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 , and ending

Name of foundation: DAVIS FAMILY FOUNDATION, INC.

A Employer identification number: 58-2432024

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 428

Room/suite:

B Telephone number: (864) 229-5211

City or town, state, and ZIP code: GREENWOOD, SC 29648

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,528,661.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	568,264.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	85,243.	85,243.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,188.			
	b Gross sales price for all assets on line 6a 439,255.				
	7 Capital gain net income (from Part IV, line 2)		29,188.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	682,695.	114,431.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,355.	2,178.	0.	2,177.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	13,336.	13,336.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	60,440.	60,440.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	78,131.	75,954.	0.	2,177.
	25 Contributions, gifts, grants paid	217,500.			184,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	295,631.	75,954.	0.	186,677.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	387,064.			
	b **Net investment income** (if negative, enter -0-)		38,477.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	64,014.	33,823.	33,832.
	2 Savings and temporary cash investments	111,134.	85,902.	85,902.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	2,113,823.	2,406,926.	2,770,096.
	c Investments - corporate bonds STMT 7	596,371.	628,967.	638,831.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,019,856.	988,615.	1,000,000.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,905,198.	4,144,233.	4,528,661.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,905,198.	4,144,233.	
	30 **Total net assets or fund balances**	3,905,198.	4,144,233.	
	31 **Total liabilities and net assets/fund balances**	3,905,198.	4,144,233.	

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	3,905,198.
2	Enter amount from Part I, line 27a	2	387,064.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,292,262.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	148,029.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,144,233.

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	COUNTY BANK - SEE ATTACHED STATEMENT A	P	VARIOUS	VARIOUS
b	COUNTY BANK - SEE ATTACHED STATEMENT A	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	39,450.		38,416.	1,034.
b	399,599.		371,651.	27,948.
c	206.			206.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,034.
b				27,948.
c				206.
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	29,188.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	132,027.	3,840,159.	.034381
2010	99,957.	3,612,520.	.027670
2009	116,454.	3,403,908.	.034212
2008	100,607.	1,954,602.	.051472
2007	19,171.	553,213.	.034654

2	Total of line 1, column (d)	2	.182389
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	.036478
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,042,395.
5	Multiply line 4 by line 3	5	147,458.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	385.
7	Add lines 5 and 6	7	147,843.
8	Enter qualifying distributions from Part XII, line 4	8	186,677.

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 ▶ [X] and enter 1% of Part I, line 27b		1	385.
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	0.
3	Add lines 1 and 2		3	385.
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	385.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,177.		
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		
7	Total credits and payments Add lines 6a through 6d		7	3,177.
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	2,792.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	2,792. Refunded ▶	11	0.

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 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. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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? N/A	4b		
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* SEE STATEMENT 9	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 STMT 10	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ EMMETT DAVIS, JR. Telephone no ▶864-229-5211

Located at ▶1319 REYNOLDS AVENUE, GREENWOOD, SC ZIP+4 ▶29649

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

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

			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)?	N/A	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)	N/A	2b		
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.)*	N/A	3b		
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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ Yes ☐ No

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

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

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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
EMMETT I. DAVIS, JR. 1319 REYNOLDS AVENUE GREENWOOD, SC 29649	PRESIDENT 0.10	0.	0.	0.
EMMETT I. DAVIS, III 530 SPAULDING FARM GREENVILLE, SC 29615	VICE CHAIRMAN 0.10	0.	0.	0.
STEPHEN L. DAVIS 133 GATEWOOD DRIVE GREENWOOD, SC 29646	SECRETARY & TREASURER 0.10	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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	4,075,221.
b	Average of monthly cash balances		1b	28,733.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,103,954.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	4,103,954.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	61,559.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,042,395.
6	**Minimum investment return.** Enter 5% of line 5		6	202,120.

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	202,120.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 385.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	385.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	201,735.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	201,735.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	201,735.

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	186,677.
b	Program-related investments - total from Part IX-B	1b	0.
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	186,677.
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	5	385.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	186,292.

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.

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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				201,735.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			182,046.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 186,677.				
a Applied to 2011, but not more than line 2a			182,046.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				4,631.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				197,104.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

EMMETT I. DAVIS, JR.

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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CAMBRIDGE ACADEMY GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	3,000.
CITADEL FOUNDATION CHARLESTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	37,000.
CLEMSON UNIVERSITY FOUNDATION CLEMSON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
ETV ENDOWMENT COLUMBIA, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,500.
FAITH HOME GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	217,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	85,243.	
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	29,188.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		114,431.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 114,431.

(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)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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	

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
N/A		

Sign Here

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

▶ E. Davis, II — 6-21-13 — ▶ PRESIDENT

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH H. HOLCOMB	Kenneth H. Holcomb CPA	6/14/13		P00024623
Firm's name ▶ ELLIOTT DAVIS LLC/PLLC			Firm's EIN ▶ 57-0381582	
Firm's address ▶ PO BOX 6286 GREENVILLE, SC 29606-6286			Phone no. 864-242-3370	

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12-05-12

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
DAVIS FAMILY FOUNDATION, INC.	58-2432024

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: DAVIS FAMILY FOUNDATION, INC.

Employer identification number: 58-2432024

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVIS & FLOYD, INC POST OFFICE BOX 428 GREENWOOD, SC 29648	$ 200,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	EMMETT I. DAVIS, JR. 1319 REYNOLDS AVENUE GREENWOOD, SC 29649	$ 368,264.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
DAVIS FAMILY FOUNDATION, INC.	58-2432024

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MISCELLANEOUS SECURITIES - SEE ATTACHED STATEMENT	$ 364,719.	07/25/12

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

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

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

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

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

Name of organization	Employer identification number
DAVIS FAMILY FOUNDATION, INC.	58-2432024

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FIRST ARP CHURCH GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	68,000.
FOOD BANK OF GREENWOOD COUNTY GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
GREENWOOD COMMUNITY THEATER GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	2,000.
HOSPICE CARE OF THE PIEDMONT GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
MIDDLETON PLACE FOUNDATION CHARLESTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
NORTHWEST VOL FIRE AND RESCUE GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
PIEDMONT TECHNICAL COLLEGE FOUNDATION GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
PRESBYTERIAN COLLEGE CLINTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
S.C. INDEPENDENT COLLEGES AND UNIVERSITIES COLUMBIA, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	3,500.
S.C. NATURAL RESOURCES SOCIETY SPARTANBURG, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	2,500.
Total from continuation sheets				170,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
S.C. WILDLIFE FEDERATION COLUMBIA, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
SELF REGIONAL HEALTHCARE FOUNDATION GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	10,500.
SOUTH CAROLINA HISTORICAL SOCIETY CHARLESTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	4,000.
THE ARTS CENTER GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	2,000.
TROY CEMETARY ASSOC TROY, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,500.
UPPER SAVANNAH LAND TRUST GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	10,000.
CAROLINA RAGE GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
LEATH CHAPEL GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	4,000.
DRAGON BOAT CHARLESTON CHARLESTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	2,000.
BLUE RIDGE COUNCIL BSA GREENVILLE, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN CANCER SOCIETY GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
BEAUFORT COUNTY OPEN LAND TRUST BEAUFORT , SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
COASTAL CONSERVATION LEAGUE CHARLESTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
CORONACA VOLUNTEER FIRE DEPT GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
DAUGHTERS OF THE AMERICAN REVOLUTION WASHINGTON, DC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
LAKELANDS FCA GREENWOOD , SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	2,000.
LANDER FOUNDATION GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
LOW COUNTRY OPEN LAND TRUST CHARLESTON, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
PIEDMONT AGENCY ON AGING GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
SC GOVERNORS SCHOOL FOR MATH & SCIENCE HARTSVILLE , SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TAU BETA PI KNOXVILLE, TN		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
THE MUSEUM GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	2,000.
UNITED WAY OF GREENWOOD & ABBEVILLE COUNTIES GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	5,000.
YMCA GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	3,000.
AMERICAN HEART ASSOCIATION GREENVILLE, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	500.
ASCE FOUNDATION GREENVILLE, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	1,000.
SCFOR COLUMBIA, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	3,000.
CONNIE MAXWELL CHILDREN'S HOME GREENWOOD, SC		PUBLIC CHARITY	TO FURTHER THE TAX EXEMPT PURPOSE OF THE PUBLIC CHARITY	3,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLIFFS INVESTMENT GROUP K-1 INTEREST	3,719.	0.	3,719.
COUNTY BANK - CAPITAL GAIN DISTRIBUTIONS	206.	206.	0.
COUNTY BANK - DIVIDENDS	51,158.	0.	51,158.
COUNTY BANK - INTEREST	30,366.	0.	30,366.
TOTAL TO FM 990-PF, PART I, LN 4	85,449.	206.	85,243.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,355.	2,178.	0.	2,177.
TO FORM 990-PF, PG 1, LN 16B	4,355.	2,178.	0.	2,177.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLIFFS INVESTMENT GROUP PROPERTY TAXES	13,336.	13,336.	0.	0.
TO FORM 990-PF, PG 1, LN 18	13,336.	13,336.	0.	0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	3,359.	3,359.	0.	0.
TRUSTEE SERVICE FEES	38,485.	38,485.	0.	0.
ADR FEE	30.	30.	0.	0.
ACCRUED INTEREST PAID	3,377.	3,377.	0.	0.
CLIFFS EXPENSES	15,141.	15,141.	0.	0.
MISC EXPENSES	48.	48.	0.	0.
TO FORM 990-PF, PG 1, LN 23	60,440.	60,440.	0.	0.

FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 5

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT FOR VARIOUS CONTRIBUTED SECURITIES	148,029.
TOTAL TO FORM 990-PF, PART III, LINE 5	148,029.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THE COUNTY BANK - INV ACC 1747	2,406,926.	2,770,096.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,406,926.	2,770,096.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THE COUNTY BANK - INV ACC 1747	628,967.	638,831.
TOTAL TO FORM 990-PF, PART II, LINE 10C	628,967.	638,831.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE CLIFFS INVESTMENT GROUP, LLC	COST	988,615.	1,000,000.
ISHARES TR MSCI EMERG MKT	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		988,615.	1,000,000.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 9

EXPLANATION

SC ATTORNEY GENERAL NO LONGER REQUIRES A COPY TO BE FILED

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
DAVIS & FLOYD, INC	POST OFFICE BOX 428 GREENWOOD, SC 29648
EMMETT I. DAVIS, JR.	1319 REYNOLDS AVENUE GREENWOOD, SC 29649

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EMMETT I. DAVIS, JR.
P.O. BOX 428
GREENWOOD, SC 29648

TELEPHONE NUMBER

864-229-5211

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR CONTRIBUTIONS ARE NOT SOLICITED. THEREFORE, THERE ARE NOT ANY FORMS AVAILABLE OR DEADLINES.

ANY SUBMISSION DEADLINES

SAME AS ABOVE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Davis Family Foundation
58-2432024
Attachment to 2012 Form 990-PF
Statement A - Capital Gains

Security Name	Date Sold	Sales Price	Cost Basis	Gain/Loss
PAR PHARMA COS INC	9/20/2012	3,738 66	2,718 99	1,019 67
EATON CORP PLC	12/26/2012	4.47	4 36	0.11
MEDTRONIC INC 4 45%	6/18/2012	28,817 75	28,202.00	615 75
ST JUDE MED INC	3/16/2012	4,772 27	5,836 99	-1,064 72
ARM HOLDINGS ADR	11/15/2012	2,117 25	1,653 29	463 96
Total Short Term		**39,450.40**	**38,415.63**	**1,034.77**
DUKE ENERGY CORP	7/23/2012	64.40	42.36	22 04
NOKIA CORPORATION	4/20/2012	1,326 57	5,272.44	-3,945.87
PHILLIPS 66	6/19/2012	1,806.71	1,300.29	506 42
BRISTOL MYERS SQUIBB	7/3/2012	2,440.15	1,575.00	865 15
BRISTOL MYERS SQUIBB	9/21/2012	6,593 15	4,500 00	2,093 15
KRAFT FOODS GROUP	10/23/2012	15.49	11.05	4 44
ROSS STORES INC	1/23/2012	3,197 47	1,775.62	1,421 85
EQUIFAX INC	4/4/2012	3,211 52	2,384.77	826 75
REALTY INCOME CORP	4/18/2012	2,613 19	2,458 46	154 73
BROWN & BROWN INC	5/22/2012	7,249 31	6,169 01	1,080 30
BARD C R INC	6/7/2012	2,092 65	1,875 77	216.88
COPART INC	6/7/2012	2,559 78	1,759.05	800 73
EQT CORPORATION	8/1/2012	1,985.51	1,307.25	678 26
FEDERATED INVEST INC	8/9/2012	5,251 41	6,323 85	-1,072 44
OMNICOM GROUP INC	8/9/2012	1,876.97	1,603 02	273.95
CHOICE HOTELS INTL	9/10/2012	4,766.31	5,479 71	-713 40
EQT CORPORATION	10/17/2012	1,807 47	1,120 50	686 97
C H ROBINSON WW INC	11/15/2012	1,044 98	1,229 08	-184 10
BARD C R INC	11/26/2012	2,326 27	2,046 30	279 97
MICROCHIP TECH INC	11/26/2012	3,909 16	4,060 36	-151.20
SIRONA DENTAL SYS	11/26/2012	2,176 14	1,737 35	438 79
TRACTOR SUPPLY CO	3/14/2012	876 78	198.75	678 03
TUPPERWARE BRAND COF	3/14/2012	955 63	585 30	370 33
TRACTOR SUPPLY CO	3/30/2012	2,301.73	496 88	1,804 85
TRACTOR SUPPLY CO	4/27/2012	1,441 82	298 12	1,143 70
SOURCEFIRE INC	5/3/2012	758 54	283 87	474 67
MONRO MUFFLER BRAKE	5/11/2012	771 78	384.33	387.45
HIBBETT SPORTS INC	5/11/2012	1,462 34	519.50	942.84
PROASSURANCE CORP	6/18/2012	438.09	287.45	150 64
MIDDLEBY CORP	6/19/2012	960 05	449 15	510 90
TUPPERWARE BRAND COF	6/19/2012	532 09	390 20	141 89
PSS WORLD MED INC	6/27/2012	2,437 16	2,994 36	-557 20
SCHNITZER STL INDS	7/17/2012	866 98	1,472 07	-605 09
SOURCEFIRE INC	7/17/2012	851 04	378.49	472 55
HMS HLDGS CORP	7/17/2012	656 78	207 37	449 41
MONRO MUFFLER BRAKE	7/31/2012	804 24	480 42	323.82
PEETS COFFEE & TEA	9/28/2012	2,198 65	1,062 39	1,136 26
TORO CO	10/15/2012	791 79	498 62	293 17
MERIDIAN BIOSCIENCE	10/31/2012	1,087 33	1,575.02	-487 69
SOLERA HOLDINGS INC	12/13/2012	793 18	447.92	345 26
UTD THERAPEUTIC CORP	12/13/2012	1,311 54	1,233 73	77 81
CLECO CORP	12/13/2012	806 98	520 86	286 12
AMERICAN CAMPUS	12/26/2012	460 69	289 81	170 88
KAYNE ANDERSON	12/26/2012	1,942.16	1,822 80	119 36
COOPER INDS PLC	12/13/2012	15,476 36	8,903 70	6,572 66
COOPER INDS PLC	12/13/2012			0 00
WYETH NTS	1/9/2012	26,467 00	26,362.50	104 50
ABBOTT LABS 4.35%	1/13/2012	27,032 50	26,471 50	561.00
GENERAL ELEC CAP	2/1/2012	27,158.75	27,425 00	-266 25

CME GROUP INC	3/2/2012	27,355 00	27,661.00	-306 00
NEW YORK LIFE GLOBAL	3/6/2012	26,166 00	26,932 75	-766 75
COCA COLA CO	4/2/2012	26,466 00	25,199 57	1,266.43
COUNTRYWIDE CR INDS	4/9/2012	15,683 55	15,654.30	29 25
COUNTRYWIDE CR INDS	4/9/2012	10,454 30	10,436.20	18 10
U S BANCORP NTS	9/11/2012	31,848.00	32,139.90	-291 90
PRICE GROUP INC	2/14/2012	5,246 38	5,598.57	-352.19
FASTENAL CO	2/15/2012	5,187 16	2,918 39	2,268 77
J M SMUCKER CO	2/23/2012	3,442 69	2,803 61	639 08
STARBUCKS CORP	5/1/2012	850 06	394 94	455 12
APPLE INC	5/1/2012	1,214 76	260 35	954 41
JUNIPER NETWORKS	5/24/2012	2,188 63	2,960 99	-772 36
STARBUCKS CORP	5/24/2012	6,268 85	3,328 77	2,940 08
DEVON ENERGY	6/1/2012	4,476.14	4,837 60	-361 46
CERNER CORP	6/29/2012	5,379 32	4,401 27	978.05
CISCO SYSTEMS INC	8/7/2012	4,748.18	4,672.48	75 70
DEERE & CO	8/21/2012	5,080 04	4,020.17	1,059 87
BECTON DICKINSON	8/23/2012	5,344.07	6,010 20	-666 13
WALGREEN CO	9/21/2012	4,844 22	4,721 60	122 62
MC DONALDS CORP	10/9/2012	4,517 40	2,568 50	1,948 90
KRAFT FOODS GROUP	10/23/2012	12 80	9 49	3 31
CHECK POINT SOFTWARE	10/26/2012	3,934.77	4,802.40	-867.63
TERADATA CORP	10/29/2012	6,047 30	4,629 14	1,418 16
OCCIDENTAL PETE CORP	11/15/2012	3,824 92	4,068.93	-244.01
DUPONT CO	11/15/2012	4,521 20	5,750 28	-1,229 08
MEAD JOHNSON NUTRI	12/27/2012	4,540 80	4,798 26	-257 46
Total Long Term		**399,599.13**	**371,651.01**	**27,948.12**

Davis Family Foundation
58-2432024
Attachment to 2012 Form 990-PF Schedule B Part II

Date	# of Shares	Description	High	Low	Avg	FMV of Stock Contributed
07/25/12	1,000	Bank of America Corp	7.16	7.01	7.09	7,085
07/25/12	1,000	Bank of America Corp	7.16	7.01	7.09	7,085
07/25/12	1,000	Bank of America Corp	7.16	7.01	7.09	7,085
07/25/12	2,000	Bank of America Corp	7.16	7.01	7.09	14,170
07/25/12	500	Caterpillar Inc	85.45	80.29	82.87	41,435
07/25/12	1,000	Chicago Bridge & Iron Co	39.92	37.77	38.85	38,845
07/25/12	1,000	Chicago Bridge & Iron Co	39.92	37.77	38.85	38,845
07/25/12	1,000	Chicago Bridge & Iron Co	39.92	37.77	38.85	38,845
07/25/12	1,000	Dow Chemical Co	30.41	29.80	30.11	30,105
07/25/12	2,000	Ford Motor Co	9.20	8.91	9.06	18,110
07/25/12	1,000	General Electric	20.16	19.98	20.07	20,070
07/25/12	1,000	Intel Corp	25.53	25.00	25.27	25,265
07/25/12	350	Peabody Energy Corp	20.58	18.93	19.76	6,914
07/25/12	1,000	Regions Financial Corp	6.95	6.67	6.81	6,810
07/25/12	1,000	Regions Financial Corp	6.95	6.67	6.81	6,810
07/25/12	1,000	Regions Financial Corp	6.95	6.67	6.81	6,810
07/25/12	2,000	The Shaw Group Inc	25.57	24.86	25.22	50,430
						364,719.25

Davis Family Foundation, Inc.
TIN: 58-2432024
Tax Year Ending: December 31, 2012

Exhibit I - Attachment to Form 990-PF, Part XII, Line 3b

The following is a list of the distributable amounts determined under IRC Sec. 4942(d) for all past tax years in the taxpayer's start up period (full payment period is not applicable).

Tax Year	Distributable Amount
1998	-
1999	-
2000	12,000
2001	13,700
2002	17,288
2003	18,767
2004	24,793
2005	24,960
2006	23,998
2007	27,376
2008	97,469
2009	168,118
2010	173,358
2011	187,905

Davis Family Foundation, Inc.
TIN: 58-2432024
Tax Year Ending: December 31, 2012

Exhibit II - Attachment to Form 990-PF, Part XII, Line 3b

The following is a list of the actual payments in cash or its equivalent for exempt purposes during each tax year in the taxpayer's start up period (full payment period is not applicable).

Tax Year		Cash Payments	
1998		-	
1999		-	
2000		12,000	
2001		13,700	
2002		22,000	
2003		15,500	
2004		22,200	
2005		30,000	
2006		24,500	
2007		19,171	
2008		100,868	
2009		116,454	
2010		99,957	
2011		99,027	(Plus $33,000 Set Aside to be distributed within 5 Years)
2011	SET ASIDE PAID IN 2012	33,000	

Form **8868** (Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	DAVIS FAMILY FOUNDATION, INC.	58-2432024
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 428	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENWOOD, SC 29648	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

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

EMMETT DAVIS, JR.

- The books are in the care of ▶ 1319 REYNOLDS AVENUE - GREENWOOD, SC 29649

Telephone No. ▶ 864-229-5211 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning __________ , and ending __________ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 989.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,177.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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