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Form **990-PF**

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

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation

**SC/ROBERT & CORA PEEPLES FOUNDATION  
C/O JASON B. BUSH -SYNOVUS TRUST CO**

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

**7402 HODGSON MEMORIAL DRIVE**

Room/suite

**110**

City or town, state, and ZIP code

**SAVANNAH****GA 31406**

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col. (c),  
line 16) ► \$ **325,549**J Accounting method.  Cash  Accrual  
 Other (specify)

(Part I, column (d) must be on cash basis )

A Employer identification number

**58-2433751**

B Telephone number (see instructions)

**843-937-4614**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 ► 

<b>Part I Analysis of Revenue and Expenses</b> (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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2	2		
4 Dividends and interest from securities		8,154	8,154		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	<b>Stmt 1</b>	6,663			
b Gross sales price for all assets on line 6a		50,936			
7 Capital gain net income (from Part IV, line 2)			5,292		
8 Net short-term capital gain				0	
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)					
12 Total. Add lines 1 through 11		14,819	13,448	0	
13 Compensation of officers, directors, trustees, etc		6,000	6,000		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		596		596	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.		6,681	6,000	0	596
Add lines 13 through 23					
25 Contributions, gifts, grants paid		17,137			17,137
26 Total expenses and disbursements. Add lines 24 and 25		23,818	6,000	0	17,733
27 Subtract line 26 from line 12:		-8,999			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			7,448		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2012)

SCANNED MAY 30 2013 Revenue

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 MAY 21 2013  
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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
			13,145	13,725	13,725
1 Cash – non-interest-bearing					
	2 Savings and temporary cash investments				
	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 (att schedule) ►		0		
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)	See Stmt 4			
	b Investments – corporate stock (attach schedule)		362,487	352,908	311,824
	c Investments – corporate bonds (attach schedule)				
11 Investments – land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ►		)		
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			375,632	366,633
					325,549
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)				
Net Assets or Fund Balances	22 Other liabilities (describe ►		)	0	0
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
24 Unrestricted					
25 Temporarily restricted					
26 Permanently restricted					
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>				
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				375,632	366,633
30 Total net assets or fund balances (see instructions)				375,632	366,633
31 Total liabilities and net assets/fund balances (see instructions)				375,632	366,633

## 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	375,632
2 Enter amount from Part I, line 27a	2	-8,999
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	366,633
5 Decreases not included in line 2 (itemize) ► See Statement 5	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	366,633

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## 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.)
<b>1a Synovus Trust</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> <b>5,292</b>			<b>5,292</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			<b>5,292</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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	<b>5,292</b>	
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		

## 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	<b>17,216</b>	<b>344,436</b>	<b>0.049983</b>
2010	<b>16,727</b>	<b>336,840</b>	<b>0.049659</b>
2009	<b>31,880</b>	<b>330,985</b>	<b>0.096319</b>
2008	<b>46,577</b>	<b>641,699</b>	<b>0.072584</b>
2007	<b>46,175</b>	<b>943,597</b>	<b>0.048935</b>

2 Total of line 1, column (d)

2 **0.317480**

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 **0.063496**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **336,294**

5 Multiply line 4 by line 3

5 **21,353**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **74**

7 Add lines 5 and 6

7 **21,427**

8 Enter qualifying distributions from Part XII, line 4

8 **17,733**

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

**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-)

**3** Add lines 1 and 2

**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

**5** **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

**6** Credits/Payments

<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b> <input type="checkbox"/>
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6b</b> <input type="checkbox"/>
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b> <input type="checkbox"/>
<b>d</b> Backup withholding erroneously withheld	<b>6d</b> <input type="checkbox"/>

**7** Total credits and payments. Add lines 6a through 6d

**8** Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

**9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed

**10** **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

**11** Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►  **Refunded**

## **Part VII-A | Statements Regarding Activities**

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?

b. Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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?

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

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

4a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b. If "Yes," has it filed a tax return on Form 990-T for this year?

5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.

6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
● By language in the governing instrument, or  
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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

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

10. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

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? Website address ► **N/A** 13  **X**

14 The books are in care of ► **SYNOVUS TRUST COMPANY  
7402 HODGSON MEMORIAL DRIVE**

Telephone no ► **912-235-3722**Located at ► **SAVANNAH****GA**ZIP+4 ► **31406**

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**

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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16  **X**

## 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.

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)?

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? **N/A**

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  Yes  No

If "Yes," list the years ► **20 20 20 20**

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) **N/A**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► **20 20 20 20** **N/A**

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**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **N/A**

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**

## 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<b>N/A</b>
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<b>6b</b>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SYNOVUS TRUST COMPANY 7402 HODGSON MEMORIAL DRIVE	SAVANNAH GA 31406	TRUSTEE 40.00	6,000	0
ROBERT E. H. PEEPLES 8 MOONSHELL ROAD	HILTON HEAD ISLAND SC 29928	BOARD OF DIR 1.00	0	0
CORA MCKENZIE PEEPLES 8 MOONSHELL ROAD	HILTON HEAD ISLAND SC 29928	BOARD OF DIR 1.00	0	0
DERBIANA PEEPLES BOWERS 8 MOONSHELL ROAD	HILTON HEAD ISLAND SC 29928	BOARD OF DIR 1.00	0	0

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

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

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

► 0

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**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
<b>NONE</b>		

Total number of others receiving over \$50,000 for professional services ►

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 **N/A**

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 **N/A**

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

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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	327,980
b	Average of monthly cash balances	1b	13,435
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	341,415
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	341,415
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	5,121
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	336,294
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	16,815

**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	16,815
2a	Tax on investment income for 2012 from Part VI, line 5	2a	149
b	Income tax for 2012. (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	149
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,666
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,666
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,666

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	17,733
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	17,733
b	Cash distribution test (attach the required schedule)	5	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	17,733
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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 XIJII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distrnbutable amount for 2012 from Part XI, line 7				16,666
2 Undistributed income, if any, as of the end of 2012:			16,476	
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 17,733			16,476	
a Applied to 2011, but not more than line 2a				
b Applied to undistrnbutable 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				1,257
e Remaining amount distributed out of corpus				
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				
b Prior years' undistrnbutable 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 Undistrnbutable income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistrnbutable income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				15,409
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				



## Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
HERITAGE LIBRARY 32 OFFICE PARK RD, STE 3 HILTON HEAD ISLAND SC 29	NONE		PUBLIC EXMPT GENERAL PROGRAM SUPPORT	8,569
ANGLICAN CHURCH OF THE 920 CALDWELL LANE NASHVILLE TN 37204	NONE		PUBLIC EXMPT GENERAL PROGRAM SUPPORT	8,568
Total			► 3a	17,137
b Approved for future payment				
N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions )
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	2
4 Dividends and interest from securities				14	8,154
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				14	5,292
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		13,448	1,371
13 Total. Add line 12, columns (b), (d), and (e)					13,448

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

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

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



**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
COLUMBIA DIV OPPORTUNITY FUND	4/22/10 11/19/12	\$		Purchase 557	\$ 518	\$		\$ 39
ICM SMALL COMPANY	4/22/10 11/19/12			Purchase 226	237			-11
AMERICAN EUROPACIFIC GROWTH	4/22/10 11/19/12			Purchase 574	561			13
FEDERATED INST HIGH YIELD	12/01/11 11/19/12			Purchase 1,010	959			51
FEDERATED TOTAL RET BOND	4/22/10 11/19/12			Purchase 2,966	2,821			145
JP MORGAN MIDCAP VALUE	10/26/10 11/19/12			Purchase 783	618			165
HARBOR FUND INTL FD	4/22/10 11/19/12			Purchase 580	542			38
LAZARD EMERGING MKTS	7/06/12 11/19/12			Purchase 258	253			5
MAINSTAY MARKETFIELD FD	3/18/11 11/19/12			Purchase 764	662			102
MUNDER MIDCAP CORE GROWTH	4/22/10 11/19/12			Purchase 734	598			136
PIMCO LOW DURATION FUND	7/06/12 11/19/12			Purchase 1,446	1,430			16
PIMCO TOTAL RET FUND	6/03/10 11/19/12			Purchase 3,104	2,968			136
PIMCO ALL ASSET ALL AUTH	10/26/10 11/19/12			Purchase 621	621			
SENTINEL COMMON STOCK FUND	4/22/10 11/19/12			Purchase 5,776	5,030			746
SENTINEL SMALL COMPANY FUND	4/22/10 11/19/12			Purchase 221	200			21
TFS MARKET NEUTRAL FUND	4/22/10 11/19/12			Purchase 726	729			-3
VANGUARD GNMA FUND	12/01/11 7/06/12			Purchase 21,515	21,632			-117

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**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
			Sale Price	Cost			
VANGUARD EMERGING MKTS	12/01/11	7/06/12	\$ 3,783	\$ 3,894	\$ 0	\$ 0	\$ -111
Total			\$ 45,644	\$ 44,273	\$ 0	\$ 0	\$ 1,371

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment		Adjusted Net	Charitable Purpose
		\$ 596	\$ 0		
TAX PREPARATION FEES	\$ 596	\$ 0	\$ 0	\$ 0	\$ 596
Total	\$ 596	\$ 0	\$ 0	\$ 0	\$ 596

**Statement 3 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment		Adjusted Net	Charitable Purpose
		\$ 85	\$ 0		
EXCISE TAX	\$ 85	\$ 0	\$ 0	\$ 0	\$ 0
Total	\$ 85	\$ 0	\$ 0	\$ 0	\$ 0

**Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ICM SMALL COMPANY PORTFOLIO #1229	\$ 3,519	\$ 3,384	Cost	\$ 3,307
COLUMBIA DIVIDEND OPPORTUNITY CL Z	7,788	7,524	Cost	8,248
AMERICAN EUROPAACIFIC GROWTH FUND	8,340	8,041	Cost	8,668
FIRST CITIZENS BANCORP SC	6,750	6,750	Cost	9,027
JP MORGAN MID CAP VALUE FUND	9,309	9,047	Cost	11,397
HARBOR INTERNATIONAL FUND	8,134	7,856	Cost	8,836
LAZARD EMERGING MARKETS PORTFOLIO			Cost	3,927
MAINSTAY MARKETFIELD FUND	10,066	9,755	Cost	11,365
MUNDER MIDCAP CORE GROWTH FUND	9,241	8,975	Cost	11,090
SENTINEL COMMON STOCK FUND	75,659	73,264	Cost	83,901
SENTINEL SMALL COMPANY FUND	3,002	2,902	Cost	2,664
SOUTHEASTERN BKG DARLEN GA	64,575	64,575	Cost	5,996
SYNOVUS FINANCIAL CORP	9,270	9,270	Cost	2,450
TFS MARKET NEUTRAL FUND	10,674	10,279	Cost	10,550
VANGUARD EMERGING MKTS STOCK INDEX	3,894		Cost	
FEDERATED INST HIGH YIELD BOND FD	14,421	13,931	Cost	14,887
FEDERATED TOTAL RETURN BOND FD	42,393	40,955	Cost	42,280
PIMCO LOW DURATION FUND		20,742	Cost	20,715
PIMCO TOTAL RETURN FD	44,632	43,107	Cost	43,626
PIMCO ALL ASSET ALL AUTHORITY FUND	9,188	8,856	Cost	8,890
VANGUARD GNMA FUND	21,632		Cost	
Total	\$ 362,487	\$ 352,908		\$ 311,824

**Federal Statements****Statement 5 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
ROUNDING	\$ _____
Total	\$ _____ 0

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**Federal Statements**

**EOY-Cash**

<u>Description</u>	<u>Amount</u>
Total	\$ <u>13,725</u>
	\$ <u>13,725</u>