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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**

OMB No 1545-0052

**2012**

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

03-01, 2012, and ending

02-28, 2013

|                                                                                                                                                                                                                                                         |                                                                                                                             |                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>J M SMITH FOUNDATION</b>                                                                                                                                                                                                       |                                                                                                                             | A Employer identification number<br><b>57-1046595</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>101 WEST SAINT JOHN STREET</b>                                                                                                                                  |                                                                                                                             | B Telephone number (see instructions)<br><b>(864) 542-9419</b>                                                                                                               |
| City or town, state, and ZIP code<br><b>Spartanburg, SC 29306</b>                                                                                                                                                                                       |                                                                                                                             | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:                                                                                                                                                                                                                                 | <input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change | <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change                        |
| H Check type of organization:<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Other taxable private foundation |                                                                                                                             | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 435,242</b>                                                                                                                                                    |                                                                                                                             | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| J Accounting method:<br><input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |                                                                                   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1                                                                                                                                                                  | Contributions, gifts, grants, etc., received (attach schedule)                    | 2,982,337                          |                           |                         |                                                             |
| 2                                                                                                                                                                  | Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
| 3                                                                                                                                                                  | Interest on savings and temporary cash investments                                | 5,949                              | 5,949                     |                         |                                                             |
| 4                                                                                                                                                                  | Dividends and interest from securities                                            |                                    |                           |                         |                                                             |
| 5a                                                                                                                                                                 | Gross rents                                                                       |                                    |                           |                         |                                                             |
| b                                                                                                                                                                  | Net rental income or (loss)                                                       |                                    |                           |                         |                                                             |
| 6a                                                                                                                                                                 | Net gain or (loss) from sale of assets not on line 10                             |                                    |                           |                         |                                                             |
| b                                                                                                                                                                  | Gross sales price for all assets on line 6a                                       |                                    |                           |                         |                                                             |
| 7                                                                                                                                                                  | Capital gain net income (from Part IV, line 2)                                    |                                    |                           |                         |                                                             |
| 8                                                                                                                                                                  | Net short-term capital gain                                                       |                                    |                           |                         |                                                             |
| 9                                                                                                                                                                  | Income modifications                                                              |                                    |                           |                         |                                                             |
| 10a                                                                                                                                                                | Gross sales less returns and allowances                                           |                                    |                           |                         |                                                             |
| b                                                                                                                                                                  | Less: Cost of goods sold                                                          |                                    |                           |                         |                                                             |
| c                                                                                                                                                                  | Gross profit or (loss) (attach schedule)                                          |                                    |                           |                         |                                                             |
| 11                                                                                                                                                                 | Other income (attach schedule)                                                    |                                    |                           |                         |                                                             |
| 12                                                                                                                                                                 | Total. Add lines 1 through 11                                                     | 2,988,286                          | 5,949                     |                         |                                                             |
| 13                                                                                                                                                                 | Compensation of officers, directors, trustees, etc.                               |                                    |                           |                         |                                                             |
| 14                                                                                                                                                                 | Other employee salaries and wages                                                 |                                    |                           |                         |                                                             |
| 15                                                                                                                                                                 | Pension plans, employee benefits                                                  |                                    |                           |                         |                                                             |
| 16a                                                                                                                                                                | Legal fees (attach schedule)                                                      |                                    |                           |                         |                                                             |
| b                                                                                                                                                                  | Accounting fees (attach schedule)                                                 |                                    |                           |                         |                                                             |
| 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) <b>STM103</b>                                    | 404                                |                           |                         | 404                                                         |
| 24                                                                                                                                                                 | Total operating and administrative expenses.<br>Add lines 13 through 23           | 404                                | 0                         |                         | 404                                                         |
| 25                                                                                                                                                                 | Contributions, gifts, grants paid                                                 | 2,854,088                          |                           |                         | 2,854,088                                                   |
| 26                                                                                                                                                                 | Total expenses and disbursements. Add lines 24 and 25                             | 2,854,492                          | 0                         |                         | 2,854,492                                                   |
| 27                                                                                                                                                                 | Subtract line 26 from line 12.                                                    |                                    |                           |                         |                                                             |
| a                                                                                                                                                                  | Excess of revenue over expenses and disbursements                                 | 133,794                            |                           |                         |                                                             |
| b                                                                                                                                                                  | Net investment income (if negative, enter -0-)                                    |                                    | 5,949                     |                         |                                                             |
| c                                                                                                                                                                  | Adjusted net income (if negative, enter -0-)                                      |                                    |                           | 0                       |                                                             |

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

**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 |
| <b>Assets</b>                                                                                                     | 1 Cash - non-interest-bearing . . . . .                                                                                             | 92,037            | 219,961        | 219,961               |
|                                                                                                                   | 2 Savings and temporary cash investments . . . . .                                                                                  | 209,411           | 215,281        | 215,281               |
|                                                                                                                   | 3 Accounts receivable ▶ . . . . .                                                                                                   |                   |                |                       |
|                                                                                                                   | Less: allowance for doubtful accounts ▶ . . . . .                                                                                   |                   |                |                       |
|                                                                                                                   | 4 Pledges receivable ▶ . . . . .                                                                                                    |                   |                |                       |
|                                                                                                                   | Less: allowance for doubtful accounts ▶ . . . . .                                                                                   |                   |                |                       |
|                                                                                                                   | 5 Grants receivable . . . . .                                                                                                       |                   |                |                       |
|                                                                                                                   | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                |                       |
|                                                                                                                   | 7 Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                    |                   |                |                       |
|                                                                                                                   | Less: allowance for doubtful accounts ▶ . . . . .                                                                                   |                   |                |                       |
|                                                                                                                   | 8 Inventories for sale or use . . . . .                                                                                             |                   |                |                       |
|                                                                                                                   | 9 Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                |                       |
|                                                                                                                   | 10a Investments - U.S. and state government obligations (attach schedule)                                                           |                   |                |                       |
|                                                                                                                   | b Investments - corporate stock (attach schedule) . . . . .                                                                         |                   |                |                       |
|                                                                                                                   | c Investments - corporate bonds (attach schedule) . . . . .                                                                         |                   |                |                       |
|                                                                                                                   | 11 Investments - land, buildings, and equipment basis ▶ . . . . .                                                                   |                   |                |                       |
| Less: accumulated depreciation (attach schedule) ▶ . . . . .                                                      |                                                                                                                                     |                   |                |                       |
| 12 Investments - mortgage loans . . . . .                                                                         |                                                                                                                                     |                   |                |                       |
| 13 Investments - other (attach schedule) . . . . .                                                                |                                                                                                                                     |                   |                |                       |
| 14 Land, buildings, and equipment: basis ▶ . . . . .                                                              |                                                                                                                                     |                   |                |                       |
| Less: accumulated depreciation (attach schedule) ▶ . . . . .                                                      |                                                                                                                                     |                   |                |                       |
| 15 Other assets (describe ▶ . . . . .)                                                                            |                                                                                                                                     |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 301,448                                                                                                                             | 435,242           | 435,242        |                       |
| <b>Liabilities</b>                                                                                                | 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) . . . . .                                                                    |                   |                |                       |
|                                                                                                                   | 22 Other liabilities (describe ▶ . . . . .)                                                                                         |                   |                |                       |
|                                                                                                                   | 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                     | 0                 | 0              |                       |
| <b>Net Assets or Fund Balances</b>                                                                                | Foundations that follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/> X                                        |                   |                |                       |
|                                                                                                                   | and complete lines 24 through 26 and lines 30 and 31.                                                                               |                   |                |                       |
|                                                                                                                   | 24 Unrestricted . . . . .                                                                                                           | 301,448           | 435,242        |                       |
|                                                                                                                   | 25 Temporarily restricted . . . . .                                                                                                 |                   |                |                       |
|                                                                                                                   | 26 Permanently restricted . . . . .                                                                                                 |                   |                |                       |
|                                                                                                                   | Foundations that do not follow SFAS 117, check here . . . . . <input type="checkbox"/>                                              |                   |                |                       |
|                                                                                                                   | and complete lines 27 through 31.                                                                                                   |                   |                |                       |
|                                                                                                                   | 27 Capital stock, trust principal, or current funds . . . . .                                                                       |                   |                |                       |
|                                                                                                                   | 28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                          |                   |                |                       |
|                                                                                                                   | 29 Retained earnings, accumulated income, endowment, or other funds                                                                 |                   |                |                       |
| 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                          | 301,448                                                                                                                             | 435,242           |                |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                             | 301,448                                                                                                                             | 435,242           |                |                       |

**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 | 301,448 |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 133,794 |
| 3 Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | 3 |         |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 435,242 |
| 5 Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                               | 5 |         |
| 6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 435,242 |

**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<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(yr, mo, day) | (d) Date sold<br>(yr, mo, day) |
|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------|--------------------------------|
| 1a                                                                                                                                 |                                              |                                    |                                |
| b                                                                                                                                  |                                              |                                    |                                |
| c                                                                                                                                  |                                              |                                    |                                |
| d                                                                                                                                  |                                              |                                    |                                |
| e                                                                                                                                  |                                              |                                    |                                |

  

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

  

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 |                                                                                                 |

  

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7 } 2

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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                 | 2,499,352                                | 623,204                                      | 4.010488                                                    |
| 2010                                                                 | 2,512,672                                | 1,183,280                                    | 2.12348                                                     |
| 2009                                                                 | 2,460,260                                | 1,273,749                                    | 1.931511                                                    |
| 2008                                                                 | 2,138,742                                | 1,064,476                                    | 2.009197                                                    |
| 2007                                                                 | 3,558,870                                | 698,234                                      | 5.096959                                                    |

  

2 Total of line 1, column (d) . . . . . 2 15.171635

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 3.034327

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . 4 968,234

5 Multiply line 4 by line 3 . . . . . 5 2,937,939

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 59

7 Add lines 5 and 6 . . . . . 7 2,937,998

8 Enter qualifying distributions from Part XII, line 4 . . . . . 8 2,854,492

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)**

|           |                                                                                                                                                                                                                                     |           |            |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions) |           |            |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           | <b>1</b>  | <b>119</b> |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                            |           |            |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                           | <b>2</b>  | <b>0</b>   |
| <b>3</b>  | Add lines 1 and 2 . . . . .                                                                                                                                                                                                         | <b>3</b>  | <b>119</b> |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | <b>4</b>  | <b>0</b>   |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                            | <b>5</b>  | <b>119</b> |
| <b>6</b>  | <b>Credits/Payments:</b>                                                                                                                                                                                                            |           |            |
| <b>a</b>  | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . . <b>6a</b>                                                                                                                                               |           |            |
| <b>b</b>  | Exempt foreign organizations - tax withheld at source . . . . . <b>6b</b>                                                                                                                                                           |           |            |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868) . . . . . <b>6c</b>                                                                                                                                             |           |            |
| <b>d</b>  | Backup withholding erroneously withheld . . . . . <b>6d</b>                                                                                                                                                                         |           |            |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                       | <b>7</b>  |            |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                  | <b>8</b>  |            |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                                                                                               | <b>9</b>  | <b>119</b> |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                                                                                                   | <b>10</b> |            |
| <b>11</b> | Enter the amount of line 10 to be. <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>                                                                                          | <b>11</b> |            |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                       | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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? . . . . .                                                                                                                                                              |     | X  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .                                                                                                                                                                              |     | X  |
| If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.                                                                                                                                          |     |    |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                        |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____                                                                                                                 |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                                                      |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                      |     | X  |
| <b>3</b> 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 . . . . .                                                                                                         |     | X  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                       |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                            |     |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                |     | X  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? . . . . . | X   |    |
| <b>7</b> 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 . . . . .                                                                                                                                                                                                  | X   |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>SC</b>                                                                                                                                                                                                       |     |    |
| <b>b</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 . . . . .                                                                                                                        | X   |    |
| <b>9</b> 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 . . . . .                                                                               |     | X  |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                | X   |    |

**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?<br>Website address ▶ N/A                                                                                                                                                                                      | 13 | X   |         |
| 14 | The books are in care of ▶ JAMES C WILSON, JR<br>Located at ▶ 101 WEST SAINT JOHN STREET Spartanburg, SC<br>Telephone no. ▶ 864-542-9419<br>ZIP+4 ▶ 29306                                                                                                                                                                         |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here<br>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?<br>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 | Yes | No<br>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.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                        |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                    |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/><br>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>                                                                                                                                  | 1b  |    |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶                                                                                                                                                                                                                                             |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)                                                                                                                                                                                        | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>▶                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                 |     |    |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                               | 4b  | X  |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.☐ Yes ☐ No**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?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address                                                    | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See 990 OFOV<br>KENNETH R COUCH<br>101 WEST SAINT JOHN STREET, SC 29306 | PRESIDENT<br>0                                            | 0                                         | 0                                                                     | 0                                     |
| TAMMY DEVINE<br>101 WEST SAINT JOHN STREET, SC 29306                    | SECRETARY<br>0                                            | 0                                         | 0                                                                     | 0                                     |
| JAMES C WILSON JR<br>101 WEST SAINT JOHN STREET, SC 29306               | TREASURER<br>0                                            | 0                                         | 0                                                                     | 0                                     |
| RUSS WEBBER<br>101 WEST SAINT JOHN STREET, SC 29306                     | DIRECTOR<br>0                                             | 0                                         | 0                                                                     | 0                                     |

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

"NONE."

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

**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 Cash contributions of \$146,660 to USC Upstate Foundation, 800 University Way, Spartanburg, SC                                                                                                                                                      | 0        |
| 2 Cash contributions of \$108,000 to Spartanburg Methodist College, 1000 Powell Mill Road, Spartanburg, SC                                                                                                                                            | 0        |
| 3 Cash contributions of \$105,000 to Limestone College, 1115 College Drive, Gaffney, SC                                                                                                                                                               | 0        |
| 4 Cash contributions of \$80,390 to United Way of the Piedmont, PO Box 5624, Spartanburg, SC                                                                                                                                                          | 0        |

**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                                                                                                             | 0      |
| 2                                                                                                                 |        |
| All other program-related investments See instructions                                                            |        |
| 3                                                                                                                 |        |
| Total. Add lines 1 through 3 . . . . .                                                                            |        |



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

|          |                                                                                                             |           |         |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |         |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 0       |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 982,979 |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 0       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 982,979 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 982,979 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 14,745  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 968,234 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 48,412  |

**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.)

|           |                                                                                                           |           |        |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 48,412 |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 119    |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |        |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 119    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 48,293 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |        |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 48,293 |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |        |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 48,293 |

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

|          |                                                                                                                                                      |           |           |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |           |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 2,854,492 |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |           |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |           |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |           |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |           |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |           |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 2,854,492 |
| <b>5</b> | 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) | <b>5</b>  |           |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 2,854,492 |

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

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                      | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 48,293      |
| 2 Undistributed income, if any, as of the end of 2012:                                                                                                                               |               |                            |             |             |
| a Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            |             |             |
| b Total for prior years: . . . . .                                                                                                                                                   |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2012:                                                                                                                                   |               |                            |             |             |
| a From 2007 . . . . . 3,524,986                                                                                                                                                      |               |                            |             |             |
| b From 2008 . . . . . 2,085,974                                                                                                                                                      |               |                            |             |             |
| c From 2009 . . . . . 2,396,743                                                                                                                                                      |               |                            |             |             |
| d From 2010 . . . . . 2,453,762                                                                                                                                                      |               |                            |             |             |
| e From 2011 . . . . . 2,468,250                                                                                                                                                      |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 12,929,715    |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,854,492                                                                                                            |               |                            |             |             |
| a Applied to 2011, but not more than line 2a . . .                                                                                                                                   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| d Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 48,293      |
| e Remaining amount distributed out of corpus . . .                                                                                                                                   | 2,806,199     |                            |             |             |
| 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 . . . . .                                                                                                                        | 15,735,914    |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               |                            |             |             |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            |             |             |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .                                                              |               |                            |             | 0           |
| 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) . . .                                                                                  | 3,524,986     |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 12,210,928    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| a Excess from 2008 . . . . . 2,085,974                                                                                                                                               |               |                            |             |             |
| b Excess from 2009 . . . . . 2,396,743                                                                                                                                               |               |                            |             |             |
| c Excess from 2010 . . . . . 2,453,762                                                                                                                                               |               |                            |             |             |
| d Excess from 2011 . . . . . 2,468,250                                                                                                                                               |               |                            |             |             |
| e Excess from 2012 . . . . . 2,806,199                                                                                                                                               |               |                            |             |             |

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

**1a** 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) ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

None,

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

None,

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

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

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

**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<br>Name and address (home or business)       | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------|
| <b>a</b> Paid during the year<br>See Attached Schedule |                                                                                                                    |                                      |                                     | 2,854,088 |
| <b>Total</b> . . . . .                                 |                                                                                                                    |                                      | <b>3a</b>                           | 2,854,088 |
| <b>b</b> Approved for future payment                   |                                                                                                                    |                                      |                                     |           |
| <b>Total</b> . . . . .                                 |                                                                                                                    |                                      | <b>3b</b>                           |           |



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

- |          |                                                                                                                                                                                                                                                                                                                                                                                              |              |     |    |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----|----|
| <b>1</b> | 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?                                                                                                                                          |              | Yes | No |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |     |    |
|          | (1) Cash . . . . .                                                                                                                                                                                                                                                                                                                                                                           | <b>1a(1)</b> |     | X  |
|          | (2) Other assets . . . . .                                                                                                                                                                                                                                                                                                                                                                   | <b>1a(2)</b> |     | X  |
| <b>b</b> | Other transactions.                                                                                                                                                                                                                                                                                                                                                                          |              |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                         | <b>1b(1)</b> |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                   | <b>1b(2)</b> |     | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .                                                                                                                                                                                                                                                                                                                               | <b>1b(3)</b> |     | X  |
|          | (4) Reimbursement arrangements . . . . .                                                                                                                                                                                                                                                                                                                                                     | <b>1b(4)</b> |     | X  |
|          | (5) Loans or loan guarantees . . . . .                                                                                                                                                                                                                                                                                                                                                       | <b>1b(5)</b> |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .                                                                                                                                                                                                                                                                                                             | <b>1b(6)</b> |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .                                                                                                                                                                                                                                                                                                   | <b>1c</b>    |     | X  |
| <b>d</b> | 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. |              |     |    |

[illegible]

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

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

**Sign  
Here**

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

James C. Wilson  
Signature of officer or trustee

07/12/2019  
Date

**TREASURER**  
Title

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

**Paid  
Preparer  
Use Only**

Pnnl/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

07-10-2013

|                                |               |
|--------------------------------|---------------|
| Check <input type="checkbox"/> | self-employed |
|--------------------------------|---------------|

PTIN

Firm's name ▶ NO FIRM SETUP INFORMATION

Firm's EIN ▶

Firm's address ► DO NOT FILE WITH IRS

|          |  |
|----------|--|
| Phone no |  |
|----------|--|

UNLICENSED COPY

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

**Schedule of Contributors**

OMB No 1545-0047

**2012**

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

Name of the organization

Employer identification number

J M SMITH FOUNDATION

57-1046595

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  
J M SMITH FOUNDATION

Employer identification number  
57-1046595

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                  | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|------------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | J M Smith Corporation<br>101 West Saint John St Suite 305<br>Spartanburg, SC 29306 | \$ 1,700,000               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| 2          | See Attached Schedule                                                              | \$ 632,921                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 3          | Spartanburg County Foundation<br>Henry Street<br>Spartanburg, SC 29302             | \$ 400,000                 | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                                    | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                                    | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                                    | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |





| RECIPIENT NAME                            | PURPOSE OF GRANT             | RECIPIENT RELATIONSHIP | AMOUNT     |
|-------------------------------------------|------------------------------|------------------------|------------|
| USC Upstate Foundation                    | 800 University Way           | SC                     | 146,660.00 |
| Spartanburg Methodist College             | 1000 Powell Mill Road        | SC                     | 108,000.00 |
| Limestone College                         | 1115 College Drive           | SC                     | 105,000.00 |
| United Way of the Piedmont                | P.O. Box 5624                | SC                     | 80,389.78  |
| Converse College                          | 580 East Main Street         | SC                     | 70,900.00  |
| Wofford College                           | 429 N. Church Street         | SC                     | 68,500.00  |
| Wingate University                        | P.O. Box 159                 | NC                     | 62,000.00  |
| Presbyterian College                      | 503 South Broad Street       | SC                     | 60,000.00  |
| Spartanburg Regional Foundation           | 101 East Wood Street         | SC                     | 52,000.00  |
| Anderson Mill Road Baptist Church         | 4455 Anderson Mill Road      | SC                     | 51,180.00  |
| First Baptist Church Spartanburg          | 250 East Main Street         | SC                     | 50,180.00  |
| Spartanburg Community College Foundation  | P.O. Box 4386                | SC                     | 50,000.00  |
| First Presbyterian Church                 | 393 East Main Street         | SC                     | 49,600.00  |
| Habitat for Humanity                      | 2270 S. Pine Street          | SC                     | 32,500.00  |
| Mobile Meals                              | P.O. Box 461                 | SC                     | 31,900.00  |
| Temple Independent Methodist Church       | 232 Morrow Road              | SC                     | 31,100.00  |
| Calvary Baptist Church                    | 4000 Parris Bridge Road      | SC                     | 28,000.00  |
| ML Zion Baptist Church                    | 1038 North Main Street       | GA                     | 28,000.00  |
| New Life Ministries of Spartanburg        | 124 N. High Point Road       | SC                     | 28,000.00  |
| Morningside Baptist Church                | 897 South Pine Street        | SC                     | 27,000.00  |
| Beaumont Baptist Church                   | 945 Beaumont Avenue          | SC                     | 26,000.00  |
| Ellen Hines Smith Girls Home              | P.O. Box 1731                | SC                     | 25,500.00  |
| Woodruff Church of God                    | P.O. Box 275                 | SC                     | 25,378.00  |
| United Carpenters for Christ, Inc         | 115 S. Lake Emory Drive      | SC                     | 24,950.00  |
| United Methodist Church of the Covenant   | 9020 Asheville Highway       | SC                     | 20,800.00  |
| YMCA of Greater Spartanburg               | 151 Ribault Street           | SC                     | 20,000.00  |
| The Arts Partnership of Greater Spartanbu | 200 East Saint John Street   | SC                     | 19,500.00  |
| IPTAY                                     | P.O. Box 1529                | SC                     | 18,086.40  |
| Evangel Cathedral                         | 500 Evangel Road             | SC                     | 17,000.00  |
| Brown's Chapel Baptist Church             | P.O. Box 858                 | AR                     | 16,500.00  |
| First Baptist Church Woodstock            | 11905 Highway 92             | GA                     | 15,600.00  |
| Nazareth Presbyterian Church              | 680 Nazareth Church Road     | SC                     | 15,600.00  |
| AMI Kids White Pines                      | 742 T. Bishop Road           | SC                     | 15,000.00  |
| Coaches 4 Character                       | 312 Rocky Top Dvne           | SC                     | 15,000.00  |
| Partners for Active Living                | P.O. Box 6728                | SC                     | 15,000.00  |
| Urban League of the Upstate, Inc.         | 201 Caulder Avenue           | SC                     | 15,000.00  |
| Westminster Presbyterian Church           | 309 Fernwood Road            | SC                     | 15,000.00  |
| Northbrook Baptist Church                 | 1881 Bolling Springs Road    | SC                     | 14,500.00  |
| Oak Grove Baptist Church                  | 350 N. Blackstock Road       | SC                     | 14,400.00  |
| Upstate Forever                           | 100 E. Main Street, Ste. R-4 | SC                     | 14,070.00  |
| Bethlehem Baptist Church                  | P.O. Box 229                 | SC                     | 14,000.00  |

|                                                  |                                     |                   |    |       |                                      |      |           |
|--------------------------------------------------|-------------------------------------|-------------------|----|-------|--------------------------------------|------|-----------|
| Bright Futures Christian School                  | 717 SE Everett Road                 | Camas             | WA | 98607 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Casa de Dios Raia                                | 12 Lake Drive                       | Inman             | SC | 29349 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Christ Miracles and Deliverance Outreach         | P.O. Box 2266                       | Gaffney           | SC | 29342 | Unrestricted Charitable Contribution | None | 14,000.00 |
| First Baptist Church Lyman                       | 80 Groce Road                       | Lyman             | SC | 29385 | Unrestricted Charitable Contribution | None | 14,000.00 |
| First Baptist Church Newberry                    | 1020 Boundary Street                | Newberry          | SC | 29108 | Unrestricted Charitable Contribution | None | 14,000.00 |
| First Baptist Church of Wiggins                  | 219 N. 2nd Street                   | Wiggins           | MS | 39577 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Gowdysville Baptist Church                       | 6723 Union Highway                  | Pacolet           | SC | 29372 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Grace Church                                     | 2801 Pelham Road                    | Greenville        | SC | 29615 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Green Pines Baptist Church                       | 1498 Hodge Road                     | Knightdale        | NC | 27545 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Green Point Baptist Church                       | 1390 Rainbow Lake Road              | Inman             | SC | 29349 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Harmony Baptist Church                           | 1177 Harmony Road                   | Jonesborough      | TN | 37659 | Unrestricted Charitable Contribution | None | 14,000.00 |
| High Point Church                                | 16915 SE 272nd Street, Ste. 100-185 | Covington         | WA | 98042 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Jackson Baptist Church                           | 2668 John Dodd Road                 | Wellford          | SC | 29385 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Monette First United Methodist Church            | P.O. Box 781                        | Monette           | AR | 72447 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Mallow Creek Baptist Church                      | 2300 Mallow Creek Road              | Campobello        | SC | 29322 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Mountain View Baptist Church                     | 5555 Parns Bridge Road              | Boiling Springs   | SC | 29316 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Mt. Beulah Baptist Church                        | 856 Mt. Beulah Road                 | Windsor           | SC | 29856 | Unrestricted Charitable Contribution | None | 14,000.00 |
| New Faith International Church                   | P.O. Box 1031                       | Spartanburg       | SC | 29304 | Unrestricted Charitable Contribution | None | 14,000.00 |
| New Fields Ministries - Collage                  | P.O. Box 2804                       | Ridgeland         | MS | 39158 | Unrestricted Charitable Contribution | None | 14,000.00 |
| New Heights Baptist Church                       | 115 Ellis Ferry Road                | Gaffney           | SC | 29341 | Unrestricted Charitable Contribution | None | 14,000.00 |
| New Prospect A.M.E. Zion Church                  | 2235 Cannon Campground Road         | Spartanburg       | SC | 29307 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Promised Land Ministries                         | 150 Kensington Drive                | Spartanburg       | SC | 29306 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Royal Priesthood Family Outreach Ministry        | 2306 Chesnee Highway, Ste. 12       | Spartanburg       | SC | 29303 | Unrestricted Charitable Contribution | None | 14,000.00 |
| Southside Fellowship                             | 3161 S. Highway 14                  | Greenville        | SC | 29615 | Unrestricted Charitable Contribution | None | 14,000.00 |
| St. Francis United Methodist Church              | 2985 Kildaire Farm Road             | Cary              | NC | 27518 | Unrestricted Charitable Contribution | None | 14,000.00 |
| State Line Baptist Church                        | 1328 State Line Road                | Gaffney           | SC | 29341 | Unrestricted Charitable Contribution | None | 14,000.00 |
| VSP Foundation c/o Spartanburg County Foundation | 424 E. Kennedy Street               | Spartanburg       | SC | 29302 | Unrestricted Charitable Contribution | None | 14,000.00 |
| First Baptist North Spartanburg                  | 8740 Asheville Highway              | Spartanburg       | SC | 29316 | Unrestricted Charitable Contribution | None | 13,200.00 |
| Miracle Hill Ministries, Inc.                    | P.O. Box 2546                       | Greenville        | SC | 29602 | Unrestricted Charitable Contribution | None | 13,200.00 |
| Lexington Baptist Church                         | 308 E. Main Street                  | Lexington         | SC | 29072 | Unrestricted Charitable Contribution | None | 13,000.00 |
| West Race Baptist Church                         | 1006 West Race                      | Searcy            | AR | 72143 | Unrestricted Charitable Contribution | None | 13,000.00 |
| Pentecostals of Spartanburg                      | P.O. Box 170217                     | Spartanburg       | SC | 29301 | Unrestricted Charitable Contribution | None | 12,670.00 |
| The Gamecock Club                                | 1304 Heyward Street                 | Columbia          | SC | 29208 | Unrestricted Charitable Contribution | None | 12,414.60 |
| Boiling Springs First Baptist                    | 3600 Boiling Springs Road           | Boiling Springs   | SC | 29316 | Unrestricted Charitable Contribution | None | 12,400.00 |
| Philadelphia Baptist Church                      | P.O. Box 276                        | Gaffney           | SC | 29342 | Unrestricted Charitable Contribution | None | 12,130.00 |
| Carolina Foothills Artisan Center                | P.O. Box 517                        | Chesnee           | SC | 29323 | Unrestricted Charitable Contribution | None | 12,000.00 |
| Jesusway Mission Ministries, Inc.                | 1091 Springfield Road               | Spartanburg       | SC | 29316 | Unrestricted Charitable Contribution | None | 12,000.00 |
| Bethel Memorial Baptist Church                   | 1314 Ellis Ferry Road               | Gaffney           | SC | 29341 | Unrestricted Charitable Contribution | None | 11,560.00 |
| Chesnee First Baptist Church                     | 211 South Kentucky Avenue           | Chesnee           | SC | 29323 | Unrestricted Charitable Contribution | None | 11,000.00 |
| SPACE                                            | 100 E. Main Street, Ste. 7B         | Spartanburg       | SC | 29306 | Unrestricted Charitable Contribution | None | 11,000.00 |
| New Beginning Ministry                           | 311 Reid School Road                | Taylors           | SC | 29687 | Unrestricted Charitable Contribution | None | 10,600.00 |
| Christ Church Cathedral                          | 166 Market Street                   | Lexington         | KY | 40507 | Unrestricted Charitable Contribution | None | 10,000.00 |
| Garden City Chapel                               | 316 North Dogwood Drive             | Garden City Beach | SC | 29576 | Unrestricted Charitable Contribution | None | 10,000.00 |

|                                                |                               |                 |    |            |                                      |      |           |
|------------------------------------------------|-------------------------------|-----------------|----|------------|--------------------------------------|------|-----------|
| Greer Christian Learning Center                | P.O. Box 2013                 | Greer           | SC | 29652      | Unrestricted Charitable Contribution | None | 10,000.00 |
| St. Edwards Catholic Church                    | 407 Beech Street              | Texarkana       | AR | 71854      | Unrestricted Charitable Contribution | None | 10,000.00 |
| The Fuller Center for Housing                  | P.O. Box 171653               | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 10,000.00 |
| The Haven                                      | P.O. Box 2914                 | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 10,000.00 |
| The Music Foundation, Inc.                     | P.O. Box 1274                 | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 10,000.00 |
| Uptate Family Resource Center, Inc.            | 1850 Old Furnace Road         | Boiling Springs | SC | 29316      | Unrestricted Charitable Contribution | None | 10,000.00 |
| Westwood Alliance Church                       | 396 Willowood Drive East      | Mansfield       | OH | 44906      | Unrestricted Charitable Contribution | None | 10,000.00 |
| Wings Charitable Foundation, Inc               | P.O. Box 292                  | Jacksonville    | VT | 05342      | Unrestricted Charitable Contribution | None | 10,000.00 |
| Inman First Baptist Church                     | 14 North Howard Street        | Inman           | SC | 29349      | Unrestricted Charitable Contribution | None | 9,700.00  |
| Central Baptist Church                         | P.O. Box 310                  | Cowpens         | SC | 29330      | Unrestricted Charitable Contribution | None | 9,000.00  |
| St. Paul United Methodist Church               | 1320 Fernwood-Glendale Road   | Spartanburg     | SC | 29307      | Unrestricted Charitable Contribution | None | 9,000.00  |
| Restoration Church                             | 6655 Pottery Road             | Spartanburg     | SC | 29303      | Unrestricted Charitable Contribution | None | 8,818.00  |
| Crossroads Church                              | 1845 Grant Avenue             | Jonesboro       | AR | 72401      | Unrestricted Charitable Contribution | None | 8,600.00  |
| Grace Community Church                         | 495 Cardinal Road             | Mills River     | NC | 28759      | Unrestricted Charitable Contribution | None | 8,600.00  |
| Deerfield Valley Community Cares               | P.O. Box #5                   | Wilmington      | VT | 05363      | Unrestricted Charitable Contribution | None | 8,000.00  |
| St. Paul Catholic Church                       | 161 N. Dean Street            | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 8,000.00  |
| New Beginnings United Methodist Church         | 210 Rainbow Lake Road         | Boiling Springs | SC | 29316      | Unrestricted Charitable Contribution | None | 7,800.00  |
| Praise Cathedral                               | P.O. Box 287                  | Greer           | SC | 29650      | Unrestricted Charitable Contribution | None | 7,800.00  |
| His Vineyard                                   | P.O. Box 2328                 | Greer           | SC | 29652      | Unrestricted Charitable Contribution | None | 7,500.00  |
| Tyger River Presbyterian Church                | 5961 Reidville Road           | Moore           | SC | 29369      | Unrestricted Charitable Contribution | None | 7,400.00  |
| The Water Project, Inc.                        | P.O. Box 3353                 | Concord         | NH | 03302      | Unrestricted Charitable Contribution | None | 7,192.00  |
| Clifton Second Baptist Church                  | 5045 Clifton Glendale Road    | Spartanburg     | SC | 29307      | Unrestricted Charitable Contribution | None | 7,000.00  |
| New Prospect Baptist Church                    | 9321 Highway 9                | Inman           | SC | 29349      | Unrestricted Charitable Contribution | None | 7,000.00  |
| St. Marks Episcopal Church                     | 258 West Franklin Boulevard   | Gastonia        | NC | 28052      | Unrestricted Charitable Contribution | None | 7,000.00  |
| Chicora Voices                                 | P.O. Box 2481                 | Greenville      | SC | 29602      | Unrestricted Charitable Contribution | None | 6,720.00  |
| Poplar Springs Baptist Church                  | P.O. Box 417                  | Moore           | SC | 29369      | Unrestricted Charitable Contribution | None | 6,400.00  |
| St. Paul The Apostle Catholic Church           | 161 North Dean Street         | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 6,400.00  |
| United Christian Fellowship dba Calvary's Call | 218 Holly Lane                | Greer           | SC | 29651      | Unrestricted Charitable Contribution | None | 6,200.00  |
| Providence United Methodist Church             | 901 S. Providence Road        | Richmond        | VA | 23236      | Unrestricted Charitable Contribution | None | 6,100.00  |
| Gospel for Asia                                | 1800 Golden Trail Court       | Carrollton      | TX | 75010      | Unrestricted Charitable Contribution | None | 6,000.00  |
| Project Hope Foundation                        | 2131 Woodruff Road, Ste. 2100 | Greenville      | SC | 29607      | Unrestricted Charitable Contribution | None | 6,000.00  |
| Village Presbyterian Church                    | P.O. Box 8050                 | Prairie Village | KS | 66208      | Unrestricted Charitable Contribution | None | 6,000.00  |
| Cornerstone Presbyterian Church                | P.O. Box 407                  | Franklin        | TN | 37065-0407 | Unrestricted Charitable Contribution | None | 5,900.00  |
| Fairview Baptist Church                        | 1551 Bryant Road              | Spartanburg     | SC | 29303      | Unrestricted Charitable Contribution | None | 5,850.00  |
| Iplay Scholarship Fund                         | P.O. Box 1529                 | Clemson         | SC | 29633      | Unrestricted Charitable Contribution | None | 5,760.00  |
| Belhary Baptist Church                         | P.O. Box 4086                 | Spartanburg     | SC | 29305      | Unrestricted Charitable Contribution | None | 5,720.00  |
| Tabernacle Baptist Church                      | 915 S. Pinckney Street        | Union           | SC | 29379      | Unrestricted Charitable Contribution | None | 5,710.00  |
| Boy Scouts of America                          | 420 South Church Street       | Spartanburg     | SC | 29306      | Unrestricted Charitable Contribution | None | 5,700.00  |
| St. Paul the Apostle Catholic School           | 152 Alabama Street            | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 5,600.00  |
| Safe Homes - Rape Crisis Coalition             | 236 Union Street              | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 5,500.00  |
| Crossroads Baptist Church                      | 130 Conway Black Road         | Spartanburg     | SC | 29307      | Unrestricted Charitable Contribution | None | 5,400.00  |
| Northgate Baptist Church                       | 633 Summit Drive              | Greenville      | SC | 29609      | Unrestricted Charitable Contribution | None | 5,400.00  |
| Foster's Chapel Baptist Church                 | 2800 Stone Station Road       | Roebuck         | SC | 29376      | Unrestricted Charitable Contribution | None | 5,200.00  |

|                                           |                                 |                    |    |            |                                      |      |          |
|-------------------------------------------|---------------------------------|--------------------|----|------------|--------------------------------------|------|----------|
| Sanders High School Alumni Assoc.         | 214 Lear Drive                  | Laurens            | SC | 29360      | Unrestricted Charitable Contribution | None | 5,200.00 |
| Wounded Warrior Project                   | 4899 Belfort Road, Ste. 300     | Jacksonville       | FL | 32256      | Unrestricted Charitable Contribution | None | 5,200.00 |
| Adult Learning Center                     | 145 N. Church Street #82        | Spartanburg        | SC | 29306      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Ciadel Square Baptist Church              | 328 Meeting Street              | Charleston         | SC | 29403      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Daily Bread Ministries/Greer Soup Kitchen | 548 Twin Drive, Suite A         | Spartanburg        | SC | 29302      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Exra International                        | P.O. Box 2344                   | Greer              | SC | 29652      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Fellowship of Christian Athletes          | P.O. Box 120926                 | Clermont           | FL | 34712      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Front and Centre Productions              | P.O. Box 117                    | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Middle Tyger Community Center             | 800 Decatur Street              | Philipsburg        | PA | 16866      | Unrestricted Charitable Contribution | None | 5,000.00 |
| MUSC Foundation                           | 84 Groce Road                   | Lyman              | SC | 29365      | Unrestricted Charitable Contribution | None | 5,000.00 |
| New Providence Presbyterian Church        | 18 Bee Street                   | Charleston         | SC | 29425-4500 | Unrestricted Charitable Contribution | None | 5,000.00 |
| Spartanburg's Weed & Seed                 | 703 West Broadway               | Marville           | TN | 37801      | Unrestricted Charitable Contribution | None | 5,000.00 |
| St. Andrew United Methodist Church        | P.O. Box 1746                   | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 5,000.00 |
| The University of Tennessee Foundation    | 20 Pope Avenue                  | Hilton Head Island | SC | 29928      | Unrestricted Charitable Contribution | None | 5,000.00 |
| USC Educational Foundation                | 1551 Lake Loudolen Boulevard    | Knoxville          | TN | 37996      | Unrestricted Charitable Contribution | None | 5,000.00 |
| Gramling United Methodist Church          | 1700 College Street             | Columbia           | SC | 29201-9980 | Unrestricted Charitable Contribution | None | 5,000.00 |
| SonRise Baptist Church                    | P.O. Box 58                     | Gramling           | SC | 29348      | Unrestricted Charitable Contribution | None | 4,800.00 |
| Virginia Pharmacists Association          | 316 Parkway Court               | Spartanburg        | SC | 29307      | Unrestricted Charitable Contribution | None | 4,800.00 |
| Chnst Church Episcopal School             | 2530 Professional Road          | North Chesterfield | VA | 23235      | Unrestricted Charitable Contribution | None | 4,600.00 |
| Praise Cathedral Church of God            | 245 Cavalier Drive              | Greenville         | SC | 29607      | Unrestricted Charitable Contribution | None | 4,500.00 |
| Catholic Relief Services                  | 3390 Brushy Creek Road          | Greer              | SC | 29651      | Unrestricted Charitable Contribution | None | 4,500.00 |
| Revelite United Methodist Church          | P.O. Box 17152                  | Baltimore          | MD | 21298      | Unrestricted Charitable Contribution | None | 4,400.00 |
| New Hope Academy                          | 4200 Cary Street Road           | Richmond           | VA | 23221      | Unrestricted Charitable Contribution | None | 4,400.00 |
| The Salvation Army                        | 1820 Downs Blvd.                | Franklin           | TN | 37064      | Unrestricted Charitable Contribution | None | 4,300.00 |
| Alaska Raptor Center                      | P.O. Box 2909                   | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 4,050.00 |
| Cooley Springs Baptist Church             | 1000 Raptor Way                 | Silka              | AK | 99835      | Unrestricted Charitable Contribution | None | 4,000.00 |
| Greenville FCA                            | 950 Martin Camp Road            | Chesnee            | SC | 29323      | Unrestricted Charitable Contribution | None | 4,000.00 |
| Nettleton Baptist Church                  | P.O. Box 27033                  | Greenville         | SC | 29616      | Unrestricted Charitable Contribution | None | 4,000.00 |
| Second Baptist Church                     | P.O. Box 2415                   | Jonesboro          | AR | 72402      | Unrestricted Charitable Contribution | None | 4,000.00 |
| St. Mary's Episcopal Church               | 6400 Woodway Drive              | Houston            | TX | 77057      | Unrestricted Charitable Contribution | None | 4,000.00 |
| The Royal Oak Foundation                  | 623 E. Ocean Blvd.              | Stuart             | FL | 34994      | Unrestricted Charitable Contribution | None | 4,000.00 |
| Wesley Chapel                             | 35 West 35th Street, 12th Floor | New York           | NY | 10001      | Unrestricted Charitable Contribution | None | 4,000.00 |
| Westgate Freewill Baptist Church          | 260 6th Avenue                  | Gallion            | OH | 44833      | Unrestricted Charitable Contribution | None | 4,000.00 |
| World Outreach Ministries                 | P.O. Box 219                    | Arcadia            | SC | 29320      | Unrestricted Charitable Contribution | None | 4,000.00 |
| West End Baptist Church                   | P.O. Box B                      | Marletta           | GA | 30061      | Unrestricted Charitable Contribution | None | 4,000.00 |
| North Deering Congregational Church       | P.O. Box 205                    | Woodruff           | SC | 29388      | Unrestricted Charitable Contribution | None | 3,940.00 |
| Greater Valdosta United Way               | 1384 Washington Avenue          | Portland           | ME | 04103      | Unrestricted Charitable Contribution | None | 3,744.00 |
| INTouch                                   | 1810 Plum Street, Suite G       | Remerton           | GA | 31601      | Unrestricted Charitable Contribution | None | 3,589.00 |
| New Spring Church                         | P.O. Box 7900                   | Allanta            | GA | 30357      | Unrestricted Charitable Contribution | None | 3,522.00 |
| Newspring Church                          | P.O. Box 1407                   | Anderson           | SC | 29622      | Unrestricted Charitable Contribution | None | 3,500.00 |
| Bethlehem Center                          | P.O. Box 1407                   | Anderson           | SC | 29622      | Unrestricted Charitable Contribution | None | 3,500.00 |
| Spartanburg County Foundation             | P.O. Box 3501                   | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 3,200.00 |
|                                           | 424 East Kennedy Street         | Spartanburg        | SC | 29302      | Unrestricted Charitable Contribution | None | 3,100.00 |

|                                           |                              |                 |    |            |                                      |      |          |
|-------------------------------------------|------------------------------|-----------------|----|------------|--------------------------------------|------|----------|
| Cedar Shoals Baptist Church               | 1670 Rocky Ridge Road        | Enoree          | SC | 29335      | Unrestricted Charitable Contribution | None | 3,000.00 |
| Girl Scouts of South Carolina             | 349-A East Blackstock Road   | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 3,000.00 |
| International Missions Support            | 242 Via San Luca             | Rancho Mirage   | CA | 92270      | Unrestricted Charitable Contribution | None | 3,000.00 |
| Thompson Child & Family Focus             | 6800 Saint Peters Lane       | Matthews        | NC | 28105      | Unrestricted Charitable Contribution | None | 3,000.00 |
| Wild Animal Sanctuary                     | 1946 County Road 53          | Keenesburg      | CO | 80643      | Unrestricted Charitable Contribution | None | 3,000.00 |
| Mediatrix SC, Inc.                        | P.O. Box 905                 | Greer           | SC | 29652      | Unrestricted Charitable Contribution | None | 2,820.00 |
| Harvest Baptist Church                    | 9261 Asheville Highway       | Spartanburg     | SC | 29316      | Unrestricted Charitable Contribution | None | 2,800.00 |
| Children's Advocacy Center of Spartanburg | 100 Washington Place         | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 2,750.00 |
| Children Shelter of the Upstate, Inc.     | P.O. Box 2663                | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 2,700.00 |
| Assistance League of Indianapolis         | 1475 W. 86th Street, Ste. E  | Indianapolis    | IN | 46260      | Unrestricted Charitable Contribution | None | 2,600.00 |
| Indiana Transportation Museum             | P.O. Box 83                  | Noblesville     | IN | 46061      | Unrestricted Charitable Contribution | None | 2,600.00 |
| Indianapolis Symphony Orchestra           | 32 E. Washington, Ste. 600   | Indianapolis    | IN | 46209      | Unrestricted Charitable Contribution | None | 2,600.00 |
| Joy's House                               | 2028 E. Broad Ripple Avenue  | Indianapolis    | IN | 46220      | Unrestricted Charitable Contribution | None | 2,600.00 |
| University of Illinois Foundation         | 1305 W. Green Street         | Urbana          | IL | 61801      | Unrestricted Charitable Contribution | None | 2,600.00 |
| Apostolic Lighthouse                      | 3008 Linwood Drive           | Paragould       | AR | 72450      | Unrestricted Charitable Contribution | None | 2,500.00 |
| Catherine's House Inc.                    | P.O. Box 1633                | Belmont         | NC | 28012-2633 | Unrestricted Charitable Contribution | None | 2,500.00 |
| HeartCry Missionary Society               | P.O. Box 3506                | Radford         | VA | 24143-3506 | Unrestricted Charitable Contribution | None | 2,500.00 |
| South Carolina State Museum Foundation    | 301 Gervais Street           | Columbia        | SC | 29201      | Unrestricted Charitable Contribution | None | 2,500.00 |
| UMS - Wright Preparatory School           | 65 N. Mobile Street          | Mobile          | AL | 36607      | Unrestricted Charitable Contribution | None | 2,500.00 |
| Jerusalem Baptist Church                  | P.O. Box 463                 | Hopkins         | SC | 29061      | Unrestricted Charitable Contribution | None | 2,400.00 |
| Meyer Center for Special Children         | 1132 Rutherford Road         | Greenville      | SC | 29609      | Unrestricted Charitable Contribution | None | 2,400.00 |
| Promiseland                               | 405 N. 2nd Street            | Marmaduke       | AR | 72443      | Unrestricted Charitable Contribution | None | 2,400.00 |
| Spartanburg Humane Society                | 150 Dexter Road              | Spartanburg     | SC | 29303      | Unrestricted Charitable Contribution | None | 2,400.00 |
| Siloam Baptist Church                     | 229 Siloam Road              | Easley          | SC | 29642      | Unrestricted Charitable Contribution | None | 2,376.00 |
| First Baptist Church of Fairforest        | P.O. Box 503                 | Fairforest      | SC | 29336      | Unrestricted Charitable Contribution | None | 2,200.00 |
| Northwest Cong of Jehovah's Witnesses     | 156 Stonewood Crossing Drive | Boiling Springs | SC | 29316      | Unrestricted Charitable Contribution | None | 2,200.00 |
| Samaritan's Purse                         | P.O. Box 3000                | Boone           | NC | 28607-3000 | Unrestricted Charitable Contribution | None | 2,200.00 |
| Edwards Road Baptist Church               | 1050 Edwards Road            | Greenville      | SC | 29615      | Unrestricted Charitable Contribution | None | 2,012.00 |
| Catholic Church of Jesus Our Risen Savior | 2575 Reidville Road          | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Cherokee Springs United Methodist Church  | 2870 Chesnee Highway         | Spartanburg     | SC | 29303      | Unrestricted Charitable Contribution | None | 2,000.00 |
| First Baptist Church Tennessee            | 139 College Street           | Madisonville    | TN | 37354      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Hatcher Garden                            | P.O. Box 2337                | Spartanburg     | SC | 29307      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Hickory Grove Methodist Church            | 6401 Hickory Grove Road      | Charlotte       | NC | 28215      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Hub City Writers                          | 186 West Main Street         | Spartanburg     | SC | 29306      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Mitch Marsh Ministries                    | P.O. Box 170903              | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Oakbrook Preparatory School               | 190 Lincoln School Road      | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 2,000.00 |
| St. James Episcopal Church                | 301 Piney Mountain Road      | Greenville      | SC | 29609      | Unrestricted Charitable Contribution | None | 2,000.00 |
| St. Joseph's Catholic School              | 100 St. Joseph's Drive       | Greenville      | SC | 29607      | Unrestricted Charitable Contribution | None | 2,000.00 |
| The Charles Lea Center Foundation         | 195 Burdette Street          | Spartanburg     | SC | 29307      | Unrestricted Charitable Contribution | None | 2,000.00 |
| The Group of 100                          | P.O. Box 3524                | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 2,000.00 |
| The Walker Foundation                     | 355 Cedar Springs Road       | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Thornwell Home for Children               | 302 South Broad Street       | Clinton         | SC | 29325      | Unrestricted Charitable Contribution | None | 2,000.00 |
| Truth Ministry                            | P.O. Box 5781                | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 2,000.00 |

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|-----------------------------------------|------------------------------|--------------------|----|------------|--------------------------------------|------|----------|
| VCJMCV School of Pharmacy               | P.O. Box 980581              | Richmond           | VA | 23298-0581 | Unrestricted Charitable Contribution | None | 2,000.00 |
| Westside Christian Church               | 1307 West G Street           | Elizabethtown      | TN | 37643      | Unrestricted Charitable Contribution | None | 2,000.00 |
| ETV Endowment of South Carolina         | P.O. Box 707                 | Columbia           | SC | 29202      | Unrestricted Charitable Contribution | None | 1,800.00 |
| Every Nation Food Ministries, Inc.      | 7101 Greene 721 Road         | Paragould          | AR | 72450      | Unrestricted Charitable Contribution | None | 1,800.00 |
| Joyce Meyer                             | P.O. Box 655                 | Fenton             | MO | 63026      | Unrestricted Charitable Contribution | None | 1,800.00 |
| St. Jude                                | 262 Danny Thomas Place       | Memphis            | TN | 38105      | Unrestricted Charitable Contribution | None | 1,800.00 |
| VTN                                     | P.O. Box 22007               | Little Rock        | AR | 72221      | Unrestricted Charitable Contribution | None | 1,800.00 |
| Chosen Children Ministries              | P.O. Box 126                 | Inman              | SC | 29349      | Unrestricted Charitable Contribution | None | 1,700.00 |
| Una Fire Department                     | 1025 Hayne Street            | Spartanburg        | SC | 29301      | Unrestricted Charitable Contribution | None | 1,700.00 |
| School Ministries of Spartanburg County | P.O. Box 160511              | Boiling Springs    | SC | 29316      | Unrestricted Charitable Contribution | None | 1,640.00 |
| Newberry College                        | 2100 College Street          | Newberry           | SC | 29108      | Unrestricted Charitable Contribution | None | 1,620.00 |
| Carolina Pregnancy Center               | P.O. Box 5364                | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 1,600.00 |
| Hannah's Hope Ministries, Inc.          | P.O. Box 5802                | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 1,600.00 |
| Westminster Presbyterian Church G'ville | 2310 Augusta Road            | Greenville         | SC | 29605      | Unrestricted Charitable Contribution | None | 1,600.00 |
| R.O.C.K.                                | 152 N Main Street            | Cramerton          | NC | 28032      | Unrestricted Charitable Contribution | None | 1,500.00 |
| UGA HEROS                               | P.O.Box 7732                 | Athens             | GA | 30604      | Unrestricted Charitable Contribution | None | 1,500.00 |
| Campus Outreach                         | 4055 Poplar Avenue           | Memphis            | TN | 38111      | Unrestricted Charitable Contribution | None | 1,400.00 |
| First United Methodist Church           | 217 E. Main Street           | Hendersonville     | TN | 37075      | Unrestricted Charitable Contribution | None | 1,400.00 |
| Gateway Baptist Church                  | 160086 Old Furnace Road      | Boiling Springs    | SC | 29316      | Unrestricted Charitable Contribution | None | 1,400.00 |
| McKinney Education Foundation           | 510 Heard Street             | McKinney           | TX | 75069      | Unrestricted Charitable Contribution | None | 1,400.00 |
| Restore Hail                            | P.O. Box 680278              | Franklin           | TN | 37068      | Unrestricted Charitable Contribution | None | 1,400.00 |
| Ronald McDonald House Charities         | 535 Alabama Avenue           | Memphis            | TN | 38105      | Unrestricted Charitable Contribution | None | 1,400.00 |
| St. Jude Children's Research Hospital   | P.O. Box 50                  | Memphis            | TN | 38101-9929 | Unrestricted Charitable Contribution | None | 1,400.00 |
| Grace Baptist Church                    | P.O. Box 569                 | Duncan             | SC | 29334      | Unrestricted Charitable Contribution | None | 1,320.00 |
| American Diabetes Association           | 1701 North Beauregard Street | Alexandria         | VA | 22311      | Unrestricted Charitable Contribution | None | 1,300.00 |
| Conservator's Center                    | P.O. Box 882                 | Meane              | NC | 27302      | Unrestricted Charitable Contribution | None | 1,300.00 |
| The Spartanburg Soup Kitchen            | 438 N Church Street          | Spartanburg        | SC | 29303      | Unrestricted Charitable Contribution | None | 1,300.00 |
| Varenes Heights Baptist Church          | 411 Visage Drive             | Anderson           | SC | 29626      | Unrestricted Charitable Contribution | None | 1,250.00 |
| World Harvest Missions                  | P.O. Box 1244                | Albert Lea         | MN | 56007      | Unrestricted Charitable Contribution | None | 1,200.00 |
| Pittman Park United Methodist Church    | 1102 Fair Road               | Statesboro         | GA | 30458      | Unrestricted Charitable Contribution | None | 1,150.00 |
| Gideons International                   | P.O. Box 160471              | Spartanburg        | SC | 29316      | Unrestricted Charitable Contribution | None | 1,100.00 |
| Liberty Flames Club                     | 1971 University Boulevard    | Lynchburg          | VA | 24502      | Unrestricted Charitable Contribution | None | 1,000.80 |
| Alzheimers Association                  | 901 S. Pine Street           | Spartanburg        | SC | 29302      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Amy Beverland Dad's Club                | 12728 Old Stone Drive        | Indianapolis       | IN | 46236      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Boys & Girls Club of the Upstate        | P.O. Box 2794                | Spartanburg        | SC | 29304      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Calvary Bible Methodist Church          | 4465 N. Fortville Pike       | Greenfield         | IL | 46140      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Carversville Christian Church           | P.O. Box 26                  | Carversville       | PA | 18913-0026 | Unrestricted Charitable Contribution | None | 1,000.00 |
| CFL/CCECF                               | 399 Long Cove Drive          | Hilton Head Island | SC | 29928      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Children's Homes, Inc.                  | 5515 Walcott Road            | Paragould          | AR | 72450      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Church of Christ                        | P.O. Box 159                 | Bay                | AR | 72411      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Church of Grace                         | P.O. Box 161794              | Boiling Springs    | SC | 29316      | Unrestricted Charitable Contribution | None | 1,000.00 |
| College Place United Methodist Church   | 4801 Colonial Drive          | Columbia           | SC | 29203      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Dacusville Elementary School PTO        | 200 Cherokee Trail           | Easley             | SC | 29640      | Unrestricted Charitable Contribution | None | 1,000.00 |

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|-----------------------------------------|--------------------------------------|----------------|----|------------|--------------------------------------|------|----------|
| Daybreak Crisis Pregnancy Center        | 2009 Hampton Street, Ste. C          | Columbia       | SC | 29204      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Delta State University Foundation, Inc. | P.O. Box 3141                        | Cleveland      | MS | 38733      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Ebenezer Presbyterian Church            | 1068 CR 139                          | New Albany     | MS | 38652      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Greater Spartanburg Ministries          | 680 Asheville Highway                | Spartanburg    | SC | 29303      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Habitat for Humanity of Spartanburg     | 2270 S. Pine Street                  | Spartanburg    | SC | 29302      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Hope Remains Youth Ranch                | 827 E. Golden View Lane              | Bolton Springs | SC | 29316      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Hospice & Palliative Care               | of Cabernus County                   | Kannapolis     | NC | 28081      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Junior League of Spartanburg            | 615 East Main Street                 | Spartanburg    | SC | 29302      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Middle Tyger YMCA                       | 720 Shoals Road                      | Duncan         | SC | 29334      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Missionary Baptist Seminary             | 5224 Stagecoach Road                 | Little Rock    | AR | 72204      | Unrestricted Charitable Contribution | None | 1,000.00 |
| ML Calvary Presbyterian Church          | 1399 Walnut Grove Road               | Roebuck        | SC | 29376      | Unrestricted Charitable Contribution | None | 1,000.00 |
| OYO Bombers (Red)                       | 10804 Preston Drive                  | Indianapolis   | IN | 46236      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Pilgrim Road Ministries                 | 268 Gillette Drive                   | Franklin       | TN | 37069      | Unrestricted Charitable Contribution | None | 1,000.00 |
| River Hills Baptist Church              | 5762 Reidville Road                  | Moore          | SC | 29369      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Roebuck Baptist Church                  | P.O. Box 490                         | Roebuck        | SC | 29376      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Roebuck United Methodist Church         | P.O. Box 987                         | Roebuck        | SC | 29376      | Unrestricted Charitable Contribution | None | 1,000.00 |
| SCLMM Committee of 100                  | 977 Quail Drive                      | Walterboro     | SC | 29488      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Shiloh United Methodist Church          | P.O. Box 159                         | Piedmont       | SC | 29673      | Unrestricted Charitable Contribution | None | 1,000.00 |
| South Carolina Historical Society       | 100 Meeting Street                   | Charleston     | SC | 29401-2215 | Unrestricted Charitable Contribution | None | 1,000.00 |
| South Carolina Lutheran Men in Mission  | 977 Quail Drive                      | Walterboro     | SC | 29488      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Spartanburg First Wesleyan Church       | P.O. Box 160536                      | Bolton Springs | SC | 29316-0536 | Unrestricted Charitable Contribution | None | 1,000.00 |
| Spbg Christian Community Foundation     | P.O. Box 2397                        | Spartanburg    | SC | 29304      | Unrestricted Charitable Contribution | None | 1,000.00 |
| St. Luke's Free Clinic                  | P.O. Box 3466                        | Spartanburg    | SC | 29304      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Sugar Grove Baptist Church              | 925 Sugar Grove Church Road          | Bulter         | TN | 37640      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Sunflower House, Inc.                   | 15440 West 65th Street               | Shawnee        | KS | 66217      | Unrestricted Charitable Contribution | None | 1,000.00 |
| The Pearl Foundation                    | P.O. Box 161301                      | Bolton Springs | SC | 29316      | Unrestricted Charitable Contribution | None | 1,000.00 |
| UF Alumni Association                   | 1938 West University Avenue          | Gainesville    | FL | 23603-2425 | Unrestricted Charitable Contribution | None | 1,000.00 |
| Ultimate Goal Ministries                | P.O. Box 110334                      | Nashville      | TN | 37222      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Warm Paws                               | 322 Walker Street                    | Oseola Mills   | PA | 16666      | Unrestricted Charitable Contribution | None | 1,000.00 |
| West Virginia University Alumni Assoc.  | P.O. Box 4269                        | Morgantown     | WV | 26504      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Western Henrico Ducks Unlimited         | 9700 Old Club Trace                  | Richmond       | VA | 23238      | Unrestricted Charitable Contribution | None | 1,000.00 |
| Children's Security Blanket Project     | 1855 E. Main Street, Ste. 14-Box 101 | Spartanburg    | SC | 29307      | Unrestricted Charitable Contribution | None | 900.00   |
| Fisher House Foundation, Inc.           | 1201 Broad Rock Boulevard            | Richmond       | VA | 23224      | Unrestricted Charitable Contribution | None | 900.00   |
| Mountain Brook Baptist Church           | 3631 Monteville Road, South          | Birmingham     | AL | 35213      | Unrestricted Charitable Contribution | None | 900.00   |
| VA Tech Athletic Fund                   | 306 Cassell Coliseum                 | Blacksburg     | VA | 24061      | Unrestricted Charitable Contribution | None | 900.00   |
| Chesterfield County Humane Society      | P.O. Box 2916                        | Chesterfield   | VA | 23832      | Unrestricted Charitable Contribution | None | 800.00   |
| Comerstone Christian Church             | 5531 E. 37th Street North            | Wichita        | KS | 67220      | Unrestricted Charitable Contribution | None | 800.00   |
| Greenville Joe's                        | 21 Birkhall Circle                   | Greenville     | SC | 29605      | Unrestricted Charitable Contribution | None | 800.00   |
| Resurrection Baptist Church             | 4970 S. Main Street                  | Cowpens        | SC | 29330      | Unrestricted Charitable Contribution | None | 800.00   |
| Second Harvest Food Bank of Metrolina   | 500 B Spratt Street                  | Charlotte      | NC | 28206      | Unrestricted Charitable Contribution | None | 800.00   |
| The Food Bank, Inc                      | 900 E. Jones Avenue                  | Statesboro     | GA | 30458      | Unrestricted Charitable Contribution | None | 800.00   |
| The Rotary Foundation                   | 14280 Collections Center Drive       | Chicago        | IL | 60693      | Unrestricted Charitable Contribution | None | 800.00   |
| Unity Baptist Church                    | 303 W. Unity Road                    | Paragould      | AR | 72450      | Unrestricted Charitable Contribution | None | 800.00   |



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|-------------------------------------------|-----------------------------------|----------------|----|-------|--------------------------------------|------|--------|
| Xcel Volleyball Performance, Inc.         | P.O. Box 1866                     | Fletcher       | NC | 28732 | Unrestricted Charitable Contribution | None | 800.00 |
| Aaron Temple United Methodist Church      | 3928 Aaron Temple Church Road     | Bennettsville  | SC | 29512 | Unrestricted Charitable Contribution | None | 700.00 |
| American Red Cross                        | P.O. Box 96454                    | Washington     | DC | 20090 | Unrestricted Charitable Contribution | None | 700.00 |
| Dacusville Recreation Department          | P.O. Box 14374                    | Greenville     | SC | 29610 | Unrestricted Charitable Contribution | None | 700.00 |
| Foothills Humane Society                  | 989 Little Mountain Road          | Columbus       | NC | 28722 | Unrestricted Charitable Contribution | None | 700.00 |
| Monks Grove Baptist Church                | 718 Monks Grove Church Road       | Spartanburg    | SC | 29303 | Unrestricted Charitable Contribution | None | 700.00 |
| American Cancer Society                   | 711 Cross Anchor Road             | Woodruff       | SC | 29388 | Unrestricted Charitable Contribution | None | 682.00 |
| Bowling Green Baptist Church              | P.O. Box 543                      | Bowling Green  | VA | 22427 | Unrestricted Charitable Contribution | None | 600.00 |
| Campus Outreach Minneapolis               | 720 13th Ave. South               | Minneapolis    | MN | 55415 | Unrestricted Charitable Contribution | None | 600.00 |
| Clemson Fund                              | P.O. Box 1889                     | Clemson        | SC | 29633 | Unrestricted Charitable Contribution | None | 600.00 |
| Habitat for Humanity of Greater Nashville | 2950 Kraft Drive, Suite 100       | Nashville      | TN | 37204 | Unrestricted Charitable Contribution | None | 600.00 |
| Young Life - Jackson                      | P.O. Box 3233                     | Jackson        | TN | 38303 | Unrestricted Charitable Contribution | None | 600.00 |
| Boling Springs Sports Athletic Assoc.     | P.O. Box 160213                   | Boling Springs | SC | 29316 | Unrestricted Charitable Contribution | None | 500.00 |
| Central United Methodist Church           | 225 W. Cheves Street              | Florence       | SC | 29501 | Unrestricted Charitable Contribution | None | 500.00 |
| First Baptist Church of Ferndale          | P.O. Box 69                       | Ferndale       | WA | 98248 | Unrestricted Charitable Contribution | None | 500.00 |
| Francis Marion University Foundation      | P.O. Box 100547                   | Florence       | SC | 29501 | Unrestricted Charitable Contribution | None | 500.00 |
| Gailean Childrens Home                    | P.O. Box 880                      | Liberty        | KY | 42539 | Unrestricted Charitable Contribution | None | 500.00 |
| Greene County Animal Farm                 | 1261 GR Road 739                  | Paragould      | AR | 72450 | Unrestricted Charitable Contribution | None | 500.00 |
| Greenville Textile Heritage Society       | P.O. Box 4355                     | Greenville     | SC | 29608 | Unrestricted Charitable Contribution | None | 500.00 |
| Greenville Woodworkers Guild              | P.O. Box 825                      | Mauldin        | SC | 29682 | Unrestricted Charitable Contribution | None | 500.00 |
| Habitat for Humanity of Pitt County       | 204 E. 14th Street #D             | Greenville     | NC | 27858 | Unrestricted Charitable Contribution | None | 500.00 |
| HUB-BUB                                   | 149 S. Daniel Morgan Ave., Ste. 2 | Spartanburg    | SC | 29306 | Unrestricted Charitable Contribution | None | 500.00 |
| John 3 16                                 | 75 Holmes Road                    | Charlotte      | AR | 72522 | Unrestricted Charitable Contribution | None | 500.00 |
| Metro Ministries                          | P.O. Box 695                      | Brooklyn       | NY | 11237 | Unrestricted Charitable Contribution | None | 500.00 |
| Pi Kappa Alpha Foundation                 | 8347 West Range Cove              | Memphis        | TN | 38125 | Unrestricted Charitable Contribution | None | 500.00 |
| Pine Grove Baptist Church                 | 657 Jacob's Branch Road           | Franklin       | NC | 28734 | Unrestricted Charitable Contribution | None | 500.00 |
| Saint Mary's Catholic Church              | 111 Hampton Avenue                | Greenville     | SC | 29601 | Unrestricted Charitable Contribution | None | 500.00 |
| Sigma Tau Gamma Fraternity                | P.O. Box 54                       | Warrensburg    | MO | 64093 | Unrestricted Charitable Contribution | None | 500.00 |
| Smile Train                               | P.O. Box 96231                    | Washington     | DC | 20090 | Unrestricted Charitable Contribution | None | 500.00 |
| Southeast Missoun University Foundation   | One University Plaza MS 7300      | Cape Girardeau | MO | 63701 | Unrestricted Charitable Contribution | None | 500.00 |
| St. Anthony Catholic School               | 1585 Old Miamdale Road            | Madison        | MS | 39110 | Unrestricted Charitable Contribution | None | 500.00 |
| The Humane Society of Greater Kansas City | 5445 Parallel Parkway             | Kansas City    | KS | 66104 | Unrestricted Charitable Contribution | None | 500.00 |
| The Humanities Council of SC              | 2711 Middleburg Drive             | Columbia       | SC | 29204 | Unrestricted Charitable Contribution | None | 500.00 |
| The Sanibel School                        | 16261 Shennandoah Circle          | Fort Meyers    | FL | 33908 | Unrestricted Charitable Contribution | None | 500.00 |
| USO                                       | P.O. Box 96322                    | Washington     | DC | 20090 | Unrestricted Charitable Contribution | None | 500.00 |
| Victory Baptist Church                    | 11101 Island Road                 | Bristol        | VA | 24202 | Unrestricted Charitable Contribution | None | 500.00 |
| Watcott Baptist Church                    | P.O. Box 99                       | Walcott        | AR | 72474 | Unrestricted Charitable Contribution | None | 500.00 |
| Word for the World Ministries             | 418 N. Broadway Street            | Knoxville      | TN | 37917 | Unrestricted Charitable Contribution | None | 500.00 |
| Wycliffe Bible Translators                | P.O. Box 629200                   | Orlando        | FL | 32862 | Unrestricted Charitable Contribution | None | 500.00 |
| GSU Athletic Foundation, Inc.             | P.O. Box 8115-01                  | Statesboro     | GA | 30460 | Unrestricted Charitable Contribution | None | 495.00 |
| First Baptist Church of Landrum           | 300 E. Rutherford                 | Landrum        | SC | 29356 | Unrestricted Charitable Contribution | None | 450.00 |
| Africa Inland Mission                     | 37 Farm Brook Way                 | Simpsonville   | SC | 29681 | Unrestricted Charitable Contribution | None | 440.00 |
| Christian Montessori School @ Lake Norman | 14101 Stumptown Road              | Huntersville   | NC | 28078 | Unrestricted Charitable Contribution | None | 400.00 |

|                                          |                           |                 |    |            |                                      |      |        |
|------------------------------------------|---------------------------|-----------------|----|------------|--------------------------------------|------|--------|
| Episcopal Church of the Advent           | 141 Advent Street         | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 400.00 |
| Feed the Children                        | P.O. Box 36               | Oklahoma City   | OK | 73101      | Unrestricted Charitable Contribution | None | 400.00 |
| First Tee of Spartanburg, Inc.           | 640 Keltner Avenue        | Spartanburg     | SC | 29302      | Unrestricted Charitable Contribution | None | 400.00 |
| Hale House Center, Inc.                  | 152 West 122nd Street     | New York        | NY | 10027      | Unrestricted Charitable Contribution | None | 400.00 |
| Humane Society                           | 6011 E. Highland Drive    | Jonesboro       | AR | 72401      | Unrestricted Charitable Contribution | None | 400.00 |
| Little Mountain Baptist Church           | 1302 Little Mountain Road | Wellford        | SC | 29385      | Unrestricted Charitable Contribution | None | 400.00 |
| Make-A-Wish                              | P.O. Box 97104            | Washington      | DC | 20090-7104 | Unrestricted Charitable Contribution | None | 400.00 |
| Manchester Volunteer Rescue Squad        | P.O. Box 198              | Chesterfield    | VA | 23832      | Unrestricted Charitable Contribution | None | 400.00 |
| NAFA                                     | P.O. Box 10075            | Jonesboro       | AR | 72403      | Unrestricted Charitable Contribution | None | 400.00 |
| Northern Star Council                    | 393 Marshall Avenue       | St. Paul        | MN | 55102      | Unrestricted Charitable Contribution | None | 400.00 |
| Rx Partnership                           | 2924 E. Merywood Parkway  | Richmond        | VA | 23294      | Unrestricted Charitable Contribution | None | 400.00 |
| San Leandro Boys & Girls Club            | 401 Manna Blvd.           | San Leandro     | CA | 94577      | Unrestricted Charitable Contribution | None | 400.00 |
| SCBEST                                   | P.O. Box 3351             | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 400.00 |
| St. Vincent DePaul                       | 2575 Redville Road        | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 400.00 |
| Union Rescue Mission                     | 2800 N. Hillside          | Wichita         | KS | 67219      | Unrestricted Charitable Contribution | None | 400.00 |
| University of Mary Washington            | 1119 Hanover Street       | Fredricksburg   | VA | 22401      | Unrestricted Charitable Contribution | None | 400.00 |
| Campus Crusade for Christ                | 332 Valley High Drive     | Inman           | SC | 29349      | Unrestricted Charitable Contribution | None | 300.00 |
| Rutherfordton Presbyterian Church        | P.O. Box 1133             | Rutherfordton   | NC | 28139      | Unrestricted Charitable Contribution | None | 300.00 |
| The Hearts & Hands Clinic                | P.O. Box 224              | Statesboro      | GA | 30459      | Unrestricted Charitable Contribution | None | 300.00 |
| Warrior Dugout Club                      | P.O. Box 12               | Bishop          | GA | 30621      | Unrestricted Charitable Contribution | None | 300.00 |
| ELCA Disaster Response                   | 39330 Treasury Center     | Chicago         | IL | 60694      | Unrestricted Charitable Contribution | None | 250.00 |
| The Educational Foundation               | P.O. Box 2446             | Chapel Hill     | NC | 27515      | Unrestricted Charitable Contribution | None | 250.00 |
| Alabama Animal Alliance                  | 5316 Atlanta Highway      | Montgomery      | AL | 36109      | Unrestricted Charitable Contribution | None | 200.00 |
| BBN                                      | P.O. Box 7300             | Charlottesville | NC | 28241-9943 | Unrestricted Charitable Contribution | None | 200.00 |
| Bethany Christian Services               | 318 Elm Drive, Ste. 10    | Knoxville       | TN | 37919      | Unrestricted Charitable Contribution | None | 200.00 |
| CBN                                      | 977 Centerville Turnpike  | Virginia Beach  | VA | 23463      | Unrestricted Charitable Contribution | None | 200.00 |
| Child Evangelism Fellowship              | P.O. Box 170538           | Spartanburg     | SC | 29301      | Unrestricted Charitable Contribution | None | 200.00 |
| Crosspoint Baptist Church                | 247 Alvin Hipp Road       | Newberry        | SC | 29108      | Unrestricted Charitable Contribution | None | 200.00 |
| Crosspoint Church                        | P.O. Box 826              | Clemson         | SC | 29633      | Unrestricted Charitable Contribution | None | 200.00 |
| Cumberland County YMCA                   | 70 Forest Avenue          | Portland        | ME | 04101      | Unrestricted Charitable Contribution | None | 200.00 |
| H O P E Ministries                       | P.O. Box 6800             | Spartanburg     | SC | 29304      | Unrestricted Charitable Contribution | None | 200.00 |
| Hamilton Mill Christian Church           | 3809 Sardis Church Road   | Buford          | GA | 30519      | Unrestricted Charitable Contribution | None | 200.00 |
| Holy Angels                              | 6600 Wilkinson Boulevard  | Belmont         | NC | 28012      | Unrestricted Charitable Contribution | None | 200.00 |
| Home With A Heart                        | 220 James Mattison Road   | Liberty         | SC | 29657      | Unrestricted Charitable Contribution | None | 200.00 |
| Homes for Our Troops                     | 6 Main Street             | Taunton         | MA | 02780      | Unrestricted Charitable Contribution | None | 200.00 |
| Homes of Hope                            | 3 Dunearn Street          | Greenville      | SC | 29611      | Unrestricted Charitable Contribution | None | 200.00 |
| KSBJ Radio                               | P.O. Box 4303             | Houston         | TX | 77210      | Unrestricted Charitable Contribution | None | 200.00 |
| Life Outreach International              | P.O. Box 982000           | Fl. Worth       | TX | 76182      | Unrestricted Charitable Contribution | None | 200.00 |
| Macon County Humane Society              | P.O. Box 631107           | Tuskegee        | AL | 36083      | Unrestricted Charitable Contribution | None | 200.00 |
| Mane State Society Protection of Animals | P.O. Box 10               | South Windham   | ME | 04082-0010 | Unrestricted Charitable Contribution | None | 200.00 |
| Montgomery County Humane Society         | 1150 John Overton Drive   | Montgomery      | AL | 36110      | Unrestricted Charitable Contribution | None | 200.00 |
| Polk Equine Emergency Rescue (PEER)      | P.O. Box 1237             | Tryon           | NC | 28782      | Unrestricted Charitable Contribution | None | 200.00 |
| Pregnancy Help Center                    | 1450 E. Summity Circle    | Katy            | TX | 77494      | Unrestricted Charitable Contribution | None | 200.00 |

|                                      |                                 |               |    |       |                                      |      |        |
|--------------------------------------|---------------------------------|---------------|----|-------|--------------------------------------|------|--------|
| Renwick Grove Baptist Church         | 2910 Dickert Street             | Newberry      | SC | 29108 | Unrestricted Charitable Contribution | None | 200.00 |
| SPIHN                                | 899 South Pine Street           | Spartanburg   | SC | 29302 | Unrestricted Charitable Contribution | None | 200.00 |
| St. John's Church of Little Canada   | 380 Little Canada Road East     | Little Canada | MN | 55117 | Unrestricted Charitable Contribution | None | 200.00 |
| St. Mary Catholic Church             | P.O. Box 569                    | Batesville    | MS | 38606 | Unrestricted Charitable Contribution | None | 200.00 |
| The Northwest Foundation, Inc.       | 800 University Drive            | Maryville     | MO | 64468 | Unrestricted Charitable Contribution | None | 200.00 |
| US Green Building Council SC Chapter | 820 Johnnie Dodds Blvd., Ste. B | ML Pleasant   | SC | 29464 | Unrestricted Charitable Contribution | None | 200.00 |
| Winthrop University Foundation       | 638 Oakland Avenue              | Rock Hill     | SC | 29730 | Unrestricted Charitable Contribution | None | 200.00 |

\$ 2,854,089.58

J M SMITH FOUNDATION  
CONTRIBUTORS \$5,000 AND ABOVE  
SCHEDULE A

|                       |                           |                 |    |       |    |          |
|-----------------------|---------------------------|-----------------|----|-------|----|----------|
| Adam Grant            | 828 Affirmed Drive        | Boiling Springs | SC | 29316 | \$ | 6,089.00 |
| Albert Gossett        | 251 Long Cove Drive       | Hilton Head     | SC | 29928 | \$ | 5,700.00 |
| Andrew Davis          | 15 Woodway Court          | Greer           | SC | 29651 | \$ | 7,000.00 |
| Angie Mendez Cruz     | 445 Lemon Grass Court     | Duncan          | SC | 29334 | \$ | 7,000.00 |
| Antonio Ramirez       | P.O. Box 936              | Jasper          | GA | 30143 | \$ | 7,000.00 |
| Bernard Conrad        | 318 McDowell Road         | Lexington       | KY | 40502 | \$ | 5,000.00 |
| Billie E. Shelley     | 1950 S.W. Palm City Road  | Stuart          | FL | 34994 | \$ | 7,000.00 |
| Boyce K. Wilson       | 2230 Old Furnace Road     | Boiling Springs | SC | 29316 | \$ | 7,000.00 |
| Brent Mitchell        | 5780 Highway 215          | Pauline         | SC | 29374 | \$ | 7,000.00 |
| Charles A. Moss, Jr.  | 4716 Haleytrees Court     | Raleigh         | NC | 27606 | \$ | 7,000.00 |
| Cheryl Dawkins        | 105 Ripple Drive          | Wellford        | SC | 29385 | \$ | 7,000.00 |
| Chris Ford            | 210 Merrifield Court      | Gaffney         | SC | 29340 | \$ | 6,525.00 |
| Cynthia Petty         | 835 West Road             | Spartanburg     | SC | 29306 | \$ | 7,000.00 |
| Dana T. Kirby         | 242 Mystic Court          | Chesnee         | SC | 29323 | \$ | 7,000.00 |
| David Steading        | 119 Wilkins Boulevard     | Inman           | SC | 29349 | \$ | 6,000.00 |
| Debbie Ellis          | 107 Redwood Circle        | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Deborah S. Weathers   | P.O. Box 231              | Startex         | SC | 29377 | \$ | 6,000.00 |
| Debra Hawkins         | 475 Grazing Ridge Lane    | Moore           | SC | 29369 | \$ | 5,800.00 |
| DeMar Richardson      | 231 Sequoia Drive         | Spartanburg     | SC | 29306 | \$ | 7,000.00 |
| Derek Thompson        | 109 Dianne Street         | Knightdale      | NC | 27545 | \$ | 7,000.00 |
| Donna Proffitt        | 255 Ferndale Drive        | Spartanburg     | SC | 29316 | \$ | 7,000.00 |
| Duane Weaver          | 29 N. Penn Street         | Manheim         | PA | 17545 | \$ | 5,346.00 |
| E. Darryl Collier     | 400 Chestnut Woods Ct.    | Greer           | SC | 29651 | \$ | 7,000.00 |
| Eugene C. Burk        | 309 North Oakley Lane     | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Frank Lee             | 229 Coburn Drive          | Spartanburg     | SC | 29302 | \$ | 7,250.00 |
| Gayle Phillips        | 1174 Pleasant School Road | Gaffney         | SC | 29341 | \$ | 7,000.00 |
| George L. Thomas, Jr. | 109 Allsbrook Place       | Moore           | SC | 29369 | \$ | 7,000.00 |
| Gordon Lenderman      | 380 Dark Hollow Drive     | Woodruff        | SC | 29388 | \$ | 6,000.00 |
| Heather Ray           | 3000 Berwick Drive, #14   | Duncan          | SC | 29334 | \$ | 5,500.00 |
| James C. Wilson, Jr.  | 318 Cottage Mill Run      | Boiling Springs | SC | 29316 | \$ | 7,000.00 |
| James Hancock         | 2079 Kerns Court          | Indianapolis    | IN | 46280 | \$ | 6,500.00 |
| James Mitchell        | 684 Thornbird Circle      | Boiling Springs | SC | 29316 | \$ | 7,000.00 |
| James Stevens         | 456 Grayson Drive         | Moore           | SC | 29369 | \$ | 7,000.00 |
| Jason Williams        | 2570 Tom Anderson Road    | Franklin        | TN | 37064 | \$ | 7,000.00 |
| Jennifer Parris       | 901 Humphries Road        | Cowpens         | SC | 29330 | \$ | 7,000.00 |
| John K. Schmidt       | 275 Brewton Road          | Spartanburg     | SC | 29301 | \$ | 6,950.00 |
| Julie Flynn           | 542 Fawn Branch Trail     | Boiling Springs | SC | 29316 | \$ | 7,000.00 |
| Kathy Hendrix         | 1183 South McElhaney Rd.  | Greer           | SC | 29687 | \$ | 5,300.00 |
| Katie McKenzie        | 615 Germander Court       | Greer           | SC | 29651 | \$ | 7,000.00 |
| Kaushik Kotecha       | 312 Grayson Drive         | Moore           | SC | 29369 | \$ | 5,300.00 |
| Keith Murphy          | 330 Matchlock Commons     | Spartanburg     | SC | 29302 | \$ | 7,000.00 |
| Kenneth Couch         | P.O. Box 800              | White Stone     | SC | 29386 | \$ | 7,000.00 |
| Kevin Crowe           | 510 Duncan Station Drive  | Duncan          | SC | 29334 | \$ | 7,000.00 |
| L. Terrell Sovey      | 367 South Pine Street     | Spartanburg     | SC | 29303 | \$ | 7,000.00 |
| Latoya Smith          | 311 N. Sunflower Way      | Moore           | SC | 29369 | \$ | 7,000.00 |
| Leslie Hutchins       | 3920 Parris Bridge Road   | Spartanburg     | SC | 29316 | \$ | 7,000.00 |
| Libby Blackwell       | 140 Loblolly Drive        | Spartanburg     | SC | 29303 | \$ | 7,000.00 |
| Linda Campbell        | 413 Woodgrove Terrace     | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Linda Hawkins         | 562 Flatwood Road         | Spartanburg     | SC | 29303 | \$ | 7,000.00 |
| Linda McNeely         | 215 Redbud Trail          | Brandon         | MS | 39047 | \$ | 7,000.00 |

|                        |                           |                 |    |       |    |          |
|------------------------|---------------------------|-----------------|----|-------|----|----------|
| Lloyd Salyer           | 150 Rosecliff Drive       | Fall Branch     | TN | 37656 | \$ | 7,000.00 |
| Marjean Chapman        | 655 Coopertown Road       | Spartanburg     | SC | 29307 | \$ | 7,000.00 |
| Marty Harris           | 6608 Highway 358          | Paragould       | AR | 72450 | \$ | 6,000.00 |
| Mary Beth Lyles        | 539 Old Iron Works Road   | Spartanburg     | SC | 29302 | \$ | 7,000.00 |
| Matthew Brooks         | 124 Fagans Creek Drive    | Inman           | SC | 29349 | \$ | 7,000.00 |
| Michael Ianitello      | 530 Georgia Way           | Woodstock       | GA | 30188 | \$ | 7,000.00 |
| Michael Rackley        | 213 Kilgore Circle        | Simpsonville    | SC | 29681 | \$ | 7,000.00 |
| Michael Robinson       | 320 Meadowridge Circle    | Texarkana       | AR | 71854 | \$ | 5,000.00 |
| Michael Tran           | 1552 Shoally Crook Road   | Boiling Springs | SC | 29316 | \$ | 6,335.00 |
| Mike Plinski           | 1928 N. 9th Street        | Washougal       | WA | 98671 | \$ | 7,000.00 |
| Mildred A. Wofford     | 400 Vanderbilt Road       | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Monica Landrum         | 669 Oakdale Road          | Cowpens         | SC | 29330 | \$ | 7,000.00 |
| Paul Cheatham          | 154 Foxchase Road         | Searcy          | AR | 72143 | \$ | 7,000.00 |
| Quentin Bostian, Jr.   | 270 Rose Hill Cut Off Rd. | Monticello      | AR | 71655 | \$ | 7,000.00 |
| Randy Taylor           | 19 Due West Drive         | Lexington       | SC | 29072 | \$ | 7,000.00 |
| Richard Simerly        | P.O. Box 291              | Butler          | TN | 37640 | \$ | 7,000.00 |
| Rita Phelps            | 161 Vaughn Drive          | Paragould       | AR | 72450 | \$ | 5,400.00 |
| Robin Bennett          | 5531 Quail Ridge Terrace  | Chesterfield    | VA | 23832 | \$ | 5,650.00 |
| Robin Varner           | 635 Cromwell Drive        | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Roger Pritcher         | 17 Primrose Drive         | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Roy Mason              | P.O. Box 160013           | Boiling Springs | SC | 29316 | \$ | 7,000.00 |
| Russ Weber             | 389 Hidden Creek Circle   | Spartanburg     | SC | 29306 | \$ | 6,750.00 |
| Sadie Tate             | 616 Kendrick Street       | Gaffney         | SC | 29341 | \$ | 6,065.00 |
| Sarah Carter           | 805 Rector Road           | Paragould       | AR | 72450 | \$ | 7,000.00 |
| Sharon Moneysmith      | 855 Bowers Road           | Mansfield       | OH | 44903 | \$ | 7,000.00 |
| Tammy Devine           | 218 Pawleys Court         | Inman           | SC | 29349 | \$ | 7,000.00 |
| Ted Quinn              | P.O. Box 136              | Converse        | SC | 29329 | \$ | 7,000.00 |
| Terry Cash             | P.O. Box 280              | Chesnee         | SC | 29323 | \$ | 7,000.00 |
| Thomas E. Woods II     | 205 Allsbrook Place       | Moore           | SC | 29369 | \$ | 7,000.00 |
| Tiffany Philip         | 6609 Douglas Ave. SE      | Auburn          | WA | 98092 | \$ | 7,000.00 |
| Timothy L. Cleveland   | 365 Montgomery Drive      | Spartanburg     | SC | 29302 | \$ | 7,000.00 |
| Timothy Scoggins       | 190 Rubin Thorne Road     | Campobello      | SC | 29322 | \$ | 7,000.00 |
| Tony Drake             | 319 Sally Brooke Lane     | Inman           | SC | 29349 | \$ | 7,000.00 |
| Trina Brown            | 219 McCarter Drive        | Wellford        | SC | 29385 | \$ | 7,000.00 |
| Vanisha Copeland       | 107 Wrightson Avenue      | Spartanburg     | SC | 29306 | \$ | 7,000.00 |
| Vickie Patterson       | 215 Autumn Street         | Woodruff        | SC | 29388 | \$ | 7,000.00 |
| Wade Crow              | 430 East Main Street      | Spartanburg     | SC | 29302 | \$ | 7,000.00 |
| Walter Pike, Jr.       | 6139 Woodfield Drive      | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| William Brice          | 2110 Birge Lane           | Newberry        | SC | 29108 | \$ | 7,000.00 |
| William Cauthen        | 610 Ellis Court           | Cramerton       | NC | 28032 | \$ | 7,000.00 |
| William Johnson        | 311 Trenholm Way          | Woodruff        | SC | 29388 | \$ | 7,000.00 |
| William R. Cobb        | 421 Overlook Court        | Spartanburg     | SC | 29301 | \$ | 7,000.00 |
| Willis H. Pipkins, Sr. | 1216 Dr. Campbell Drive   | Wiggins         | MS | 39577 | \$ | 7,000.00 |
| Yuvonna Mullins        | 1011 East Lake Street     | Paragould       | AR | 72450 | \$ | 5,461.00 |

\$ 632,921.00

# Federal Supporting Statements

2012 PG 01

Your Social Security Number

57-1046595

Name(s) as shown on return

J M SMITH FOUNDATION

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

| Description        | Revenue<br>and expenses | Net<br>investment | Adjusted<br>net income | Charitable<br>purpose |
|--------------------|-------------------------|-------------------|------------------------|-----------------------|
| Bank Charges       | 404                     | 0                 | 0                      | 404                   |
| Check Order Charge | 0                       | 0                 | 0                      | 0                     |
| Totals             | 404                     | 0                 | 0                      | 404                   |