ORIGINAL

** AMENDED RETURN **

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
PHIFER/JOHNSON FOUNDATION

A Employer identification number
57-6153679

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 3524

B Telephone number (see instructions)
(864) 585-2000

City or town, state, and ZIP code
SPARTANBURG, SC 29304

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☒ Amended return
☐ Address change ☐ Name change

H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 14,882,908.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	173,676.	173,676.		ATCH 1
	4	Dividends and interest from securities	206,792.	206,792.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-3,738,140.			
	b	Gross sales price for all assets on line 6a 12,272,769.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	54,753.	18,812.		
	12	**Total.** Add lines 1 through 11	-3,302,919.	399,280.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,825.			
	c	Other professional fees (attach schedule)	82,038.	3,625.		
	17	Interest	12,914.	12,914.		
	18	Taxes (attach schedule) (see instructions) ATCH 4	2,988.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	8,198.	45.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	117,963.	16,584.		
	25	Contributions, gifts, grants paid	2,126,444.			2,126,444.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,244,407.	16,584.	0	2,126,444.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-5,547,326.			
	b	**Net investment income** (if negative, enter -0-)		382,696.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
	Assets			
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	1,707,441.	1,629,461.	1,629,461.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	8,887,235.		
c	Investments - corporate bonds (attach schedule) ATCH 7	9,441,127.	13,429,173.	13,253,443.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)	1,896.	4.	4.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	20,037,699.	15,058,638.	14,882,908.
	Liabilities			
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)		357,352.	ATCH 9
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	357,352.	
	Net Assets or Fund Balances			
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	20,037,699.	14,701,286.	
30	**Total net assets or fund balances** (see instructions)	20,037,699.	14,701,286.	
31	**Total liabilities and net assets/fund balances** (see instructions)	20,037,699.	15,058,638.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,037,699.
2	Enter amount from Part I, line 27a	2	-5,547,326.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	210,913.
4	Add lines 1, 2, and 3	4	14,701,286.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,701,286.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-3,738,140.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,162,063.	15,777,500.	0.137035
2010	2,126,831.	16,517,005.	0.128766
2009	2,846,067.	16,450,784.	0.173005
2008	3,142,217.	24,872,007.	0.126335
2007	2,802,049.	36,188,208.	0.077430

2	Total of line 1, column (d)	2	0.642571
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.128514
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,631,339.
5	Multiply line 4 by line 3	5	1,880,332.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,827.
7	Add lines 5 and 6	7	1,884,159.
8	Enter qualifying distributions from Part XII, line 4	8	2,126,444.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,827.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,827.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,827.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,171.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	96.		
7	Total credits and payments Add lines 6a through 6d O.R. OVERPAYMENT		-3,361.	7	3,906.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	79.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 79. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MR. DAN C. BREEDEN Telephone no ▶ (864)585-2000

Located at ▶ PO BOX 3524, SPARTANBURG, SC ZIP+4 ▶ 29304

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE DEAN JOHNSON, JR. 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
GEORGE D. JOHNSON, III 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
SUSAN P.JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
SUSANNA P. JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

Total number of others receiving over $50,000 for professional services . . . . ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	375,590.
b	Average of monthly cash balances	1b	2,881,727.
c	Fair market value of all other assets (see instructions)	1c	11,596,834.
d	**Total** (add lines 1a, b, and c)	1d	14,854,151.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,854,151.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	222,812.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,631,339.
6	**Minimum investment return.** Enter 5% of line 5	6	731,567.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	731,567.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,827.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,827.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	727,740.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	727,740.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	727,740.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,126,444.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,126,444.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,827.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,122,617.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				727,740.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... 1,048,789.				
b From 2008 ...... 1,915,969.				
c From 2009 ...... 2,029,508.				
d From 2010 ...... 1,337,765.				
e From 2011 ...... 1,381,296.				
f Total of lines 3a through e	7,713,327.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,126,444.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				727,740.
e Remaining amount distributed out of corpus	1,398,704.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,112,031.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,048,789.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,063,242.			
10 Analysis of line 9				
a Excess from 2008 ... 1,915,969.				
b Excess from 2009 ... 2,029,508.				
c Excess from 2010 ... 1,337,765.				
d Excess from 2011 ... 1,381,296.				
e Excess from 2012 ... 1,398,704.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

ATCH 11

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . ▶ 3a				2,126,444.
b *Approved for future payment*				
ATCH 13				
Total . . . . ▶ 3b				6,730,293.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	173,676.	
4 Dividends and interest from securities			15	206,792.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-3,738,140.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14				54,753.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-3,302,919.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -3,302,919.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 8/26/13 Date | ▶ Director Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
William V. Kastler		8/23/12		P00537730

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP | Firm's EIN ▶ 13-4008324

Firm's address ▶ 320 E.MAIN ST.,STE 420
SPARTANBURG, SC 29302 | Phone no 864-577-8810

** AMENDED RETURN **

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: PHIFER/JOHNSON FOUNDATION

Employer identification number: 57-6153679

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	31,547.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	31,547.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,810,147.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	40,460.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-3,769,687.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

** AMENDED RETURN **

Part III Summary of Parts I and II **Caution:** *Read the instructions before completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			31,547.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-3,769,687.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-3,738,140.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or b** $3,000 | 16 | (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19

20 Add lines 18 and 19 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- 22

23 Subtract line 22 from line 17 If zero or less, enter -0- 23

24 Enter the **smaller** of the amount on line 17 or $2,400 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 25

26 Subtract line 25 from line 24 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) 28

29 Subtract line 28 from line 27 29

30 Multiply line 29 by 15% (15) 30

31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31

32 Add lines 30 and 31 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34

** AMENDED RETURN **

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust
PHIFER/JOHNSON FOUNDATION

Employer identification number
57-6153679

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED CSCHWAB 7503-8696			1,162,224.	1,143,901.	18,323.
SEE ATTACHED JPM Q-25549			1,159,142.	1,150,887.	8,255.
SEE ATTACHED JPM Q-25549			508,745.	503,861.	4,884.
K-1: LAZARD INTERNATIONAL (32-0341680)					82.
K-1: JACAR PARENT, LLC (45-3551698)					3.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 31,547.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED CSCHWAB 7503-8696			173,200.	172,375.	825.
SEE ATTACHED CSCHWAB 7503-8696			200,059.	207,246.	-7,187.
SEE ATTACHED BARCLAYS 832-93315			2,175,919.	3,821,722.	-1,645,803.
SEE ATTACHED JPM Q-66307			2,496,688.	2,452,996.	43,692.
SEE ATTACHED JPM Q-25548			2,833,052.	4,003,761.	-1,170,709.
SEE ATTACHED JPM Q-25549			1,200,520.	1,862,614.	-662,094.
SEE ATTACHED LIONS GATE			322,760.	400,765.	-78,005.
K-1: JACAR PARENT, LLC (45-3551698)					48,814.
K-1: LIONS GATE CAPITAL LP (41-2128861)					-342,323.
K-1: LAZARD INTERNATIONAL (32-0341680)					1,818.
FROM 8621: MUNDANE INTERNATIONAL					825.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -3,810,147.

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012

	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE ATTACHED FOR DETAILS				
SHORT-TERM, BOX A				
CHARLES SCHWAB 7503-8698	1,143,901.33	1,162,224 37	18,323.04	-
BARCLAYS 832-93315	-	-	-	-
MISC	-	-	-	-
JP MORGAN Q-66307-00-2	-	-	-	-
JP MORGAN Q-25548-00-1	-	-	-	-
JP MORGAN Q-25549-00-9	1,150,887.13	1,159,141.82	8,254.69	-
TOTAL SHORT-TERM, BOX A	2,294,788.46	2,321,366.19	26,577.73	-
SHORT-TERM, BOX B				
CHARLES SCHWAB 7503-8696	-	-	-	-
BARCLAYS 832-93315	-	-	-	-
MISC	-	-	-	-
JP MORGAN Q-66307-00-2	-	-	-	-
JP MORGAN Q-25548-00-1	-	-	-	-
JP MORGAN Q-25549-00-9	503,861.03	508,745.21	4,884.18	-
TOTAL SHORT-TERM, BOX B	503,861.03	508,745.21	4,884.18	-
SHORT-TERM, BOX C				
CHARLES SCHWAB 7503-8696	-	-	-	-
BARCLAYS 832-93315	-	-	-	-
MISC	-	-	-	-
JP MORGAN Q-66307-00-2	-	-	-	-
JP MORGAN Q-25548-00-1	-	-	-	-
JP MORGAN Q-25549-00-9	-	-	-	-
TOTAL SHORT-TERM, BOX C	-	-	-	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012

	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM, BOX A				
CHARLES SCHWAB 7503-8696	172,375.38	173,199.72	-	824.34
BARCLAYS 832-93315	-	-	-	-
MISC	-	-	-	-
JP MORGAN Q-66307-00-2	-	-	-	-
JP MORGAN Q-25548-00-1	-	-	-	-
JP MORGAN Q-25549-00-9	-	-	-	-
TOTAL LONG-TERM, BOX A	172,375.38	173,199.72	-	824.34
LONG-TERM, BOX B				
CHARLES SCHWAB 7503-8696	207,245 66	200,058.71	-	(7,186.95)
BARCLAYS 832-93315	3,821,722.02	2,175,919.08	-	(1,645,802.94)
MISC	-	-	-	-
JP MORGAN Q-66307-00-2	2,452,995.93	2,496,687.97	-	43,692.04
JP MORGAN Q-25548-00-1	4,003,761.30	2,833,051.75	-	(1,170,709 55)
JP MORGAN Q-25549-00-9	1,862,613.94	1,200,519.88	-	(662,094.06)
TOTAL LONG-TERM, BOX B	12,348,338.85	8,906,237.39	-	(3,442,101.46)
LONG-TERM, BOX C				
CHARLES SCHWAB 7503-8696	-	-	-	-
BARCLAYS 832-93315	-	-	-	-
MISC	400,765.00	322,760.39	-	(78,004 61)
JP MORGAN Q-66307-00-2	-	-	-	-
JP MORGAN Q-25548-00-1	-	-	-	-
JP MORGAN Q-25549-00-9	-	-	-	-
TOTAL LONG-TERM, BOX C	400,765.00	322,760.39	-	(78,004.61)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012

	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
GRAND TOTALS	15,720,128.72	12,232,308.90	31,461.91	(3,519,281.73)
		322,760.39		

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
CHARLES SCHWAB 7503-8696

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SHORT-TERM GAINS /(LOSSES), BOX A							
FEDERATED GOVERNMENT ULTRA SHORT FUND	45,317.22	10/23/12	12/05/12	450,000.00	449,980.00	(20.00)	
FEDERATED GOVERNMENT ULTRA SHORT FUND	27,693.85	10/23/12	12/17/12	275,000.00	274,980.00	(20.00)	
SOLAR SENIOR CAPITAL	2,675.00	03/12/12	12/11/12	45,527.43	48,790.80	3,263.37	
VANGUARD CORP BOND ETF INTERMEDIATE FD	4,000.00	03/08/12	12/03/12	338,800.90	353,357.13	14,556.23	
VANGUARD GROWTH	90.00	05/03/12	12/12/12	6,397.20	6,449.79	52.59	
VANGUARD GROWTH	100.00	05/03/12	12/12/12	7,108.00	7,166.11	58.11	
VANGUARD GROWTH	100.00	05/03/12	12/12/12	7,108.00	7,168.21	60.21	
VANGUARD GROWTH	100.00	05/07/12	12/12/12	6,925.00	7,166.22	241.22	
VANGUARD GROWTH	100.00	05/07/12	12/12/12	7,034.80	7,166.11	131.31	
						-	
TOTAL SHORT-TERM, BOX A				1,143,901.33	1,162,224.37	18,323.04	-
SHORT-TERM GAINS /(LOSSES), BOX B							
						-	
						-	
TOTAL SHORT-TERM, BOX B				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX C							
						-	
						-	
TOTAL SHORT-TERM, BOX C				-	-	-	-
TOTAL SHORT-TERM GAINS/(LOSSES)				1,143,901.33	1,162,224.37	18,323.04	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
CHARLES SCHWAB 7503-8696

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM GAINS/(LOSSES), BOX A							
SOLAR SENIOR CAPITAL	8,508.00	07/14/11	12/04/12	156,209.97	155,033.12		(1,176 85)
SOLAR SENIOR CAPITAL	996.00	08/12/11	12/11/12	16,165.41	18,166.60		2,001.19
							-
TOTAL LONG-TERM, BOX A				172,375.38	173,199.72	-	824.34
LONG-TERM GAINS/(LOSSES), BOX B							
LAZARD EMERGING MARKETS INST	1,260.71	10/20/09	12/11/12	23,234 99	24,980.00		1,745.01
LAZARD EMERGING MARKETS INST	1,255.02	10/20/09	12/13/12	23,130.02	24,980.00		1,849.98
VAN ECK GLOBAL HARD ASSETS	2,231.14	08/17/11	12/11/12	112,360.58	99,980.00		(12,380.58)
VABGUARD VALUE	845 00	05/16/11	12/12/12	48,520.07	50,118.71		1,598.64
							-
TOTAL LONG-TERM, BOX B				207,245.66	200,058.71	-	(7,186.95)
LONG-TERM GAINS/(LOSSES), BOX C							
							-
TOTAL LONG-TERM, BOX C				-	-	-	-
TOTAL LONG-TERM GAINS/(LOSSES)				379,621.04	373,258.43	-	(6,362.61)
TOTAL GAINS/(LOSSES)				1,523,522.37	1,535,482.80	18,323.04	(6,362.61)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
BARCLAYS 832-93315

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SHORT-TERM GAINS /(LOSSES), BOX A							
						-	
						-	
						-	
						-	
TOTAL SHORT-TERM, BOX A				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX B							
						-	
						-	
TOTAL SHORT-TERM, BOX B				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX C							
						-	
						-	
TOTAL SHORT-TERM, BOX C				-	-	-	-
TOTAL SHORT-TERM GAINS/(LOSSES)				-	-	-	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
BARCLAYS 832-93315

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM GAINS/(LOSSES), BOX A							
							-
							-
TOTAL LONG-TERM, BOX A				-	-	-	-
LONG-TERM GAINS/(LOSSES), BOX B							
ADVANCE AMERICA, CASH ADVANCE	8,492.00	11/07/97	02/03/12	170,689.20	72,167.80		(98,521.40)
ADVANCE AMERICA, CASH ADVANCE	1,770.00	11/07/97	02/09/12	35,577.00	14,450.14		(21,126.86)
ADVANCE AMERICA, CASH ADVANCE	2,230.00	11/07/97	02/13/12	44,823.00	18,236.37		(26,586.63)
ADVANCE AMERICA, CASH ADVANCE	1,063.00	11/07/97	02/15/12	21,366.30	8,626.25		(12,740.05)
ADVANCE AMERICA, CASH ADVANCE	151,445.00	11/07/97	02/16/12	2,871,318.27	1,583,104.15		(1,288,214.12)
ADVANCE AMERICA, CASH ADVANCE	26,158.00	11/07/97	02/17/12	385,307 34	272,925.88		(112,381.46)
ADVANCE AMERICA, CASH ADVANCE	9,897.00	11/07/97	02/21/12	145,782.81	102,727.51		(43,055.30)
ADVANCE AMERICA, CASH ADVANCE	9,970 00	11/07/97	02/22/12	146,858.10	103,680.98		(43,177.12)
							-
TOTAL LONG-TERM, BOX B				3,821,722.02	2,175,919.08	-	(1,645,802.94)
LONG-TERM GAINS/(LOSSES), BOX C							
							-
TOTAL LONG-TERM, BOX C				-	-	-	-
TOTAL LONG-TERM GAINS/(LOSSES)				3,821,722.02	2,175,919.08	-	(1,645,802.94)
TOTAL GAINS/(LOSSES)				3,821,722.02	2,175,919.08	-	(1,645,802.94)
					-		

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
MISC

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SHORT-TERM GAINS /(LOSSES), BOX A							
						-	
						-	
						-	
						-	
TOTAL SHORT-TERM, BOX A				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX B							
						-	
						-	
TOTAL SHORT-TERM, BOX B				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX C							
						-	
						-	
TOTAL SHORT-TERM, BOX C				-	-	-	-
TOTAL SHORT-TERM GAINS/(LOSSES)				-	-	-	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
MISC

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM GAINS/(LOSSES), BOX A							
							-
							-
TOTAL LONG-TERM, BOX A				-	-	-	-
LONG-TERM GAINS/(LOSSES), BOX B							
							-
							-
TOTAL LONG-TERM, BOX B				-	-	-	-
LONG-TERM GAINS/(LOSSES), BOX C							
LIONS GATE CAPITAL				400,765.00	58,442.39		(342,322.61)
LIONS GATE CAPITAL				-	264,318.00		264,318.00
TOTAL LONG-TERM, BOX C				400,765.00	322,760.39	-	(78,004.61)
TOTAL LONG-TERM GAINS/(LOSSES)				400,765.00	322,760.39	-	(78,004.61)
TOTAL GAINS/(LOSSES)				400,765.00	322,760.39	-	(78,004.61)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
JP MORGAN Q-66307-00-2

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SHORT-TERM GAINS /(LOSSES), BOX A							
						-	
						-	
						-	
						-	
TOTAL SHORT-TERM, BOX A, COVERED, BASIS REPORTED				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX B							
						-	
						-	
TOTAL SHORT-TERM, BOX B, NONCOVERED, BASIS NOT REPORTED				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX C							
						-	
						-	
TOTAL SHORT-TERM, BOX C				-	-	-	-
TOTAL SHORT-TERM GAINS/(LOSSES)				-	-	-	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
JP MORGAN Q-66307-00-2

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM GAINS/(LOSSES), BOX A							
							-
							-
TOTAL LONG-TERM, BOX A, COVERED, BASIS REPORTED				-	-	-	-
LONG-TERM GAINS/(LOSSES), BOX B							
FRANKLIN AUTO TRUST	209,194.790	03/24/10	01/20/12	205,533.88	209,194.79		3,660.91
FRANKLIN AUTO TRUST	2,287,493.180	03/24/10	02/21/12	2,247,462.05	2,287,493.18		40,031.13
							-
TOTAL LONG-TERM, BOX B, NONCOVERED, BASIS NOT REPORTED				2,452,995.93	2,496,687.97	-	43,692.04
LONG-TERM GAINS/(LOSSES), BOX C							
							-
TOTAL LONG-TERM, BOX C				-	-	-	-
TOTAL LONG-TERM GAINS/(LOSSES)				2,452,995.93	2,496,687.97	-	43,692.04
TOTAL GAINS/(LOSSES)				2,452,995.93	2,496,687.97	-	43,692.04
					-		

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PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
JP MORGAN Q-25548-00-1

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SHORT-TERM GAINS /(LOSSES), BOX A							
						-	
						-	
						-	
						-	
TOTAL SHORT-TERM, BOX A, COVERED, BASIS REPORTED				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX B							
						-	
						-	
TOTAL SHORT-TERM, BOX B, NONCOVERED, BASIS NOT REPORTED				-	-	-	-
SHORT-TERM GAINS /(LOSSES), BOX C							
						-	
						-	
TOTAL SHORT-TERM, BOX C				-	-	-	-
TOTAL SHORT-TERM GAINS/(LOSSES)				-	-	-	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
JP MORGAN Q-25548-00-1

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM GAINS/(LOSSES), BOX A							
							-
							-
TOTAL LONG-TERM, BOX A, COVERED, BASIS REPORTED				-	-	-	-
LONG-TERM GAINS/(LOSSES), BOX B							
ADVANCE AMERICA, CASH ADVANCE CENTERS	200,951.000	12/20/04	02/16/12	2,960,008.23	2,095,298.38		(864,709.85)
ADVANCE AMERICA, CASH ADVANCE CENTERS	15,340.000	12/20/04	02/17/12	225,958.20	160,054.67		(65,903.53)
ADVANCE AMERICA, CASH ADVANCE CENTERS	15,340.000	12/20/04	02/22/12	225,958.20	159,379.72		(66,578.48)
ADVANCE AMERICA, CASH ADVANCE CENTERS	11,532.000	12/20/04	02/23/12	169,866.36	119,930.63		(49,935.73)
ADVANCE AMERICA, CASH ADVANCE CENTERS	24,544.000	12/20/04	02/24/12	361,533.12	255,635.87		(105,897.25)
ADVANCE AMERICA, CASH ADVANCE CENTERS	4,103.000	12/20/04	02/27/12	60,437.19	42,752.48		(17,684.71)
TOTAL LONG-TERM, BOX B, NONCOVERED, BASIS NOT REPORTED				4,003,761.30	2,833,051.75	-	(1,170,709.55)
LONG-TERM GAINS/(LOSSES), BOX C							
							-
TOTAL LONG-TERM, BOX C				-	-	-	-
TOTAL LONG-TERM GAINS/(LOSSES)				4,003,761.30	2,833,051.75	-	(1,170,709.55)
TOTAL GAINS/(LOSSES)				4,003,761.30	2,833,051.75	-	(1,170,709.55)

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
JP MORGAN Q-25549-00-9

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SHORT-TERM GAINS /(LOSSES), BOX A							
Blackrock Equity Dividned Fund	2,535.497	Various	08/09/12	48,886.00	50,000.00	1,114.00	
Blackrock Equity Dividned Fund	6,551.377	Various	09/27/12	126,114.00	132,534.35	6,420.35	
JPM Alerian	1,481.000	02/29/12	07/02/12	60,511.59	60,070.08	(441.51)	
Lazard Funds Emerging Markets	2,705.628	03/02/12	07/30/12	54,518.41	50,000.00	(4,518.41)	
Lazard Funds Emerging Markets	1,845.992	Various	08/09/12	37,113.79	35,000.00	(2,113.79)	
Lazard Funds Emerging Markets	5,120.328	Various	09/25/12	102,457.33	100,000.00	(2,457 33)	
Lazard Funds Emerging Markets	2,052.708	03/05/12	09/27/12	40,910.47	40,233.08	(677.39)	
Lazard Funds Emerging Markets	1,176.819	03/08/12	10/01/12	23,242.17	22,912.67	(329.50)	
Lazard Funds Emerging Markets	2,393.317	Various	10/04/12	46,774.94	46,932.94	158.00	
Lazard Funds Emerging Markets	527.080	05/07/12	10/11/12	9,982.89	10,193.73	210.84	
Rigeworth High Income	7,072.136	02/29/12	09/25/12	49,151.35	50,000 00	848.65	
Rigeworth High Income	7,112.376	02/29/12	09/27/12	49,431.01	50,000.00	568.99	
Rigeworth High Income	54,910.306	Various	11/07/12	378,917.64	388,764.97	9,847.33	
Ridgeworth Funds	13,904.654	Various	07/09/12	122,875.54	122,500.00	(375.54)	
TOTAL SHORT-TERM, BOX A				1,150,867.13	1,159,141.82	8,254.69	-
SHORT-TERM GAINS /(LOSSES), BOX B							
Ares Capital Corporation	198.000	05/24/11	04/19/12	3,291.65	3,157.89	(133.76)	
Ares Capital Corporation	7,825.000	Various	04/20/12	125,285.34	125,473.40	188.06	
Ares Capital Corporation	2,250.000	06/29/11	04/27/12	35,662.95	36,021.69	358.74	
Ares Capital Corporation	896.000	Various	05/01/12	14,178.82	14,396.51	217 69	
Ares Capital Corporation	321.000	07/14/11	05/02/12	5,048.91	5,145.29	96.38	
Blackrock Equity Dividend Fund	2,607.184	10/10/11	09/27/12	45,000.00	52,743.33	7,743.33	
Cola Funds Z	9,768.379	06/17/11	02/29/12	97,390.74	97,000 00	(390.74)	
VG Value Vipers	800 000	05/16/11	02/29/12	45,936.16	45,479.74	(456.42)	
VG Value Vipers	2,300.000	05/16/11	03/08/12	132,066.46	129,327.36	(2,739.10)	
						-	
TOTAL SHORT-TERM, BOX B				503,861.03	508,745.21	4,884.18	-
SHORT-TERM GAINS /(LOSSES), BOX C							
						-	
						-	
TOTAL SHORT-TERM, BOX C				-	-	-	-
TOTAL SHORT-TERM GAINS/(LOSSES)				1,654,748.16	1,667,887.03	13,138.87	-

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
JP MORGAN Q-25549-00-9

PAYEE	QUANTITY	DATE BOUGHT	DATE SOLD	BASIS	GROSS PROCEEDS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
LONG-TERM GAINS/(LOSSES), BOX A							
							-
							-
							-
TOTAL LONG-TERM, BOX A				-	-	-	-
LONG-TERM GAINS/(LOSSES), BOX B							
Ares Capital Corporation	3,453.000	Various	04/19/12	58,400.57	55,071.69		(3,328.88)
Bank of America	28,665.000	10/21/03	04/03/12	1,061,751.60	271,170.52		(790,581.08)
Blackrock Equity Dividned Fund	25,594.517	Various	09/27/12	403,905.58	517,777.09		113,871.51
Lazard Funds Emerging Markets	498.312	04/15/10	09/27/12	9,846.65	9,766.92		(79.73)
Lazard Funds Emerging Markets	1,391.234	04/15/10	10/01/12	27,490.78	27,087.33		(403.45)
Lazard Funds Emerging Markets	156.403	08/11/10	10/04/12	3,067.07	3,067.06		(0.01)
Lazard Funds Emerging Markets	1,282.641	10/20/09	10/11/12	23,639.07	24,806.27		1,167.20
William Blair Int'l Growth	3,461.006	04/15/10	02/29/12	70,016.15	75,000.00		4,983.85
William Blair Int'l Growth	3,459.410	04/15/10	03/02/12	69,983.86	75,000.00		5,016.14
William Blair Int'l Growth	3,477.051	04/15/10	03/05/12	70,340.74	75,000.00		4,659.26
William Blair Int'l Growth	3,172.114	04/15/10	03/09/12	64,171.87	66,773.00		2,601.13
TOTAL LONG-TERM, BOX B				1,862,613.94	1,200,519.88	-	(662,094.06)
LONG-TERM GAINS/(LOSSES), BOX C							
							-
							-
TOTAL LONG-TERM, BOX C				-	-	-	-
TOTAL LONG-TERM GAINS/(LOSSES)				1,862,613.94	1,200,519.88	-	(662,094.06)
TOTAL GAINS/(LOSSES)				3,517,362.10	2,868,406.91	13,138.87	(662,094.06)

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PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2012
SCHEDULE OF DIVIDENDS/INTEREST INCOME PER 1099'S

	BROKER/ENTITY	INTEREST INCOME	TOTAL DIVIDENDS	QUALIFIED DIVIDENDS	CAPITAL GAIN DIST	SECTION 1250 GAIN	NON-DIVIDEND DIST	MISC INCOME	FOREIGN TAX PAID	FEDERAL TAX EXEMPT DIVIDENDS	FEDERAL TAX WITH-HELD	1099-B GROSS PROCEEDS
	CHARLES SCHWAB 7503-8696		66,892.18	38,602 81	39,854 45				1,749 00			1,535,482.80
	CHARLES SCHWAB 8864-0905		2.61	-								-
	UBS 3A-0395	28,265.89	1 04	-								-
	BARCLAYS 832-93315	3.44										2,175,919 08
	JP MORGAN-Q-22191-00-3	35.95	89.72	-								
abs	JP MORGAN-Q-66307-00-2	21,585 69	1 37	-								2,496,687 97
aea	JP MORGAN-Q-25548-00-1	5.23	2,511.19	2,511.19								2,833,051.75
	JP MORGAN-Q-25549-00-9	88 20	130,481 77	35,736 44	605 39		4,399 30	31,542.08	-			2,868,406 91
	IRS	20 65										
	JP MORGAN-SAVINGS ACCOUNT	3,075 77										
	TOTALS	53,080 82	199,979 88	76,850 44	40,459 84	-	4,399 30	31,542.08	1,749 00	-	-	11,909,548 51
	TRIAL BALANCE	53,061 13	199,979 88	N/A	40,459.84		N/A	31,542.08	1,748.95			12,232,308.90
	ENTRY REQUIRED	19 69	-	N/A	-	-	N/A	-	0 05	-	-	(322,760.39)

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	199,980.	199,980.
K-1: MUNDANE (USA) PARTNERS (01-0854976)	2,269.	2,269.
K-1: LAZARD INTERNATIONAL (32-0341680)	4,539.	4,539.
K-1: JACAR PARENT, LLC (45-3551698)	4.	4.
TOTAL	206,792.	206,792.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INCOME: MUNDANE (USA) PARTNERS	570.	570.
K-1 INCOME: LAZARD INTL	2.	2.
NON TAXABLE DISTRIBUTION	4,399.	
MISC INCOME	31,542.	
FROM PFIC: MUNDANE INTERNATIONAL	314.	314.
FROM PFIC: GRUSS GLOBAL	17,926.	17,926.
TOTALS	54,753.	18,812.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES	800.
FOREIGN TAXES PAID	1,748.
MUNDANE (USA) FOREIGN TAXES	362.
LAZARD FOREIGN TAXES	78.
TOTALS	2,988.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 OTHER DED: LAZARD INTL	243.	
K-1 OTHER DED: JACAR PARENT	4,213.	
K-1 OTHER DED: MUNDANE (USA)	3,697.	
BROKERAGE FEES	45.	45.
TOTALS	8,198.	45.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BANK OF AMERICA		
ADVANCE AMERICA		
TOTALS		

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS	13,429,173.	13,253,443.
TOTALS	13,429,173.	13,253,443.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED ASSETS	4.	4.
TOTALS	4.	4.

ATTACHMENT 9

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: N/P UBS BANK

ENDING BALANCE DUE	357,352.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	357,352.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
K-1 INVESTMENT ACTIVITY NOT RECORDED ON BOOKS FOR 2012	159,792.
K-1 INVESTMENT ACTIVITY RECORDED ON BOOKS AND INCLUDED ON PRIOR YEAR TAX RETURN	51,121.
TOTAL	210,913.

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NONE

PHIFER/JOHNSON FOUNDATION

** AMENDED RETURN **
57-6153679

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		2,126,444.
		TOTAL CONTRIBUTIONS PAID	2,126,444.

Phife, Johnson Foundation
2012 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1788	Feb	A Child's Place	Golf Tournament	20,000 00	20,000 00
1812	Apr	Adult Learning Center	Gibbs Foundation Challenge	25,000 00	25,000.00
1806	Mar	Alpha Kappa Alpha	Educational Advancement Foundation, Inc	500 00	500.00
1827	May	Anderson Interfaith Ministries		250 00	250 00
1837	Jun	Artists' Guild of Spartanburg	Best In Show Winner	1,500 00	1,500.00
1863	Oct	Arts Partnership	Peggy Gignilliat Society	1,000.00	611,000 00
1906	Dec	Arts Partnership	Cultural Center Capital Fund #5 of 5	200,000 00	
1907	Dec	Arts Partnership	Capital Fund	400,000 00	
1911	Dec	Arts Partnership	Annual Fund	10,000 00	
1838	Jul	Ballet Spartanburg	Shows	7,500 00	8,000 00
1839	Aug	Ballet Spartanburg	Susu Membership 2012-2013	500 00	
1836	Jun	Betty Ford Alpine Gardens	Sustaining Membership	500 00	500.00
1881	Nov	Boys & Girls Clubs of the Upstate	Christmas Angels Program	200.00	200.00
1810	Apr	Bravo! Vail Valley Music Festival	2012 Season	2,500 00	2,500.00
1888	Nov	Brookgreen Gardens	Annual Fund	500 00	5,500 00
1912	Dec	Brookgreen Gardens	Annual Membership-Atalaya Council	5,000.00	
1780	Jan	Burke Hospice and Palliative Care, Inc		10,000.00	10,000 00
1851	Sep	charity water		913 00	913 00
1842	Aug	Charles Lea Center	Pirates of the Car-ibbean	500.00	500.00
1811	Apr	Children's Advocacy Center		250.00	1,250.00
1880	Nov	Children's Advocacy Center	Halloween Stay at Home Ball	1,000 00	
1908	Dec	Children's Museum of the Treasure Coast	#3 of 5	10,000 00	10,000 00
1900	Dec	College Hub	Annual Amount	5,000.00	5,000.00
1843	Aug	Community Foundation of Burke County	IHO Martha Phifer	365.00	365.00
1815	Apr	Converse College	Friends of the Petrie School of Music	1,000.00	542,433.51
1822	May	Converse College	Annual Fund (Fdn)	25,000 00	
1823	May	Converse College	"The Heath" Student Apartments	500,000.00	
1824	May	Converse College	GDJ III	5,000.00	
1833	Jun	Converse College	Gwathmey Garden Lighting	8,433.51	
1835	Jun	Converse College	IHO Mark Osinga	2,000 00	
1887	Nov	Converse College	Friends of the Literary Arts	1,000.00	
1865	Oct	East Harlem School	IHO The Van Wyck Family	1,500 00	1,500 00
1795	Mar	Ellen Hines Smith Girls' Home		1,000 00	1,500 00
1882	Nov	Ellen Hines Smith Girls' Home		500 00	
1814	Apr	Episcopal Church of the Advent	Loop System for main sanctuary	6,295 20	107,295 20
1819	May	Episcopal Church of the Advent	Spartanburg Shares (Med Equip Closet)	1,000 00	
1825	May	Episcopal Church of the Advent	GDJ III	2,500 00	
1830	Jun	Episcopal Church of the Advent	Annual Pledge	75,000.00	
1831	Jun	Episcopal Church of the Advent	Debt Elimination	20,000.00	
1874	Oct	Episcopal Church of the Advent	Susanna & Tim Shannon	2,500.00	
1789	Feb	Episcopal Church of the Transfiguration	Susanna Pledge	1,000.00	12,000 00
1841	Aug	Episcopal Church of the Transfiguration	George & Susu pledge	1,000 00	
1877	Nov	Episcopal Church of the Transfiguration	ECOT Triennial Leadership Pledge #1 of 3	10,000 00	
1781	Jan	Foundation of the Carolinas	Capital Campaign Fund pmt #2 of 5 annual	5,000 00	10,000 00
1809	Apr	Foundation of the Carolinas	Center for Philanthropy Fund	5,000 00	
1807	Apr	Friends of Brookgreen Gardens	Derby Day in the Gardens	500 00	500 00
1792	Feb	Friends of Sulgrave Manor	IHO· Lanny Webster	500.00	1,000 00
1867	Oct	Friends of Sulgrave Manor	Sulgrave Society	500.00	
1834	Jun	Friends of the Spartanburg County Public Libraries	HQ Carnegie Membership Level 2011-2012	500.00	1,000 00
1847	Aug	Friends of the Spartanburg County Public Libraries	HQ Carnegie Membership Level 2012-2013	500.00	
1782	Jan	Girl Scouts of South Carolina Mountains to Midlands	Susu Fund	30,000 00	43,250 00
1783	Jan	Girl Scouts of South Carolina Mountains to Midlands	Wings Society - pmt 4 of 5 annual	10,000 00	
1872	Oct	Girl Scouts of South Carolina Mountains to Midlands		250 00	
1890	Nov	Girl Scouts of South Carolina Mountains to Midlands	100th Celebration	3,000 00	
1776	Jan	Grace Episcopal Church	Pmt 4 of 5 annual	10,000.00	10,000 00
1828	May	GSSM	SC Governor's School for Science & Mathematics	5,000.00	5,000 00
1802	Mar	Hatcher Gardens	2012 Twilight in the Garden	1,000 00	2,000.00
1860	Sep	Hatcher Gardens	Southern Magnolia Society	1,000.00	
1784	Jan	Haven Inc	Pmt #3 of 3 annual	5,000.00	5,000 00
1845	Aug	Healthy Smiles of Spartanburg		1,000 00	2,000 00
1870	Oct	Healthy Smiles of Spartanburg	Giggle Circle-Killer Beaz Event 1/31/13	1,000 00	
1832	Jun	Historic Burke Foundation, Inc.	Annual Pledge	500.00	600 00
1857	Sep	Historic Burke Foundation, Inc.	McDowell House Bicentennial Celebration	100.00	
1854	Sep	History Museum of Burke County, Inc	#4 of 5	100,000 00	100,000 00
1785	Jan	Hub City Writers Project	Artists in Residence Program	12,000.00	19,685 42
1818	Apr	Hub City Writers Project	Alley Oop Park	6,685 42	
1821	May	Hub City Writers Project		1,000.00	
1855	Sep	Long Leaf Alliance	#3 of 3	1,000 00	1,000 00
1909	Dec	Mobile Meals	#5 of 5	10,000.00	10,000 00
1846	Aug	MUSC Foundation	Susanna Pledge	10,000.00	10,000.00
1840	Aug	Music Foundation , Inc	Pymt 2 of 3 for concert pledge	3,333 33	3,333 33
1891	Nov	National Museum of Women in the Arts	Membership Renewal	300 00	300.00
1793	Feb	Nature Conservancy		1,000.00	1,000 00
1904	Dec	Northside Development Corporation	#2 of 5 annual	50,000.00	50,000 00

Phifer Johnson Foundation
2012 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1856	Sep	NSCDA	SC Tricentennial	500 00	1,000 00
1903	Dec	NSCDA	Friends of the Dumbarton House	500 00	
1804	Mar	Olin Nisbet Action Fund		5,000 00	5,000 00
1790	Feb	Palmetto Council of BSA	GDJ III	1,000 00	7,000 00
1796	Mar	Palmetto Council of BSA	Susu	5,000 00	
1883	Nov	Palmetto Council of BSA	2012 Fowl Fest	1,000.00	
1798	Mar	Partners for Active Living	2012 Spbg Regional Classic	300 00	800 00
1892	Nov	Partners for Active Living	Last Ck JPM [illegible]	500 00	
1862	Oct	Pine Crest School	Annual Fund	500.00	500.00
1878	Nov	Safe Homes Rape Crisis Coalition (SHRCC)		1,000.00	1,000 00
1817	Apr	Salvation Army	Talk of the Town 2012	2,500 00	2,500.00
1805	Mar	SC Campaign to Prevent Teen Pregnancy	Spartanburg County	20,000 00	20,000 00
1777	Jan	SC Independent Colleges	2011-2012 Fiscal Year	250.00	250.00
1861	Sep	SCC Foundation	Arboretum Event	200.00	200 00
1905	Dec	SHRS Foundation	Bearden-Josey Center for Breast Health #5 of 5	50,000.00	50,000.00
1889	Nov	South Carolina Historical Society	Annual Fund	1,000.00	1,000 00
1797	Mar	Southside Unity in the Community		500.00	2,500.00
1902	Dec	Southside Unity in the Community		2,000.00	
1775	Jan	Spartanburg Art Museum	Art & Antique Show	10,000.00	21,000 00
1871	Oct	Spartanburg Art Museum	Annual	1,000 00	
1913	Dec	Spartanburg Art Museum	5th Annual Art and Antique Show Sponsorship	10,000 00	
1813	Apr	Spartanburg Community College Foundation	Pledge for downtown campus	100,000 00	100,000 00
1773	Jan	Spartanburg County Foundation	Charter School	35,000.00	37,000 00
1866	Oct	Spartanburg County Foundation	Farrell Spbg Community Fund-Uplifting Event Mobile Marr	1,500 00	
1886	Nov	Spartanburg County Foundation	Dickens of a Christmas	500 00	
1794	Mar	Spartanburg Day School	Parent's Club-Gala Auction	500.00	2,500 00
1875	Oct	Spartanburg Day School	Annual Fund Drive-Susanna	2,000 00	
1859	Sep	Spartanburg High School Publications	Benefactor Level	100 00	100.00
1803	Mar	Spartanburg Methodist College	Annual Leadership Gift Club	1,000.00	2,000.00
1884	Nov	Spartanburg Methodist College	Unrestricted Annual Fund-IHO Colleen Keith	1,000.00	
1799	Mar	Spartanburg Regional Foundation		500.00	3,000 00
1848	Sep	Spartanburg Regional Foundation	Festival of Trees	500 00	
1917	Dec	Spartanburg Regional Foundation	IHO Katie Hodge (Lifetime Achievement Award)	2,000 00	
1786	Jan	Spartanburg Soup Kitchen New Building Fund	pmt #2 of 3 annual	500 00	1,000 00
1876	Oct	Spartanburg Soup Kitchen New Building Fund	#3 of 3	500 00	
1816	Apr	Spoleto Festival USA	2012 Annual Operating Fund	33,000 00	34,000 00
1853	Sep	Spoleto Festival USA		1,000 00	
1778	Jan	Spot of Pride	#128	750.00	7,000 00
1779	Jan	Spot of Pride	#110	2,350 00	
1801	Mar	Spot of Pride	#083	3,900 00	
1800	Mar	St. Luke's Free Clinic	Charity Tennis Pro-Invitational	1,000.00	2,500 00
1844	Aug	St. Luke's Free Clinic		500 00	
1864	Oct	St. Luke's Free Clinic	IHO The Turners	1,000 00	
1820	May	St. Paul the Apostle Catholic School	Annual Fund	1,000 00	1,000 00
1873	Oct	Trout Unlimited	Youth-Ed Headwaters (Geordy)	5,000 00	5,000.00
1868	Oct	United Way of the Piedmont	Annual Pledge	25,000 00	25,000.00
1787	Jan	Upstate Forever	pmt #2 of 3 annual	5,000.00	10,000 00
1901	Dec	Upstate Forever	#3 of 3	5,000 00	
1916	Dec	Urban League of the Upstate, Inc		1,000 00	1,000.00
1849	Sep	USC Upstate	Child Advocacy Conference 2013	1,000.00	1,000 00
1914	Dec	Vail Valley Foundation	#1 of 5 - split with personal $15,581	19,419 00	19,419 00
1771	Jan	VOID			-
1772	Jan	VOID			-
1808	Apr	VOID	Alley Oop Park	-	-
1852	Sep	VOID	Overcoming Obstacles/Spoleto	-	-
1858	Sep	VOID	Peggy Gignilliat Society	-	-
1850	Sep	Walker Foundation	School for the Deaf and Blind/Allocated to Healthy Smiles	1,000 00	1,000 00
1826	May	Washington & Lee University	GDJ III	5,000 00	15,000 00
1829	Jun	Washington & Lee University	Susanna	5,000 00	
1915	Dec	Washington & Lee University	Parents Fund - (GDJ & Susu)	5,000 00	
1791	Feb	Wofford College	Terrier Club $500/ Annual Fund $1000	1,500 00	2,600 00
1869	Oct	Wofford College	Terriers Ball	100 00	
1885	Nov	Wofford College	Curry Bldg - Final Payment	1,000 00	
1879	Nov	YMCA of Greater Spartanburg	Brick - It's all about Family Campaign	200 00	100,200 00
1910	Dec	YMCA of Greater Spartanburg	Pine Capital Campaign	100,000 00	
			Total Checks	**2,126,444.46**	**2,126,444.46**
			Per MRI GL	**2,126,444.46**	

** AMENDED RETURN **

PHIFER/JOHNSON FOUNDATION 57-6153679

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			6,730,293.
		TOTAL CONTRIBUTIONS APPROVED	6,730,293.

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2013 AMOUNT	2014 AMOUNT	2015 AMOUNT	2016 AMOUNT	BEYOND 2016	BALANCE DUE
SCHEDULED PLEDGES								
CHILDREN'S MUSEUM OF THE TREASURE COAST	50,000	DEC	10,000	10,000	N/A	N/A	N/A	20,000
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	25,000	25,000	25,000	25,000	75,000	175,000
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	500,000	500,000	500,000	500,000	1,500,000	3,500,000
DISTRICT 7	90,000		15,000	15,000	15,000	15,000	15,000	75,000
EPISCOPAL CHURCH OF THE TRANSFIGURATION-TRIENNIAL LEADERSI	20,000	NOV	5,000	5,000	N/A	N/A	N/A	10,000
FOUNDATION FOR THE CAROLINAS	25,000	DEC	5,000	5,000	N/A	N/A	N/A	10,000
HISTORIC MUSEUM OF BURKE COUNTY	500,000	SEP	100,000	N/A	N/A	N/A	N/A	100,000
HUB CITY WRITERS PROJECT-SC FIRST NOVEL PRIZE	15,000		PAID	5,000	5,000	N/A	N/A	10,000
NORTH SIDE REDEVELOPMENT	250,000	DEC	50,000	50,000	50,000	N/A	N/A	150,000
SOUTH CAROLINA EATING DISORDER CENTER	30,000		10,000	10,000	10,000	N/A	N/A	30,000
SPARTANBURG COMMUNITY COLLEGE FOUNDATION	1,000,000	APR	100,000	100,000	100,000	100,000	500,000	900,000
SPARTANBURG PHILHARMONIC (THE MUSIC FOUNDATION, INC.)	10,000	AUG	3,333	N/A	N/A	N/A	N/A	3,333
SPOLETO FESTIVAL USA	99,000	APR	33,000	N/A	N/A	N/A	N/A	33,000
YMCA	1,000,000	DEC	100,000	100,000	100,000	100,000	300,000	700,000
TOTAL SCHEDULED PLEDGES			956,333	825,000	805,000	740,000	2,390,000	5,716,333
REPEAT/ANNUAL PLEDGES								
ADVENT CHURCH-ANNUAL PLEDGE		QTR	75,000	75,000	75,000	75,000	75,000	375,000
ARTS PARTNERSHIP-ANNUAL FUND		DEC	10,000	10,000	10,000	10,000	10,000	50,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP		DEC	5,000	5,000	5,000	5,000	5,000	25,000
COMMUNITY FOUNDATION OF BURKE COUNTY		APR	365	365	365	365		1,460
EPISCOPAL CHURCH OF THE TRANSFIGURATION			2,000	2,000	2,000	2,000	2,000	10,000
HISTORIC BURKE FOUNDATION		JUN	500	500	500	500	500	2,500
UNITED WAY		OCT	25,000	25,000	25,000	25,000	25,000	125,000
VAIL VALLEY FOUNDATION-SPLIT W/ PERSONAL FUNDS	175,000	NOV	35,000	35,000	35,000	35,000	35,000	175,000
TOTAL REPEAT/ANNUAL PLEDGES			152,865	152,865	152,865	152,865	152,500	763,960
POTENTIAL PLEDGES								
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD					250,000	250,000
TOTAL POTENTIAL PLEDGES			-	-	-	-	250,000	250,000
GRAND TOTAL			1,109,198	977,865	957,865	892,865	2,792,500	6,730,293

** AMENDED RETURN **

PHIFER/JOHNSON FOUNDATION 57-6153679

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INCOME: MUNDANE (USA) PARTNERS				570.	
K-1 INCOME: LAZARD INTL				2.	
NON TAXABLE DISTRIBUTION			18	4,399.	
MISC INCOME			18	31,542.	
K-1 INCOME: MUNDANE INTL				18,240.	
TOTALS				54,753.	

** AMENDED RETURN **

PHIFER/JOHNSON FOUNDATION 57-6153679

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					40,460.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
1,162,224.		1,143,901.					18,323.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
173,200.		172,375.					825.	
		SEE ATTACHED JPM Q-25549					VAR	VAR
1,159,142.		1,150,887.					8,255.	
		SEE ATTACHED JPM Q-25549					VAR	VAR
508,745.		503,861.					4,884.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
200,059.		207,246.					-7,187.	
		SEE ATTACHED BARCLAYS 832-93315					VAR	VAR
2,175,919.		3,821,722.					-1645803.	
		SEE ATTACHED JPM Q-66307					VAR	VAR
2,496,688.		2,452,996.					43,692.	
		SEE ATTACHED JPM Q-25548					VAR	VAR
2,833,052.		4,003,761.					-1170709.	
		SEE ATTACHED JPM Q-25549					VAR	VAR
1,200,520.		1,862,614.					-662,094.	
		SEE ATTACHED LIONS GATE					VAR	VAR
322,760.		400,765.					-78,005.	
		K-1: JACAR PARENT, LLC (45-3551698)					VAR	VAR
							48,814.	
		K-1: LIONS GATE CAPITAL LP (41-2128861)					VAR	VAR
							-342,323.	

** AMENDED RETURN **

PHIFER/JOHNSON FOUNDATION 57-6153679

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		K-1: LAZARD INTERNATIONAL (32-0341680)					VAR	VAR
							1,818.	
		K-1: LAZARD INTERNATIONAL (32-0341680)					VAR	VAR
							82.	
		FROM 8621: MUNDANE INTERNATIONAL						
							825.	
		K-1: JACAR PARENT, LLC (45-3551698)						
							3.	
TOTAL GAIN(LOSS)							-3738140.	