	12	722,999
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		10,093,755	15	10,560,307
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		17,805,235	16	18,561,286
Liabilities	17	Accounts payable and accrued expenses		240,147	17	119,051
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		4,822,957	23	5,368,343
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		706,498	25	793,073
	26	**Total liabilities.** Add lines 17 through 25		5,769,602	26	6,280,467
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		12,035,633	27	12,280,819
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		12,035,633	33	12,280,819
	34	Total liabilities and net assets/fund balances		17,805,235	34	18,561,286

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,712,527
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,467,341
3	Revenue less expenses Subtract line 2 from line 1	3	245,186
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,035,633
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	12,280,819

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HUMANITIES FOUNDATION INC

Employer identification number
57-0952289

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☑ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (see instructions) **12**

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . . ▶☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2011 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	207,208	127,023	327,271	270,093	45,502	977,097
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	1,560,546	727,965	1,510,823	2,572,777	1,177,186	7,549,297
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	1,767,754	854,988	1,838,094	2,842,870	1,222,688	8,526,394
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 **Public support** (Subtract line 7c from line 6)						8,526,394

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	1,767,754	854,988	1,838,094	2,842,870	1,222,688	8,526,394
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	392,335	504,142	422,235	451,174	490,390	2,260,276
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	392,335	504,142	422,235	451,174	490,390	2,260,276
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)	2,160,089	1,359,130	2,260,329	3,294,044	1,713,078	10,786,670

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	79 050 %
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	20 950 %
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HUMANITIES FOUNDATION INC

Employer identification number
57-0952289

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance					
b	Contributions					
c	Net investment earnings, gains, and losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		66,563	47,241	19,322
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				19,322

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) MORTGAGE RECEIVABLE	10,543,720
(2) DEPOSITS	5,215
(3) LOAN COSTS	11,372
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	10,560,307

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
DUE TO AFFILIATES	793,073
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	793,073

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	ASC 740, "INCOME TAXES," (FASB INTERPRETATION NO 48, "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES" (FIN 48)), WAS ISSUED IN 2006 AND CLARIFIES THE ACCOUNTING RECOGNITION AND MEASUREMENT OF UNCERTAINTIES IN INCOME TAXES FOR ALL ENTITIES, INCLUDING PASS-THROUGH ENTITIES, SUCH AS S-CORPORATIONS, LIMITED LIABILITY COMPANIES, AND PARTNERSHIPS THE FOUNDATION HAS ADOPTED THE PROVISIONS OF ASC 740 FOR THE YEAR ENDED DECEMBER 31, 2011, AND MANAGEMENT HAS DEEMED THERE NOT TO BE ANY RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS FROM THE MEASUREMENT OF UNCERTAINTIES IN INCOME TAXES

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HUMANITIES FOUNDATION INC

Employer identification number
57-0952289

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) RENT PAID FOR SHELTERNET RECIPIENTS	76	58,420			
(2) UTILITIES PAID FOR SHELTERNET AND OTHER RECIPIENTS	66	14,650			
(3) SECURITY DEPOSIT ASSISTANCE	2	550			
(4) MORTGAGE PAYMENT ASSISTANCE	1	509			

Part IV **Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 SHELTERNET STAFF WORKS DIRECTLY WITH LOCAL AGENCIES TO PROVIDE EMERGENCY FINANCIAL ASSISTANCE TO FAMILIES AND INDIVIDUALS WITH INCOMES AT OR BELOW 50% OF THE AREA MEDIAN INCOME (AMI) WHO HAVE TEMPORARILY FALLEN BEHIND ON THEIR BILLS, OR ARE HOMELESS AND NEED HELP MOVING INTO AN APARTMENT ASSISTANCE CAN BE PROVIDED ONCE EVERY TWELVE MONTHS SHELTERNET FUNDS ARE RAISED THROUGH PRIVATE DONATIONS, FOUNDATIONS AND GOVERNMENT BLOCK GRANTS SHELTERNET DOES NOT ACCEPT APPLICATIONS DIRECTLY FROM CLIENTS - ALL APPLICATIONS MUST BE RECEIVED FROM PARTICIPATING REFERRAL AGENCIES ASSISTANCE CHECKS ARE WRITTEN TO AND MAILED DIRECTLY TO THE BILLING SOURCE, NOT THE CLIENT

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HUMANITIES FOUNDATION INC

Employer identification number
57-0952289

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
Total			▶ $									

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) Sharing of organization's revenues? No
(1) CENTERVEST LLC	OWNER IS PRESIDENT OF THE HUMANITIES FOUNDATION	715,531	ORGANIZATION PAID TO PROVIDE VARIOUS SERVICES (ADMINISTRATIVE, DEVELOPMENT, CONSTRUCTION, EQUITY, & ASSET MANAGEMENT)		No
(2) CENTERVEST LLC	OWNER IS PRESIDENT OF THE HUMANITIES FOUNDATION	85,059	COMPENSATION PAID TO TRACY T DORAN, PRESIDENT/CHAIRMAN OF THE HUMANITIES FOUNDATION		No
(3) CENTERVEST LLC	OWNER IS PRESIDENT OF THE HUMANITIES FOUNDATION	95,185	COMPENSATION PAID TO SHANE DORAN, BOARD MEMBER OF THE HUMANITIES FOUNDATION AND STEP-SON OF TRACY DORAN, PRESIDENT/CHAIR OF HUMANITIES FOUNDATION		No
(4) CENTERVEST LLC	OWNER IS PRESIDENT OF THE HUMANITIES FOUNDATION	86,106	COMPENSATION PAID TO CHERYL FERRARO, TREASURER AND SECRETARY OF THE HUMANITIES FOUNDATION		No
(5) W SMITH & COMPANY	OWNER IS A BOARD MEMBER OF THE HUMANITIES FOUNDATION	30,000	MARKETING		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HUMANITIES FOUNDATION INC

Employer identification number
57-0952289

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	SHANE DORAN, VICE PRESIDENT, IS THE STEP-SON OF TRACY DORAN, PRESIDENT AND CHAIRMAN SHANE DORAN, VICE PRESIDENT, IS THE NEPHEW OF KAY D CLAMP, BOARD MEMBER TRACY T DORAN, PRESIDENT AND CHAIRMAN, AND KAY D CLAMP, BOARD MEMBER, ARE SISTER-IN-LAWS
	FORM 990, PART VI, SECTION B, LINE 11	THE BOARD OF DIRECTORS' FINANCE COMMITTE REVIEWS FORM 990 FOR ISSUES THAT SHOULD BE BROUGHT TO THE BOARD'S ATTENTION A COPY OF FORM 990 IS THEN PROVIDED TO EACH BOARD MEMBER FOR REVIEW RETURN IS FILED AFTER ALL COMMENTS & CONCERNS ARE ADDRESSED
	FORM 990, PART VI, SECTION B, LINE 12C	BOARD MEMBERS ARE REQUESTED TO SIGN CONFLICT OF INTEREST FORMS ANNUALLY
	FORM 990, PART VI, SECTION B, LINE 15	THE ORGANIZATION PERIODICALLY PERFORMS SALARY COMPARABILITY STUDIES THE FINANCE COMMITTEE APPROVES SALARIES
	FORM 990, PART VI, SECTION C, LINE 18	FORM 1023 AND FORM 990 ARE AVAILABLE AT THE FOUNDATION'S CORPORATE OFFICES AS WELL AS ON OTHER PUBLIC WEBSITES
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST
OTHER FEES	FORM 990, PART IX, LINE 11G	VIDEO PRODUCTION, MEDIA AND PREDVELOPMENT MEDIA SERVICES PROGRAM SERVICE EXPENSES 97,416 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 97,416 NONPROFIT REALESTATE DEVELOPMENT FEES PROGRAM SERVICE EXPENSES 258,238 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 258,238 CONSTRUCTION MANAGEMENT FEES PROGRAM SERVICE EXPENSES 160,006 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 160,006 ASSET MANAGEMENT AND EQUITY FEES PROGRAM SERVICE EXPENSES 35,708 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 35,708

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319041733

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HUMANITIES FOUNDATION INC

Employer identification number
57-0952289

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) HF LAUREL HILL LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0510123	HOUSING	SC	-8	329,843	HUMANITIES FOUNDATION INC
(2) HF NORTH CENTRAL LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0396725	HOUSING	SC	-48	-244	HUMANITIES FOUNDATION INC
(3) HF SEVEN FARMS LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 32-0117105	HOUSING	SC	-19,758	-148,860	HUMANITIES FOUNDATION INC
(4) HF SHADY GROVE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0510110	HOUSING	SC	19,726	87,609	HUMANITIES FOUNDATION INC
(5) HF SHIRES LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 35-2231374	HOUSING	SC	-30	-130	HUMANITIES FOUNDATION INC
(6) HF TRANSPORTATION LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 46-0604733	TRANSPORTATION	SC	0	0	HUMANITIES FOUNDATION INC

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) HUMANITIES HOUSING INC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-1026781	HOUSING	SC	501 (C)	170(B)(1)(A)(VI)	HUMANITIES FOUNDATION INC		No

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
See Additional Data Table												

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity? Yes	(i) No
(1) HF ARBOR HILL LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 45-3031430	HOUSING	SC	HUMANITIES FOUNDATION INC	C	-15	-6	100 000 %		No
(2) HF IVY LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-0952289	HOUSING	SC	HUMANITIES FOUNDATION INC	C	-31	-199	100 000 %		No
(3) HF PINE HILL LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 20-4335901	HOUSING	SC	HUMANITIES FOUNDATION INC	C	-23	-157	100 000 %		No
(4) HF RUTLEDGE INC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-1079689	HOUSING	SC	HUMANITIES FOUNDATION INC	C	-233	18,100	100 000 %		No
(5) HF SEA ISLAND INC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-1121785	HOUSING	SC	HUMANITIES FOUNDATION INC	C	-11	311,846	100 000 %		No
(6) HF WATERFORD LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 26-4818954	HOUSING	SC	HUMANITIES FOUNDATION INC	C	3,557	-42	100 000 %		No

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a	Yes	
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Software ID:
Software Version:
EIN: 57-0952289
Name: HUMANITIES FOUNDATION INC

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
HF LAUREL HILL LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0510123	HOUSING	SC	-8	329,843	HUMANITIES FOUNDATION INC
HF NORTH CENTRAL LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0396725	HOUSING	SC	-48	-244	HUMANITIES FOUNDATION INC
HF SEVEN FARMS LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 32-0117105	HOUSING	SC	-19,758	-148,860	HUMANITIES FOUNDATION INC
HF SHADY GROVE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0510110	HOUSING	SC	19,726	87,609	HUMANITIES FOUNDATION INC
HF SHIRES LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 35-2231374	HOUSING	SC	-30	-130	HUMANITIES FOUNDATION INC
HF TRANSPORTATION LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 46-0604733	TRANSPORTATION	SC	0	0	HUMANITIES FOUNDATION INC

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
GRAND OAKS APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-1083934	HOUSING	SC	N/A									
HF MAGWOOD LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 58-2476837	HOUSING	SC	HUMANITIES FOUNDATION INC		-143	96,807		No		Yes		99 000 %
IVY RIDGE APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 20-2797956	HOUSING	SC	N/A									
LAUREL HILL APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 03-0510120	HOUSING	SC	N/A									
NORTH CENTRAL APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 01-0614402	HOUSING	SC	N/A									
PINE HILL APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 20-4327437	HOUSING	SC	N/A									
RUTLEDGE PLACE APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-1079691	HOUSING	SC	N/A									
SEA ISLAND APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 57-1121788	HOUSING	SC	N/A									
SEVEN FARMS APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 16-1692908	HOUSING	SC	N/A									
SHADY GROVE APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 55-0821907	HOUSING	SC	N/A									
THE SHIRES APARTMENTS LP 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 16-1692911	HOUSING	SC	N/A									
ARBOR HILL SENIOR APARTMENTS LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 45-3031550	HOUSING	LA	N/A									
THE GARDENS SENIOR APARTMENTS LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 30-0741609	HOUSING	LA	N/A									
GRANDVIEW APARTMENTS LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 27-0256469	HOUSING	SC	N/A									
MONTAGUE TERRACE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 27-2042704	HOUSING	VA	N/A									

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
REGENT PARK APARTMENTS LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 27-2556910	HOUSING	SC	N/A									
SEVEN FARMS VILLAGE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 27-0256415	HOUSING	SC	N/A									
WATERFORD VILLAGE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 26-4819009	HOUSING	VA	N/A									
PUDDLEDOCK PLACE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 46-1223521	HOUSING	VA	N/A									
HF PUDDLEDOCK LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 35-2457514	HOUSING	SC	N/A									
HFJDC PUDDLEDOCK PLACE LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 46-1210500	HOUSING	SC	HUMANITIES FOUNDATION INC					No		Yes		50 000 %
EDENBROOK PARK LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 46-1241438	HOUSING	VA	N/A									
HF EDENBROOK LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 80-0860001	HOUSING	SC	N/A									
HFJDC EDENBROOK PARK LLC 474 WANDO PARK BLVD STE 102 MT PLEASANT, SC 29464 46-1211147	HOUSING	SC	HUMANITIES FOUNDATION INC					No		Yes		50 000 %

--> **Form 990, Schedule R, Part V - Transactions With Related Organizations**

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
GRAND OAKS APARTMENTS LP	D	1,133,300	FAIR MARKET VALUE
IVY RIDGE APARTMENTS LP	D	1,019,662	FAIR MARKET VALUE
LAUREL HILL APARTMENTS LP	D	320,821	FAIR MARKET VALUE
NORTH CENTRAL APARTMENTS LP	D	845,550	FAIR MARKET VALUE
PINE HILL APARTMENTS LP	D	600,000	FAIR MARKET VALUE
RUTLEDGE PLACE APARTMENTS LP	D	1,421,515	FAIR MARKET VALUE
SEA ISLAND APARTMENTS LP	D	911,000	FAIR MARKET VALUE
SEVEN FARMS APARTMENTS LP	D	1,523,945	FAIR MARKET VALUE
SHADY GROVE APARTMENTS LP	D	1,247,676	FAIR MARKET VALUE
THE SHIRES APARTMENTS LP	D	363,350	FAIR MARKET VALUE
HUMANITIES HOUSING	D	229,957	FAIR MARKET VALUE
SEVEN FARMS VILLAGE	D	351,872	FAIR MARKET VALUE
WATERFORD VILLAGE	D	550,000	FAIR MARKET VALUE
MONTAGUE TERRACE LLC	D	550,000	FAIR MARKET VALUE
ARBOR HILL SENIOR APARTMENTS	D	18,257	FAIR MARKET VALUE
GRAND OAKS APARTMENTS LP	A	59,900	FAIR MARKET VALUE
IVY RIDGE APARTMENTS LP	A	64,726	FAIR MARKET VALUE
LAUREL HILL APARTMENTS LP	A	12,476	FAIR MARKET VALUE
NORTH CENTRAL APARTMENTS LP	A	37,327	FAIR MARKET VALUE
PINE HILL APARTMENTS LP	A	33,254	FAIR MARKET VALUE
RUTLEDGE PLACE APARTMENTS LP	A	40,140	FAIR MARKET VALUE
SEA ISLAND APARTMENTS LP	A	45,085	FAIR MARKET VALUE
SEVEN FARMS APARTMENTS LP	A	83,834	FAIR MARKET VALUE
SHADY GROVE APARTMENTS LP	A	24,493	FAIR MARKET VALUE
THE SHIRES APARTMENTS LP	A	61,342	FAIR MARKET VALUE

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
SEVEN FARMS VILLAGE	A	71,071	FAIR MARKET VALUE
HUMANITIES HOUSING	E	28,398	FAIR MARKET VALUE
THE GARDENS SENIOR APARTMENTS	E	261,000	FAIR MARKET VALUE