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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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
PRINCE ELDRED AND SARAH WOOTEN FOUN

A Employer identification number
56-6429281

Number and street (or P O box number if mail is not delivered to street address) BRANCH BANKING TRUST-BOX 2907 TRU
Room/suite

B Telephone number (see instructions)
(910) 914-9108

City or town, state, and ZIP code
WILSON, NC 278942907

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,657,560

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,909	1,909		
	4	Dividends and interest from securities	31,928	31,928		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	63,155			
	b	Gross sales price for all assets on line 6a 585,323				
	7	Capital gain net income (from Part IV, line 2)		63,155		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	390	390		
	12	**Total.** Add lines 1 through 11	97,382	97,382		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,744	6,744		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	215	215		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	16	16		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,975	6,975	0	0
	25	Contributions, gifts, grants paid	78,000			78,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	84,975	6,975	0	78,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	12,407			
	b	**Net investment income** (if negative, enter -0-)		90,407		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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
Assets	1	Cash—non-interest-bearing	27	30	30
	2	Savings and temporary cash investments	12,402	79,600	79,600
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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)		958,183	1,112,726
	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)	1,493,704	481,242	465,204
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,506,133	1,519,055	1,657,560
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,506,133	1,519,055	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,506,133	1,519,055	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,506,133	1,519,055	

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	1,506,133
2	Enter amount from Part I, line 27a	2	12,407
3	Other increases not included in line 2 (itemize) ▶	3	517
4	Add lines 1, 2, and 3	4	1,519,057
5	Decreases not included in line 2 (itemize) ▶	5	2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,519,055

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	63,155
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	76,834	1,573,751	0 048822
2010	66,206	1,583,143	0 041819
2009	1,500	1,355,604	0 001107
2008	1,994	29,869	0 066758
2007	2,165	40,437	0 05354

2	**Total** of line 1, column (d).	2	0 212046
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 042409
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,650,564
5	Multiply line 4 by line 3.	5	69,999
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	904
7	Add lines 5 and 6.	7	70,903
8	Enter qualifying distributions from Part XII, line 4.	8	78,000

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	904
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	904
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	904
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 668		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	668
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	236
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 0	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST Telephone no ▶(843) 413-4275

Located at ▶WEALTH MANAGEMENT-1831 EVANS ST 2ND FLORENCE SC ZIP +4 ▶29501

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

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945–5(d).*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY 1831 EVANS STREET FLORENCE,SC 29501	TRUSTEE 10	6,744		

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. . . . . ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	1,594,192
b	Average of monthly cash balances		1b	81,507
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	1,675,699
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	1,675,699
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	25,135
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,650,564
6	**Minimum investment return.** Enter 5% of line 5		6	82,528

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

1	Minimum investment return from Part X, line 6		1	82,528
2a	Tax on investment income for 2012 from Part VI, line 5	2a 904		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	904
3	Distributable amount before adjustments Subtract line 2c from line 1		3	81,624
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	81,624
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	81,624

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	78,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	904
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	77,096

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				81,624
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			77,957	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 78,000				
a Applied to 2011, but not more than line 2a			77,957	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				43
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				81,581
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

BRANCH BANKING AND TRUST
1831 W EVANS ST- WEALTH MANAGEMENT
FLORENCE,SC 29501
(843) 413-4249

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

EXEMPT STATUS, FED ID#, NAME OF ORGANIZATION PURPOSE OF ORGANIZATION, DUTIES OF ORGANIZATION

c Any submission deadlines

NO SUBMISSION DEADLINE

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				78,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,909	
4 Dividends and interest from securities			14	31,928	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	63,155	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a FEDERAL TAX REFUND			01	390	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				97,382	

13 Total. Add line 12, columns (b), (d), and (e) 13 97,382

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11	0

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

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

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

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

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

****** | 2013-07-11 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
500 ALLSCRIPTS HEALTHCARE SOLUTIONS		2012-04-30	2012-09-26
484 673 ARTISAN MID CAP VALUE #1464 CLOSED TO NE		2009-09-11	2012-09-26
400 BAKER HUGHES INCORPORATED		2012-04-30	2012-09-26
120 COMCAST CORP NEW CL A		2012-04-30	2012-09-26
380 CORNING INCORPORATED		2009-12-18	2012-09-26
80 DEVON ENERGY CORPORATION NEW		2012-04-30	2012-09-26
192 169 DODGE & COX INCOME FUND		2010-09-24	2012-09-26
110 EBAY INC		2010-01-07	2012-09-26
140 EMERSON ELECTRIC COMPANY			2012-09-26
160 ENERGIZER HOLDINGS INC		2012-04-30	2012-09-26
557 724 FEDERATED SHORT TERM INCOME FUND CL Y FU		2009-12-18	2012-09-26
353 841 FEDERATED MORTGAGE INSTITUTIONAL CLASS FUND #835		2009-09-11	2012-09-26
814 432 FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INST CL FUND #		2011-10-04	2012-09-26
130 FREEPORT-MCM COPR GOLD CL B		2011-10-04	2012-09-26
7 GOOGLE INC CL A			2012-09-26
85 566 HARBOR INTERNATIONAL FUND		2011-10-04	2012-09-26
130 ISHARES MSCI EMERGING MKTS INDEX FUND		2011-10-04	2012-09-26
90 I SHARES EAFE INDEX FUND		2011-10-04	2012-09-26
10 I SHARES EAFE INDEX FUND		2010-11-24	2012-09-26
120 ITRON INC COMMON		2011-02-04	2012-09-26
266 154 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2011-10-04	2012-09-26
60 MONSANTO CO COMMON		2009-12-18	2012-09-26
51 562 PIMCO LOW DURATION INSTITUTIONAL		2010-02-05	2012-09-26
140 PALL CORPORATION COMMON		2009-12-18	2012-09-26
70 PEPSICO INCORPORATED		2011-05-19	2012-09-26
467 039 PIMCO FOREIGN BOND FD UNHEDGED FD 1853 C		2011-02-04	2012-09-26
120 POTASH CORP SASKATCHEWAN		2012-04-30	2012-09-26
117 582 PRUDENTIAL SHORT TERM CORPORATE BOND FUN		2010-09-24	2012-09-26
35 SPDR GOLD TRUST		2012-04-30	2012-09-26
70 SCHLUMBERGER LTD		2009-12-18	2012-09-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
80 STRYKER CORP COMMON		2010-09-24	2012-09-26
45 UNION PACIFIC CORP		2012-04-30	2012-09-26
320 YAMANA GOLD INC		2012-04-30	2012-09-26
40 TE CONNECTIVITY LTD		2012-04-30	2012-09-26
110 AKAMAI TECHNOLOGIES COMMON		2010-02-05	2012-12-04
410 CORNING INCORPORATED		2009-12-18	2012-12-04
240 CORNING INCORPORATED		2011-05-19	2012-12-04
60 EOG RESOURCES INC		2010-11-24	2012-12-04
110 EMERSON ELECTRIC COMPANY		2009-12-18	2012-12-04
30 EMERSON ELECTRIC COMPANY		2011-10-04	2012-12-04
462 544 FEDERATED HIGH YIELD BOND INST CL FUND #		2010-09-24	2012-12-04
495 958 FEDERATED MORTGAGE INSTITUTIONAL CLASS FUND #835		2009-09-11	2012-12-04
130 FREEPORT-MCM COPR GOLD CL B		2011-10-04	2012-12-04
40 ISHARES BARCLAYS TIPS BOND FUND		2010-09-24	2012-12-04
170 ITRON INC COMMON			2012-12-04
514 906 CLEARBRIDGE MID CAP CORE FD CL I FUND #		2009-09-11	2012-12-04
50 MCKESSON HBOC INC		2010-02-05	2012-12-04
80 PALL CORPORATION COMMON		2009-12-18	2012-12-04
210 ST JUDE MEDICAL INC COMMON		2011-10-04	2012-12-04
150 SUNCOR ENERGY, INC		2009-12-18	2012-12-04
200 TEXAS INSTRUMENTS INCORPORATED		2010-09-24	2012-12-04
80 THERMO ELECTRON COMMON		2011-02-04	2012-12-04
120 TRANSOCEAN LTD		2009-09-11	2012-12-04
1250 BB&T CORP		2008-12-09	2013-02-07
410 ABB LTD SPONSORED ADR		2012-09-26	2013-03-01
490 ACTIVISION BLIZZARD INC COMMON		2010-02-05	2013-03-01
160 ADOBE SYS INC		2010-09-24	2013-03-01
140 ADOBE SYS INC		2011-05-19	2013-03-01
130 AGILENT TECHNOLOGIES		2012-09-26	2013-03-01
80 ANADARKO PETE CORP		2009-12-18	2013-03-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
340 394 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-04-30	2013-03-01
650 DELL INC		2010-02-05	2013-03-01
50 EBAY INC		2012-04-30	2013-03-01
70 EBAY INC		2010-01-07	2013-03-01
90 EMERSON ELECTRIC COMPANY		2011-10-04	2013-03-01
590 173 FEDERATED SHORT TERM INCOME FUND CL Y FU		2012-04-30	2013-03-01
3141 322 FEDERATED SHORT TERM INCOME FUND CL Y FU			2013-03-01
160 FREEPORT-MCM COPR GOLD CL B		2011-10-04	2013-03-01
7 GOOGLE INC CL A		2009-09-11	2013-03-01
150 HARRIS CORP		2012-04-30	2013-03-01
30 HARRIS CORP		2010-09-24	2013-03-01
100 HONEYWELL INTERNATIONAL INC		2012-04-30	2013-03-01
50 MONSANTO CO COMMON		2009-12-18	2013-03-01
80 PALL CORPORATION COMMON			2013-03-01
240 POTASH CORP SASKATCHEWAN		2012-04-30	2013-03-01
70 SCHLUMBERGER LTD		2009-12-18	2013-03-01
160 TEXAS INSTRUMENTS INCORPORATED		2010-09-24	2013-03-01
120 WELLPOINT INC		2012-04-30	2013-03-01
190 XYLEM INC COMMON		2012-09-26	2013-03-01
1250 BB&T CORP		2008-12-09	2013-05-21
1000 BB&T CORP		2008-12-09	2013-05-28
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,275		5,504	-229
10,173		8,123	2,050
18,216		17,532	684
4,240		3,637	603
4,875		7,003	-2,128
4,725		5,572	-847
2,658		2,590	68
5,228		2,567	2,661
6,713		4,568	2,145
12,088		11,410	678
4,852		4,741	111
3,553		3,485	68
8,087		7,615	472
5,114		3,979	1,135
5,269		2,976	2,293
5,052		4,218	834
5,317		4,416	901
4,805		4,162	643
534		561	-27
5,103		7,667	-2,564
5,163		4,466	697
5,385		4,837	548
550		535	15
8,840		4,977	3,863
4,951		5,033	-82
5,436		4,927	509
5,187		5,088	99
1,366		1,371	-5
5,925		5,658	267
5,064		4,425	639

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,460		3,930	530
5,366		5,058	308
5,859		4,715	1,144
1,345		1,459	-114
3,950		2,758	1,192
4,985		7,556	-2,571
2,918		4,832	-1,914
7,014		5,358	1,656
5,450		4,557	893
1,486		1,216	270
4,699		4,561	138
4,965		4,885	80
4,975		3,979	996
4,911		4,360	551
7,339		9,994	-2,655
13,027		8,970	4,057
4,750		2,896	1,854
4,752		2,844	1,908
7,087		7,247	-160
4,881		5,095	-214
5,914		5,324	590
5,065		4,463	602
5,603		9,779	-4,176
38,331		37,469	862
9,258		7,774	1,484
6,995		4,999	1,996
6,352		4,267	2,085
5,558		4,976	582
5,441		4,975	466
6,397		4,936	1,461

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
8,009		6,770	1,239
9,068		8,625	443
2,739		2,059	680
3,835		1,633	2,202
5,061		3,649	1,412
5,129		5,105	24
27,298		26,839	459
5,009		4,898	111
5,629		3,286	2,343
7,185		6,828	357
1,437		1,356	81
6,999		6,052	947
5,075		4,031	1,044
5,405		2,947	2,458
9,446		10,176	-730
5,419		4,425	994
5,498		4,259	1,239
7,451		8,137	-686
5,202		4,774	428
40,927		37,469	3,458
33,424		29,975	3,449
			74

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-229
			2,050
			684
			603
			-2,128
			-847
			68
			2,661
			2,145
			678
			111
			68
			472
			1,135
			2,293
			834
			901
			643
			-27
			-2,564
			697
			548
			15
			3,863
			-82
			509
			99
			-5
			267
			639

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			530
			308
			1,144
			-114
			1,192
			-2,571
			-1,914
			1,656
			893
			270
			138
			80
			996
			551
			-2,655
			4,057
			1,854
			1,908
			-160
			-214
			590
			602
			-4,176
			862
			1,484
			1,996
			2,085
			582
			466
			1,461

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,239
			443
			680
			2,202
			1,412
			24
			459
			111
			2,343
			357
			81
			947
			1,044
			2,458
			-730
			994
			1,239
			-686
			428
			3,458
			3,449

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TEACH FOR AMERICA 315 W 36TH ST 7TH FLOOR NEW YORK,NY 10018	NONE	EXEMPT	CHARITABLE	1,500
SHEPHERD CENTER FOUNDATION INC 2020 PEACHTREE ROAD NW ATLANTA,GA 30309	NONE	EXEMPT	CHARITABLE	1,000
SOUP KITCHEN OF SPARTANBURG 438 N CHURCH STREET SPARTANBURG,SC 29303	NONE	EXEMPT	CHARITABLE	2,500
LORIS SEACOAST HEALTHCARE FOUNDATION 4000 HWY 9 EAST LITTLE RIVER,SC 29566	NONE	EXEMPT	CHARITABLE	5,000
AMERICAN NATIONAL RED CROSS ATTN TRUST & ESTATES 2025 E STREET NW WASHINGTON,DC 20006	NONE	EXEMPT	CHARITABLE	1,000
HOMES FOR OUR TROOPS INC 6 MAIN STREET TAUNTON,MA 02780	NONE	EXEMPT	CHARITABLE	2,500
WAKE FOREST UNIVERSITY P O BOX 7227 WINSTONSALEM,NC 27109	NONE	EXEMPT	CHARITABLE	5,000
SOUTHEASTERN COMMUNITY COLLEGE FOUNDATION INC P O BOX 151 WHITEVILLE,NC 28472	NONE	EXEMPT	CHARITABLE	4,000
FIRST PRESBYTERIAN CHURCH 393 EAST MAIN STREET SPARTANBURG,SC 29302	NONE	EXEMPT	CHARITABLE	2,500
SOUTH CAROLINA HISTORICAL SOCIETY 100 MEETING STREET CHARLESTON,SC 29401	NONE	EXEMPT	CHARITABLE	1,000
CONNIE MAXWELL CHILDREN'S HOME C/O DR BEN DAVIS PRESIDENT PO BOX 1178 GREENWOOD,SC 29648	NONE	EXEMPT	CHARITABLE	3,000
FIRST BAPTIST CHURCH OF SPARTANBURG INC SPARTANBURG,SC 29306	NONE	EXEMPT	CHARITABLE	1,500
GEORGETOWN MEMORIAL HOSPITAL PO BOX 421718 GEORGETOWN,SC 294421718	NONE	EXEMPT	CHARITABLE	2,000
COASTAL EDUCATIONAL FOUNDATION INC RT 6 BOX 275 CONWAY,SC 29526	NONE	EXEMPT	CHARITABLE	5,000
LORIS METHODIST CHURCH 3507 BROAD STREET LORIS,SC 29569	NONE	EXEMPT	CHARITABLE	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BROOKGREEN GARDENS P O BOX 3368 PAWLEYS ISLAND, SC 29585	NONE	EXEMPT	CHARITABLE	2,500
LORIS FIRST BAPTIST CHURCH 3117 MAIN STREET LORIS, SC 29569	NONE	EXEMPT	CHARITABLE	3,000
CLEMSON UNIVERSITY FOUNDATION P O BOX 1889 CLEMSON, SC 29631	NONE	EXEMPT	CHARITABLE	10,000
BELLE W BARUCH FOUNDATION 22 HOBCAW ROAD GEORGETOWN, SC 29440	NONE	EXEMPT	CHARITABLE	1,000
MOBILE MEAL SERVICE OF SPARTANBURG COUNTY INC P O BOX 461 SPARTANBURG, SC 29304	NONE	EXEMPT	CHARITABLE	3,000
HORRY COUNTY MEMORIAL LIBRARY ENDOWMENT FD 1008 5TH AVE CONWAY, SC 29526	NONE	EXEMPT	CHARITABLE	1,000
THE HAVEN INC P O BOX 2914 SPARTANBURG, SC 29304	NONE	EXEMPT	CHARITABLE	1,500
MAPLE BAPTIST CHURCH 4500 HWY 65 CONWAY, SC 29526	NONE	EXEMPT	CHARITABLE	2,000
HABITAT FOR HUMANITY INTERNATIONAL INC SPARTANBURG, SC 293024346	NONE	EXEMPT	CHARITABLE	2,500
PEE DEE LAND TRUST P O BOX 4 DARLINGTON, SC 29540	NONE	EXEMPT	CHARITABLE	1,000
THE SALVATION ARMY P O BOX 2909 SPARTANBURG, SC 29304	NONE	EXEMPT	CHARITABLE	1,500
SAMARITANS PURSE P O BOX 3000 BOONE, NC 28607	NONE	EXEMPT	CHARITABLE	2,000
MERCY CARE 8216 DEVON COURT MYRTLE BEACH, SC 29572	NONE	EXEMPT	CHARITABLE	1,500
HORRY COUNTY MUSEUM FOUNDATION 438 MAIN STREET CONWAY, SC 29526	NONE	EXEMPT	CHARITABLE	1,000
FORT SANDERS FOUNDATION 1901 CLINCH AVENUE KNOXVILLE, TN 37916	NONE	EXEMPT	CHARITABLE	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
YOUTH EMPOWERMENT THROUGH ARTS ARTS & HUMANTIES P O BOX 331561 MURFREESBORO, TN 371331561	NONE	EXEMPT	CHARITABLE	1,000
YOUNG LIFE INC 420 N CASCADE AVENUE COLORADO SPRINGS, CO 80903	NONE	EXEMPT	CHARITABLE	1,500
Total . . . . ▶ **3a**				78,000

TY 2012 Other Decreases Schedule

Name: PRINCE ELDRED AND SARAH WOOTEN FOUN

EIN: 56-6429281

Description	Amount
ROUNDING	2

TY 2012 Other Expenses Schedule

Name: PRINCE ELDRED AND SARAH WOOTEN FOUN

EIN: 56-6429281

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	16	16		0

TY 2012 Other Income Schedule

Name: PRINCE ELDRED AND SARAH WOOTEN FOUN

EIN: 56-6429281

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income

TY 2012 Other Increases Schedule

Name: PRINCE ELDRED AND SARAH WOOTEN FOUN

EIN: 56-6429281

Description	Amount
MUTUAL FUND ADJ REC/REPORTED	517

TY 2012 Taxes Schedule

Name: PRINCE ELDRED AND SARAH WOOTEN FOUN

EIN: 56-6429281

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	194	194		0
FOREIGN TAXES ON QUALIFIED FOR	20	20		0
FOREIGN TAXES ON NONQUALIFIED	1	1		0