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Form **990-PF** Department of the Treasury

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation undation may be able to use a copy of this return to satisfy state reporting re

Numer of Incomfallor THE BATLEY FOUNDATION					1 2012				Open to public Inspection
THE BATLEY FOUNDATION C/O D BANK NA Number and street for 70 bank name P-O BOX 494 City or from state, and 2iP code CLINTON, SC 29325—0494 City or from state, and 2iP code CLINTON, scanter, state, and 2iP code CLINTON, scanter, state, and 2iP code CLINTON, scanter, state, st					1, 2012	, and ending	<u> </u>	AUG 31, 2013	
Number of the protection of	•							A Employer identification	number
P.O. BOX. 494 Reconstruits Proceedings Procedure Procedu	•								
P. O. BOX 494 864-938-2632 Cit Geometric relation on the part of the CLINTON, SC 29325-0494 Cit Geometric relations and participation on participation						57-6018387			
City or town, stale, and 2P code. CLINTON, SC 29325-0494 G Clinica all that apply Initial return Initial return of a former public charry Amended return Amended retur					address)	Roor	n/suite		
CLINTON, SC 29325-0494 G Check all that apply India feture Amended return Amended re		_ P	.0	BOX 494				864-938-26	32
CLINTON, SC 29325-0494 G Check all that apply Initial return Anamedes return		City	or to	own, state, and ZIP code				C If exemption application is p	ending, check here
Final return Address change Namer change		C	LI	NTON, SC 29325-0494					•
Final return		G C	heck	all that apply Initial return	Initial return of a fo	rmer public chant	v	D 1. Foreign organizations	. check here
Note that the property of th				Final return	_	F - · · · ·	•	, ,	
Content Cont				Address change				Foreign organizations me check here and attach co	eting the 85% test,
Section 4947(4)(1) nonexempt chantable frust		H C	heck			-			
Far market value of all assets at end of year			_			tion			
Comparable Col. Col. Inter Specify Control Col. C		_ ≟ L Fa							
Part Analysis of Revenue and Expenses (fine basis of arrounds in column (b), ct. and (c) may not receive messanty youth be amonous in column (b), ct. and (c) may not receive messanty youth be amonous in column (b), ct. and (c) may not receive messanty youth be amonous in column (b), ct. and (c) may not receive messanty youth be amonous in column (b), ct. and (c) may not receive messanty youth be amonous in column (b), ct. and (c) may not receive messanty youth be amonous in column (c) and (c) Adjusted net rich column (c) and receive for characteristic messanty received in column (c) and received received in column (c) and received received in column (c) and received						Accidai			
Part Analysis of Revenue and Expenses (a) Angenue and expenses (b) Net mystment (c) Adjusted net (c) Continuous						asis.)		under section 507(b)(1)	(b), check liefe
The betal of amounts in column 150, (c) and (c) many rational expenses per books income income (cash house only) 1 Contributions, grist, grants, etc., received 2 Check P				Analysis of Revenue and Expenses				(a) Advisted not	(d) Dishursements
1 Contributions, girts, grants, etc., received 10,000. 2 Chees Interest of the property 2 Chees Interest 2 Chees				(The total of amounts in columns (b), (c), and (d) may not			nem		for chantable purposes
2 Check 1 the functions set request is stank Son B 3 interrect on several and temporary again investments 124,832. 124,832. 124,832. STATEMENT 1 1 Defines a sealing and interest from securities 124,832. 124,832. 124,832. STATEMENT 1 2 Defines a sealing set security 1 the function or (toss) 3 Net short-term capital gain 1,072,268.			-			··· ··· ··· ··· ··· ··· ··· ··· ··· ··			(cash basis only)
Interest on sawings and temporary 4 Dividends and interest from securities 124,832 124,832 124,832 124,832 STATEMENT 1 124,832 124,832 124,832 STATEMENT 1 124,832 124,832 STATEMENT 1 124,8					10,000.				
4 Dividends and interest from securities 5a Gross rents b Net rental income or (picss) 6a Net gain or (picss) born eaks or assets not on line 10 b assets on line 6a consultation and interest from each or assets not on line 10 consultation and interest rental from each or assets not on line 10 b assets on line 6a consultation and interest from each or assets not on line 10 consultation and interest from each or assets not on line 10 consultation and interest from each or assets not on line 10 consultation and interest from each or assets not on line 10 consultation and interest from each or assets not on line 10 consultation and interest from each or assets not on line 10 consultation and interest from each or assets not on line 10 consultation and each or selection from each or assets not line 10 consultation and each each each each each each each each			2						· · · · · · · · · · · · · · · · · · ·
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D Net rental rincome or (loss) 116,727. 116,727.					124,032.	124,	032.	124,032.	DIAIEMENT T
Second Part									
D Gross aclaire price for all 1,072,268 2 116,727			_	` 	116 727			·	
Net involvement (april gain Net involvement		e	ba	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 1 0 7 2 2 6 0	110,727.	·····			
Net involvement (april gain Net involvement		Je n	_ D			116	727		
Net involvement (april gain Net involvement		è	l			110,	121.	77 / 7	
12 Total. Add lines 1 through 11- 251,559. 241,559. 124,832. 13 Compensation of officers, directors, fusiteses, etc. 25,929. 25,929. 25,929. 0 14 Other employee salaries and wages 5 Pension plans, employee benefits 16a Legal fees 5 Accounting fees STMT 2 5,600. 5,600. 5,600. 0 20 Cother professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel., conferences, and meetings 196. 196. 196. 0 20 Other expenses STMT 3 700. 700. 700. 700. 0 21 Total operating and administrative expenses. Add lines 13 through 23 32,425. 32,425. 32,425. 32,425. 278,510 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 32,425. 278,510 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter-0-)	ĈA	_			· v. arrivingstagifa · · · · · · · · · · · · · ·			N/A	
12 Total. Add lines 1 through 11- 251,559. 241,559. 124,832. 13 Compensation of officers, directors, fusiteses, etc. 25,929. 25,929. 25,929. 0 14 Other employee salaries and wages 5 Pension plans, employee benefits 16a Legal fees 5 Accounting fees STMT 2 5,600. 5,600. 5,600. 0 20 Cother professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel., conferences, and meetings 196. 196. 196. 0 20 Other expenses STMT 3 700. 700. 700. 700. 0 21 Total operating and administrative expenses. Add lines 13 through 23 32,425. 32,425. 32,425. 32,425. 278,510 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 32,425. 278,510 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter-0-)	Š		-	Grose cales less returns 1 1		·····			
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12 Total. Add lines 1 through 11- 251,559. 241,559. 124,832. 13 Compensation of officers, directors, fusiteses, etc. 25,929. 25,929. 25,929. 0 14 Other employee salaries and wages 5 Pension plans, employee benefits 16a Legal fees 5 Accounting fees STMT 2 5,600. 5,600. 5,600. 0 20 Cother professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel., conferences, and meetings 196. 196. 196. 0 20 Other expenses STMT 3 700. 700. 700. 700. 0 21 Total operating and administrative expenses. Add lines 13 through 23 32,425. 32,425. 32,425. 32,425. 278,510 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 32,425. 278,510 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter-0-)	iñ		C	Gross profit or (loss)	1				
13 Compensation of officers, directors, trustees, etc 25,929 . 25,929 . 25,929 . 0			11		-)		== -	104 000	
## Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 1 Accounting fees 15 Cother professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment lincome (rinegative, enter -0-) 15 Pension plans, employee benefits 5 7,600. 5 7,600	\mathbf{g}		12	Total. Add lines 1 through 11					
15 Pension plans, employee benefits 16a Legal fees b Accounting fees STMT 2 5 5 600 . 5 600 . 0 0			13	Compensation of officers, directors, trustees, etc	25,929.	25,	<u>929.</u>	25,929.	0.
16a Legal fees b Accounting fees c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net Investment income (r negative, enter-0-) 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 3196. 196. 196. 0 700. 700. 700. 0 32,425. 32,425. 32,425. 0 3278,510. 278,510	يحيو		14	Other employee salaries and wages				<u> </u>	
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25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.	(AD)	Ä	C	Other professional fees					
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25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.		nis	19	Depreciation and depletion					
25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.		Ē	20	Occupancy					
25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.		Ą	21	Travel, conferences, and meetings					
25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.		Ę	22	Printing and publications	196.		196.	196.	0.
25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.		ğ	23	Other expenses STMT 3	700.		700.	700.	0.
25 Contributions, girds, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 310,935. 32,425. 32,425. 278,510. 310,935. 32,425. 32,425. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510. 278,510.		aţir	24						
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26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 28 Description of the state of		ō	25	· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·		<u> </u>	278,510.
Add lines 24 and 25 310, 935. 32, 425. 32, 425. 278, 510 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 209, 134.			i	- ·		j			1
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 209,134.			-•	•	310.935.	32.	425.	32,425.	278,510.
a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 209,134.			27						
b Net investment income (if negative, enter -0-) 209,134.			l .		<59,376	>			
			1				134	· · · · · · · · · · · · · · · · · · ·	**************************************
C. Adjusted net income (if negative, enter-0-)			1	Adjusted net income (if negative, enter -0-)				92,407.	

Form **990-PF** (2012)

Form 990-PF (2012) C/O TD BANK NA

57-6018387

Page 2

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-war amounts only	Beginning of year		End of year			
Column of Column	(a) Book Value	(b) Book Value	(c) Fair Market Value			
1 Cash - non-interest-bearing	110 000	000.004	202 204			
2 Savings and temporary cash investments	110,888.	293,204.	293,204.			
3 Accounts receivable ►						
Less allowance for doubtful accounts						
4 Pledges receivable						
Less allowance for doubtful accounts						
5 Grants receivable						
6 Receivables due from officers, directors, trustees, and other						
disqualified persons						
7 Other notes and loans receivable						
Less allowance for doubtful accounts						
8 Inventories for sale or use			<u></u>			
9 Prepaid expenses and deferred charges						
10a Investments - U S and state government obligations	1 025 545	1 700 122	2 200 605			
b Investments - corporate stock STMT 4	1,835,545.		1,832,778.			
c Investments - corporate bonds STMT 5	1,998,987.	1,804,708.	1,032,770.			
11 Investments - land, buildings, and equipment basis						
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other			· · · · · · · · · · · · · · · · · · ·			
14 Land, buildings, and equipment basis	1	1				
Less accumulated depreciation						
15 Other assets (describe)						
16 Total accete /te be completed by all filers	3.945.420.	3,886,044.	4,435,587.			
16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses	3/313/1203	3700070220				
- I						
19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons						
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable						
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ►)	···-					
Cities habilities (describe)						
23 Total liabilities (add lines 17 through 22)	0.	0.				
Foundations that follow SFAS 117, check here						
and complete lines 24 through 26 and lines 30 and 31.	}					
) i						
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	3,945,420.	3,886,044.				
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.				
24 Unrestricted 25 Temporarily restricted 26 Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances	0.	0.				
30 Total net assets or fund balances	3,945,420.	3,886,044.				
31 Total liabilities and net assets/fund balances	3,945,420.	3,886,044.				
Part III Analysis of Changes in Net Assets or Fund B	alances					
		· · · · · · · · · · · · · · · · · · ·				
Total net assets or fund balances at beginning of year - Part II, column (a), line	30		2 045 420			
(must agree with end-of-year figure reported on prior year's return)	•	1	3,945,420			
Enter amount from Part I, line 27a		2	<59,376			
Other increases not included in line 2 (itemize)	<u>-</u>		3,886,044			
Add lines 1, 2, and 3		4	3,886,044			
Decreases not included in line 2 (itemize)		5	3,886,044			
Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30	6	Form 990-PF (2012)			

Form 990-PF (2012)

C/O TD BANK NA

	(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 acquire P - Purchase D - Donation				rchase		ate acquired i., day, yr)	(d) Date sold (mo , day, yr)	
1a	0000								
b SEE ATTACHEL	STATI	EMENTS			 				
d d					 				
e					 				
(e) Gross sales price		preciation allowed or allowable)	1 107	t or other basis kpense of sale				ı) Gaın or (loss plus (f) mınus	
<u>a</u>			-						
<u>b</u>	 		-						
<u>c</u>	+		 						
e 1,072,268.		· · · · · · · · · · · · · · · · · · ·	<u> </u>	955,54	11.				116,727
Complete only for assets show		olumn (h) and owned by	the foundation				(I) Gain:	s (Col (h) gair	
	1	Adjusted basis	1	cess of col (I)			òl (k), t	out not less tha	n -0-) or
(i) F M V as of 12/31/69		s of 12/31/69		col (j), if any	}		Los	ses (from col	(n))
a									
b									
<u>c</u>									
d									
е									116,727
Capital gain net income or (net o	capital loss)	If gain, also ento If (loss), enter -	er in Part I, line 7 0- in Part I, line 1	7 7	} 2				116,727
Net short-term capital gain or (le	oss) as define	ed in sections 1222(5) a	ınd (6)						
If gain, also enter in Part I, line 8					_				2 261
If (loss), enter -0- in Part I, line		ection 4940(e) fo	_ D - d d	Tow on No	3	Ann a sad In			2,361
						unent ii	ICOIII	<u> </u>	·
For optional use by domestic priva	ite foundation	is subject to the section	4940(a) tax on	net investment i	ncome)				
f section 4940(d)(2) applies, leave	this part blar	ık.							
Mos the foundation liable for the ea	ation 4040 to	ou on the distributeble s	manuat of any vo	ar in the base no	vriod?				Yes X No
Was the foundation liable for the se			• •		enouz				Tes _A NO
f "Yes," the foundation does not qu Enter the appropriate amount in					entries				
(a)		(b)			(c)				(d)
Base periód years Calendar year (or tax year begini	nina in)	Adjusted qualifying d	istributions	Net value of n		ole-use asse	ts	col (b) d	ibùtion ratio ivided by col (c))
2011		2	43,100.	!	4,2	75,08	5.		.05686
2010		2	65,472.			86,16			.05917
2009		2	77,217.			92,88			.06457
2008		2	39,900.			68,97			.06044
2007		4	75,494.		4,8	369 <u>,</u> 72	4.	, <u>.</u>	.09764
2 Total of line 1, column (d)							_	2	.33870
3 Average distribution ratio for th	e 5-year base	e period - divide the tota	I on line 2 by 5,	or by the number	er of years				06554
the foundation has been in exis	tence if less t	han 5 years					<u> </u>	3	.06774
							1		4 204 100
4 Enter the net value of noncharit	able-use asso	ets for 2012 from Part)	(, line 5				-	4	4,394,189
									207 667
5 Multiply line 4 by line 3							<u> </u>	5	297 , 667
									2 001
6 Enter 1% of net investment inc	ome (1% of F	Part I, line 27b)					⊢	6	2,091
7 Add base 6 10								,	299,758
7 Add lines 5 and 6							-	7	279,130
8 Enter qualifying distributions fr	om Part XII 1	ine 4						8	278,510
If line 8 is equal to or greater th			ne 1h and com	olete that nart us	ing a 1% t	ax rate	_		
See the Part VI instructions	un mic /, Ulit	on the box in Fait VI, III	io, and comp	sivio mai pari us	g u 1701				

THE BAILEY FOUNDATION

	990-PF (2012) C/O TD_BANK NA		<u>57–6018</u>			age 4
Par	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4	940(b), 4940(e), or	<u> 1948 - see i</u>	nstru	ction	s)
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-s					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 📖 a	and enter 1%	1		1,18	<u> 33.</u>
	of Part I, line 27b					
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I	I, line 12, col (b) 丿				_
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter	er -0-)	2			0.
3	Add lines 1 and 2		3		4,18	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others ent	ter -0-)	4			0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5		4,18	33.
6	Credits/Payments					
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a	4,925	•			
þ	Exempt foreign organizations - tax withheld at source . 6b		↓			
C	Tax paid with application for extension of time to file (Form 8868)		.			
đ	Backup withholding erroneously withheld 6d		↓			
	Total credits and payments Add lines 6a through 6d		7	'	4,9	<u> 25.</u>
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached		8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	>	9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	•	10		7	42.
	Enter the amount of line 10 to be Credited to 2013 estimated tax	742 • Refunded ▶	11			0.
Pa	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or	did it participate or interver	e in	<u> </u>	Yes	
	any political campaign?			1a		X
	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see			1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copie	es of any materials publis	hed or			
	distributed by the foundation in connection with the activities.					v
	Did the foundation file Form 1120-POL for this year?			10		<u>X</u>
đ	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	0				
	(1) On the foundation ► \$ O . (2) On foundation managers ► \$		<u>•</u>			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax	imposed on foundation				
_	managers ► \$ 0.					Х
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		
	If "Yes," attach a detailed description of the activities.		_			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrume	ent, articles of incorporation	, or			х
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		N/A	4a 4b		
	o If "Yes," has it filed a tax return on Form 990-T for this year?		14/15	5		X
ס	Was there a liquidation, termination, dissolution, or substantial contraction during the year?					
c	If "Yes," attach the statement required by General Instruction T Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either					
6	• • • • • • • • • • • • • • • • • • • •					
	 By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory direction 	ions that conflict with the st	ate law			
	remain in the governing instrument?	ions that commet with the se	10 1411	6	x	ĺ
7				7	Х	
′	Did the foundation have at least \$5,000 in assets at any time during the year? If "You " complete Part II, col. (c), and Part YV.			ļ .	- -	
0.	If "Yes," complete Part II, col. (c), and Part XV. Enter the states to which the foundation reports or with which it is registered (see instructions)				1	
oa	SC					
L	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)				
C	of each state as required by General Instruction G? If "No," attach explanation	denotal (or designate)		8b	х	1
^	The second secon	942(1)(3) or 4942(1)(5) for a	alendar	- 50	† -	
9	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete		a.onout	9		Х
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing			10	1 -	X
10	DIG any persons pecunic substantial continuators during the tax year? If Yes, attach a schedule listing	unen mannes and addresses				

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

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

Form 4720, to determine if the foundation had excess business holdings in 2012)

had not been removed from jeopardy before the first day of the tax year beginning in 2012?

4b X Form **990-PF** (2012)

X

Yes X No

Yes X No

N/A

N/A

2b

3b

4a

before 2012?

during the year?

If "Yes," list the years ▶

statement - see instructions)

▶ 0

Form 990-PF (2012)

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

Form 990-PF (2012) C/O TD BANK NA	<u>57–</u>	6018387 Page 7
Part VIII Information About Officers, Directors, Trustees, Four Paid Employees, and Contractors (continued)	ndation Managers, Highly	-
3 Five highest-paid independent contractors for professional services. If none, e	nter "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		<u>▶</u> 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant s	tatistical information such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers	produced, etc	
1 <u>N/A</u>		
2		
		
3		
A		·
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year	r on lines 1 and 2	Amount
1 N/A		
1		
		1
2		
		1
All other program-related investments. See instructions		
3		
		1
Total. Add lines 1 through 3	<u> </u>	0.
		Form 000 DE (2012)

Form 990-PF (2012)

C/O TD BANK NA

P	art X Minimum Investment Return (All domestic foundations must complete this part. Fo	reign foundatio	ons, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	Average monthly fair market value of securities	1a	4,230,891.
	Average of monthly cash balances	1b	4,230,891.
	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1d	4,461,106.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)	0.	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,461,106.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,394,189.
6	Minimum investment return. Enter 5% of line 5	6	219,709.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating four foreign organizations check here and do not complete this part)	ndations and cert	tain
1	Minimum investment return from Part X, line 6	1	219,709.
2a	Tax on investment income for 2012 from Part VI, line 5	,183.	
b			
C	Add lines 2a and 2b	2c	4,183.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,183. 215,526.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	215,526.
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	215,526.
P	Part XII Qualifying Distributions (see Instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а		1a	278,510.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	278,510.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	278,510.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the 1 4940(e) reduction of tax in those years	foundation qualif	ies for the section

Part XIII Undistributed Income (see instructions)

(a) (b) (c) (d) 2011 2012 Compus Years prior to 2011 2011 2012 Londinibuted amount for 2012 from Part XI. Ine 7 2 Undershibuted records 4pt, as of the and of 2012 Enter amount for 2011 only Total for prior years Series distributions carryover, if any, to 2012 From 2008 From 2010 From			·		
1. Distributable amount for 2012 from Part XI, Intel® 2 2. Undestrobed records of any, as of the end of 2013 a Entir amount for 2011 only a Total for princip years 9 2. Undestrobed records of any year of the end of 2013 a Entir amount for 2011 only a Total for princip years 9 3. Excess distributions carryover, if any, to 2012, a From 2009				1 1	
Ine 7	1 Distributable amount for 2012 from Part VI	Corpus	Teals phot to 2011	2011	2012
2 Undestruction comment data and the end of 2012 a Enter amount for 2011 only b Total for prior years					215 526
a Enter amount for 2011 only 0 0 0 0 0 0 0 0 0	· · · · · · · · · · · · · · · · · · ·	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		·	213,320.
3 Excess distributions carryover, if any, to 2012. a From 2009 b From 2009 c From 2010 32 , 803. 1 Total of lines 32 through e 4 Qualifying distributions for 2012 from Part XII, line 4 Ps. 2 78 , 510. a Applied to 2011, but not more than line 22 b Applied to 2011, but not more than line 23 b Applied to 2011, but not more than line 23 b Applied to 2011, but not more than line 23 d Applied to 2012 distributable amount e Remaining amount distributed of copius (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed of copius (Election required - see instructions) d Applied to 2012 distributable amount enter the seman in column (in) for an intered to 1011 and to 1011 a	· ·				
3 Excess distributions carryover, if any, to 2012. a From 2007 b From 2008 c From 2010 e From 2011 3 2 , 80 3. 1 Total of times 3 a through e 4 Qualifying distributions for 2012 from Part XII, ims 4 ▶ \$ 278, 510. a Applied to 2011, but not more than time 2 a b Applied to 2013 thirthurine of prior years (Election required - see instructions) (Freaded as distributions out of cropus (Election required - see instructions) (Applied to 2012 distributable amount e Remanung amount distributed out of cropus (Election required - see instructions) 5 Excess claimations empress applied to 2012	· •			· · · · · · · · · · · · · · · · · · ·	H-H-H-H-H-H-H-H-H-H-H-H-H-H-H-H-H-H-H-
3 Excess distributions carryover, if any, to 2012	B rotal to phot yours		n		
## From 2009 ## From 2009 ## From 2009 ## From 2009 ## From 2010 ## From 2010 ## From 2011 ## 32,803. ##	3 Excess distributions carryover, if any, to 2012		······································		
DFrom 2008 From 2010	i i i				
6 From 2010 6 From 2011 32,803. 1 Total of lines 3 at through e Outlington of the state of the	· · · · · · · · · · · · · · · · · · ·				
d From 2010					
a From 2011 32,803. 1 Total of lines 3 a through e 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 278,510. 2 Applied to undistributed more than line 2a D Applied to undistributed more of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) C Amplied to 2012 distributable amount a Remaining amount distributed out of corpus S Excess distributions carriyever applied to 2012 D C Compared to the same amount and factor to column (a) E Enter the net total of each column as indicated below: 3 Compared software 34,44, and 45 Subtract line 45 B From 2014 C Enter the amount of prior years' undistributed income Subtract line 45 from line 2 1 The amount must be distributed in 65 from line 1 This amount must be distributed in room for 2011, Subtract lines 44 and 5 from line 1 This amount must be distributed in room for 2012, Subtract lines 44 and 5 from line 1 This amount must be distributed in 2013 A mounts treated as distributions carryover to 2013. Subtract lines 7 and 8 from line 6 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6 Excess from 2008 B Excess from 2009 Excess from 2009 Excess from 2010					
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5 Excess distributions carryover applied to 2012 ((if an amount appeas in column (if), the same amount must be shown in column (a) 6 Enter the nat total of each column as indicated below: 8 Corpus Add tines 31 4.c., and 4e. Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b E 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 6e from line 6b Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions e Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2008 b Excess from 2009 c Excess from 2000 c Excess from 2001 d Excess from 2011 32,803.	F -	62,984.			213/320.
(if an amount appears in column (d), the same amount must be shown in column (a). 5 Enter the net total of each column as indicated below: a Corpus Add Innes 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b Enter the amount of prior years' undistributed more 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 e Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 32,803.	· -		* ***************	· · · · · · · · · · · · · · · · · · ·	0 -
6 Enter the net total of each column as indicated below: 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 95,787. 96,00. 97,787. 97,787. 98,787. 98,787. 99,787. 90,00. 9	(If an amount appears in column (d), the same amount				
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f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013. 7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3). 8. Excess distributions carryover from 2007 not applied on line 5 or line 7. 9. Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. 10. Analysis of line 9. a Excess from 2008. b Excess from 2009. c Excess from 2010. d Excess from 2011. 32,803.	· · · · · · · · · · · · · · · · · · ·			0.	
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8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 32,803.	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7	section 170(b)(1)(F) or 4942(g)(3)	0.			
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Subtract lines 7 and 8 from line 6a 95,787. 10 Analysis of line 9 a Excess from 2008 b Excess from 2010 c Excess from 2011 32,803.	not applied on line 5 or line 7	0.			
10 Analysis of line 9 a Excess from 2008 b Excess from 2010 c Excess from 2011 32,803.	9 Excess distributions carryover to 2013.				
a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 32,803.	Subtract lines 7 and 8 from line 6a	95,787.			
b Excess from 2009 c Excess from 2010 d Excess from 2011 32,803.	10 Analysis of line 9				
t Excess from 2010 d Excess from 2011 32,803.	a Excess from 2008		;		
d Excess from 2011 32,803.	b Excess from 2009				
		1			
e Excess from 2012 62,984.					
	e Excess from 2012 62,984.				

57-6018387 Form 990-PF (2012) C/O TD BANK NA Page 10 Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a if the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 4942(j)(3) or 4942(j)(5) b Check box to indicate whether the foundation is a private operating foundation described in section Tax year Prior 3 years 2 a Enter the lesser of the adjusted net (d) 2009 (a) 2012 (b) 2011 (c) 2010 (e) Total 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 Complete 3a, b, or c for the alternative test relied upon "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 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 Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets Part XV at any time during the year-see instructions.) 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 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here 🕨 📖 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d a The name, address, and telephone number or e-mail of the person to whom applications should be addressed SEE STATEMENT 7 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:

57-6018387 Page 11

Form 990-PF (2012) C / O TD BANK NA 5

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid Du	iring the Yea		Payment		
Recipient Name and address (home or busine	ess)	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		Of Substantial Contributor	Тоограни		·
a read daming the year					
	1				
BAILEY MANOR				GRANT PAYMENT	
300 JACOBS HIGHWAY					
CLINTON, SC 29325					5,000.
				1	
CHRIST SCHOOL, INC.				MATCHING GIFTS PROGRAM	
500 CHRIST SCHOOL ROAD					
ARDEN, NC 28704					5,000
	1		, 		
CLEMSON UNIVERSITY				SCHOLARSHIP - MADISON	
105 SIRES HALL, BOX 345124			1	G. HALL	
CLEMSON, SC 296345124					2,500
	•		i		
			1		
CLEMSON UNIVERSITY				SCHOLARSHIP - RACHEL	
105 SIKES HALL, BOX 345124				DENDY CALDWELL	
CLEMSON, SC 296345124					5,000
		<u>-</u>			
CLINDON TANELY MAGA				GRANT PAYMENT	
CLINTON FAMILY YMCA 100 YMCA DRIVE				GRANI PAIMENI	
CLINTON, SC 29325					50,000
	EE CON'	TINUATION SHEE	T(S)	▶ 3a	278,510
b Approved for future payment					
NONE					
NONE					
			1		
			1		
				<u> </u>	
Total				<u>▶ 3b</u>	m 990-PF (2012

Analysis of Income-Producing Activities

inter gross amounts unless otherwise indicated	Unrelate	ed business income		ded by section 512, 513, or 514	(e)
g	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	sion code	Amount	function income
a					-
b					
C					
d	1				
е	J				
1					
g Fees and contracts from government agencies			Ι		
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments	}				
4 Dividends and interest from securities			14	124,832.	
5 Net rental income or (loss) from real estate					. 400 - 000
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					*
property	ĺ				
7 Other investment income					<u></u>
8 Gain or (loss) from sales of assets other					
than inventory			18	116,727.	
9 Net income or (loss) from special events		-			
O Gross profit or (loss) from sales of inventory					
1 Other revenue					
a					
b					
C					
d					
e					
2 Subtotal Add columns (b), (d), and (e)		0.		241,559.	0.
3 Total. Add line 12, columns (b), (d), and (e)				13	241,559.
See worksheet in line 13 instructions to verify calculations)					
Part XVI-B Relationship of Activities	to the Acc	omplishment of E	xemp	t Purposes	
·····					
Line No. Explain below how each activity for which inc			A contrit	buted importantly to the accom	plishment of
the foundation's exempt purposes (other than	1 by providing it	inds for such purposes)			
					
					
····					
					
					
					
					
					
				_ 	

C/O TD BANK NA

Part X	VII	Information Re Exempt Organi		sfers To a	nd Transactions a	nd Relationshi	ps With Noncha	ritable	•	
1 Did t	he orga			of the following	with any other organization	described in section	501(c) of		Yes	No
					7, relating to political organi					
		om the reporting founda								
	Cash							1a(1)		X
٠,	Other a	ssets						1a(2)		X
b Othe										
(1)	Sales o	f assets to a noncharital	ble exempt organizat	ion				1b(1)		Χ_
(2)	Purcha	ses of assets from a nor	ncharitable exempt o	rganization				1b(2)		X
(3)	Rental	of facilities, equipment,	or other assets					1b(3)		X
(4)	Reimbi	ırsement arrangements						1b(4)		X
(5)	Loans	or Ioan guarantees						1b(5)		X
(6)	Perforr	nance of services or me	mbership or fundrais	sing solicitation	18			1b(6)		X
	-	acılıtıes, equipment, ma			•			1c		X
or s	ervices		oundation If the four	ndation receive	dule Column (b) should alw d less than fair market value				ets,	
(a) Line no		b) Amount involved	,		exempt organization	(d) Description of	f transfers, transactions, and	sharing ar	rangeme	ents
. ,	† <u> </u>			N/A						
		· ·						_		
**										
	<u> </u>					<u> </u>				
	<u> </u>									
				· -						
		 .	 		· · · · ·					
				-			<u> </u>		-	
										
			· · · · · · · · · · · · · · · · · · ·							
		· ·			or more tax-exempt organi	zations described				No.
		501(c) of the Code (other)(3)) or in sect	ion 52/7		L	Yes		- INO
<u> </u>	res," co	mplete the following sch (a) Name of or			(b) Type of organization	- (0) Description of relations	shio		
		N/A	gamzation		(b) Type of organization		, Dosonpaon or tolucion	J.111p	_	
		N/A				<u> </u>				
	-		-							
		· 								
	Under	penalties of penury, I declare	e that I have examined th	is return, includir	ng accompanying schedules and	statements, and to the b	est of my knowledge	ay the IRS	discuss	this
Sign Here	and be	TP17ANA	omplete Declaration of p	reparer (other tha	in taxpayer) is based on all inform	v P	re st	turn with to nown below X Yes	w (see in	arer istr)? No
	Sign	ature of officer or truste	`		Date	Title	Chook 15 DTIN			
		Print/Type preparer's n	name	Preparer's s	ignature		Check if PTIN			
Paid		J. JAY PE	AY, CPA	1/1	/ 7	11-14-13		1370		•
Preparent		Firm's name ► SWZ		PA///	-1 -	·	Firm's EIN ► 57-0	7837	795	
use (Uilly	Firm's address ▶ P	.O. BOX 29	99						
		CI	LINTON, SO	29325	-0299		Phone no 864-	-833-	<u>-445</u>	50

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Filers of:

Name of the organization

Organization type (check one):

Schedule of Contributors

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

THE BAILEY FOUNDATION

C/O TD BANK NA

Section:

OMB No 1545-0047

Employer identification number

57-6018387

2012

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	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation
, ,	n is covered by the General Rule or a Special Rule. (c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.
General Rule	
	cion filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one implete Parts I and II.
Special Rules	
509(a)(1) and 170	11(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections (0(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% in (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
total contribution	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, ins of more than \$1,000 for use <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or of cruelty to children or animals. Complete Parts I, II, and III.
contributions for If this box is che purpose. Do not	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, or use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. ecked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., to complete any of the parts unless the General Rule applies to this organization because it received nonexclusively able, etc., contributions of \$5,000 or more during the year
but it must answer "No" o	n 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), 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 eet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).
LHA For Paperwork Re	eduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012

Name of organization

THE BAILEY FOUNDATION

C/O TD BANK NA

Employer identification number

57-6018387

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN S. & GEORGE H. CORNELSON, IV 1644 HIGHWAY 56 SOUTH CLINTON, SC 29325		Person X Payroli
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there Is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroli Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization
THE BAILEY FOUNDATION

Employer identification number

C/O TD BANK NA

57-6018387

	Noncash Property (see instructions) Use duplicate copies of Pa	art ii ii additional space is fleeded.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(2)		\$	
(a) No. rom art I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Schedule B	3 (Form 990, 990-EZ, or 990-PF) (2012)			Page			
Name of org				Employer identification number			
	AILEY FOUNDATION						
	BANK NA		(.)(5) (6)	57-6018387			
Part III	year. Complete columns (a) through (e) and the the total of exclusively religious, charitable, etc Use duplicate copies of Part III if additional	ofollowing line entry. For organiza , contributions of \$1,000 or less	(c)(7), (8), or (itions completin for the year _{(Ente}	10) organizations that total more than \$1,000 for the g Part III, enter r this information once) \$			
(a) No. from				(A Description of house of his hold			
Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held			
İ							
			-				
-		(e) Transfer of	gift				
	Transferee's name, address, an	d ZIP + 4	Relat	ionship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held			
			-				
		(e) Transfer of	oift -				
	(4)						
	Transferee's name, address, an	d ZIP + 4	Relat	ionship of transferor to transferee			
i							
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held			
:		(e) Transfer of	gift				
	Transferee's name, address, an	d ZIP + 4	Rela	tionship of transferor to transferee			
!							
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held			
			-				
:		(e) Transfer of	gift				
	Transferee's name, address, ar	nd ZIP + 4	Rela	tionship of transferor to transferee			

CONTINUATION FOR 990-PF, PART IV 57-6018387 PAGE OF

5

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo , day, yr) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold (mo, day, yr) 2-story brick warehouse, or common stock, 200 shs MLC Co 1a AT&T INC VARIOUS 03/20/13 b ABBOTT LABS CO P VARIOUS VARIOUS c ABBVIE INC P 03/20/13 VARIOUS d INVESCO INTERNATIONAL GROWTH FUND P VARIOUS VARIOUS e BANK OF AMERICA 5.25% P 03/12/13 VARIOUS f BAXTER INTERNATIONAL INC P VARIOUS 10/17/12 g BOEING CO P VARIOUS 10/17/12 h BRISTOL MYERS SQUIBB CO \overline{P} VARIOUS WARIOUS | BUFFALO SMALL CAP FUND P VARIOUS **VARIOUS** BUFFALO SMALL CAP FUND 12/20/12P VARIOUS k CATERPILLAR INC P VARIOUS 10/17/12 | CHEVRON CORPORATION P VARIOUS 10/18/12 m COCA COLA CO P VARIOUS VARIOUS n COLGATE PALMOLIVE CO P VARIOUS 10/17/12 o CONOCOPHILLIPS P WARIOUS 10/17/12 (f) Depreciation allowed (q) Cost or other basis (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 6,9019,059. 2,158. a 8,127. 28,285. 20,158. b 8,069. 25,920. 17,851. С 10,553. 2,447. 13,000 d 250. 139,750. 140,000. е $\overline{2}33.$ 6,050. 5,817. 1,793. 1,428. 365. 2,351. 268. 2,619. h 3,272. 2,997. 6,269. 414. 414. 698. 3,441. 4,139. 4,370. 1,240. 5,610. $7,\overline{973}$ 1,629. 9,602. m 2,695. 2,177. 518. n 5,628.4,594 1,034. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (j) Adjusted basis (k) Excess of col (i) but not less than "-0-") (i) FMV as of 12/31/69 as of 12/31/69 over col (j), if any 2,158. 8,127. þ 8,069. C 2,447. đ 250. 233. f 365. q 268. h 3,272. * * 414. 698. 1,240. 1 1,629.m 518. n 1,034. 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 3

CONTINUATION FOR 990-PF, PART IV

C/O TD BANK NA 57-6018387 **PAGE** OF 5 Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse, or common stock, 200 shs. MLC Co. (mo, day, yr) 1a EI DUPONT DE NEMOURS INC P VARIOUS 10/17/12 b DUKE ENERGY CORP P 10/17/12 VARIOUS c EMERSON ELECTRIC CO P VARIOUS 10/17/12 d EXXON MOBIL CORP \overline{P} VARIOUS 10/17/12 e FIDELITY HIGH INCOME FUND #455 P VARIOUS 12/10/12f GENERAL ELECTRIC CAPITAL CORP - 5.45% P VARIOUS 01/15/13 g GENERAL ELECTRIC CAPITAL CORP - 5.25% P VARIOUS 10/18/12 h HARBOR INTERNATIONAL FUND P VARIOUS VARIOUS | HARTFORD MUTUAL FDS INC P VARIOUS VARIOUS HERSHEY COMPANY 5.00% P VARIOUS 04/01/13 k HOME DEPOT INC P VARIOUS 10/17/12 HONEYWELL INTL INC P VARIOUS VARIOUS m INTEL CORP P VARIOUS VARIOUS n INTL BUSINESS MACHINES CORP P VARIOUS 10/17/12 o JP MORGAN CHASE 5.75% P VARIOUS 01/02/13 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 252. 1,217. 965. a 3,204. 2,906. 298. b 4,834. 4,020. 814. С 6,828. 644. 6,184. d 293. 293. 100,000. 100,000. 0. 0. 125,000. 125,000. 25,000. 22,253. 2,747. h 4,393. 1,792. 2,601. 125,000. 125,000. 0. 3,516. 7,439. 3,923. 14,003 6,883. 20,886. ı 222. 5,890. 5,668. 4,242.945. 5,187. n 50,000. 50,000. 0. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (k) Excess of col (i) (j) Adjusted basis (i) FMV as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any 252. a 298. b 814. C 6,184. đ 293. е 0. f Ō. a 2,747. h 2,601. 0. J 3,516. 6,883. 222. m 945. n 0

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8

Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

2

If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7

Part IV Capital Gains and Los	sses for Tax on Investment Income				
(a) List and 2-story br	(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo, day, yr)			
1a JP MORGAN CHAS	E & CO		P	VARIOUS 10/17/12	
	b PERKINS MID CAP VALUE FUND				
c JOHNSON & JOHN			P	VARIOUS VARIOUS VARIOUS 10/17/12	
d KIMBERLY CLARK			P	VARIOUS 10/17/12	
e KRAFT FOODS GR			P	VARIOUS VARIOUS	
1 LOCKHEED MARTI			P	VARIOUS 10/17/12	
g LORILLARD INC		· · · · · · · · · · · · · · · · · · ·	P	VARIOUS 03/20/13	
h MARATHON OIL C	ORP		P	VARIOUS 10/17/12	
MARATHON PETRO			P	VARIOUS 10/17/12	
MCDONALDS CORP			P	VARIOUS 10/17/12	
k MERCK & CO INC	<u></u>		P	VARIOUS 10/17/12	
MICROSOFT CORP	ORATION		P	VARIOUS 03/20/13	
m MONDELEZ INTER			P	VARIOUS 10/17/12	
n MORGAN STANLEY			P	VARIOUS 07/31/12	
o NEXTRA ENERGY			P	VARIOUS 10/17/12	
	(f) Depreciation allowed	(g) Cost or other basis	(1	n) Gain or (loss)	
(e) Gross sales price	(or allowable)	plus expense of sale		plus (f) minus (g)	
a 5,194.		4,434.		760.	
b 2,783.		1,451.		1,332.	
c 8,487.		7,620.		867.	
d 2,140.		1,743.		397.	
e 2,369.		1,714.		655.	
<u>f</u> 2,319.		1,771.		548.	
g 35,361.		33,472.		1,889.	
h 2,934.		1,982.		952.	
5,456.		2,804.		2,652.	
$\frac{2,310}{5.60}$		1,151.		1,159.	
k 4,562.		3,063.		1,499.	
700.		619.		928.	
m 4,077.		3,149.		0.	
$\frac{125,000}{2000}$	· · · · · · · · · · · · · · · · · · ·	125,000.		749.	
o 3,461.					
(i) F M V as of 12/31/69	ng gain in column (h) and owned by (j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
	20 07 12/07/00	Cross Con (I), in any		760.	
<u>a</u>				1,332.	
<u>b</u>				867.	
<u>c</u>				397.	
<u>d</u>	-			655.	
<u>e</u>			****	548.	
1				1,889.	
9				952.	
<u>h</u>				2,652.	
<u> </u>				1,159.	
!				1,499.	
<u>K</u>				81.	
<u> </u>				928.	
<u>m</u>	 			0.	
<u>n</u>				749.	
0				749.	
2 Capital gain net income or (net o	capital loss) { If gain, also enter =-	r in Part I, line 7 0-" in Part I, line 7	2		
3 Net short-term capital gain or (li If gain, also enter in Part I, line & If (loss), enter "-0-" in Part I, line		nd (6)	3		

Part IV Capital Gains and Los	ses for Tax on Investment Income			
	describe the kind(s) of property sold ick warehouse, or common stock, 20	(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo, day, yr)	
1a NIKE INC CLASS	В			VARIOUS 03/20/13
b NORFOLK SOUTHE	RN GROUP		P	VARIOUS VARIOUS
c PEPSICO INCORPO	ORATED	P	VARIOUS 10/17/12	
d PFIZER			P	VARIOUS 10/17/12
	INTL	P	VARIOUS 03/20/13	
f PHILLIPS 66			P	VARIOUS 10/17/12
g PROCTOR & GAMB	LE CO		P	VARIOUS VARIOUS
h ROYCE SPECIAL			P	VARIOUS VARIOUS
SOUTHERN CO		· ·	P	VARIOUS 10/17/12
SPECTRA ENERGY				VARIOUS 10/17/12
k 3M CO			P	VARIOUS 10/17/12
UNITED PARCEL	SERVICE CL B			VARIOUS 10/17/12
m UNITED TECHNOL				VARIOUS 10/17/12
n VANGUARD INFLA		EC FD#5119	P	VARIOUS 04/02/13
O VANGUARD INFLA		EC FD#5119	P	VARIOUS 04/02/13
	(f) Depreciation allowed	(g) Cost or other basis) Gain or (loss)
(e) Gross sales price	(or allowable)	plus expense of sale		olus (f) minus (g)
a 1,368.		1,030.		338.
b 14,264.		10,673.		3,591.
c 5,258.		4,023.		1,235.
d 6,889.		4,707.		2,182.
e 24,983.		7,204.		17,779.
f 2,206.		1,365.		841.
g 10,408.		1,432.		8,976.
h 3,721.		1,423.		2,298.
5,690.		5,161.		529.
1,450.		1,584.		<134.>
k 2,312.		1,737.		575.
3,605.		2,896.		709.
m 3,787.		1,907.	 	1,880.
n 354.				354.
0 26.		L		26.
Complete only for assets shown	ng gain in column (h) and owned by	the foundation on 12/31/69		sses (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		of col (h) gain over col (k), not less than "-0-")
a				338.
b				3,591.
c				1,235.
d				2,182.
е				17,779.
f				841.
g				8,976.
h				2,298.
1				529.
			**	<134.>
k				575.
1				709.
m				1,880.
n				354.
0			**	26.
2 Capital gain net income or (net o	capital loss) { If gain, also enter "-(r in Part 1, line 7 0-" in Part I, line 7	2	
. 3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8	oss) as defined in sections 1222(5) and column (c)	nd (6)		
If (loss), enter "-0-" in Part I, line		J	3	

Part IV Capital Gains and	Losses for Tax on Investment Income				
(a) List 2-ston	and describe the kind(s) of property so y brick warehouse, or common stock, 2	ld, e g , real estate, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a VANGUARD INFI	LATION PROTECTED S	SEC 119	P	VARIOUS	12/20/12
b VANGUARD INFI	LATION PROTECTED S	SEC 119	P	VARIOUS	12/20/12
c VERIZON COMMU	INICATIONS		P	VARIOUS	VARIOUS
d VIRTUS EMERGI	NG MKTS		P	VARIOUS	05/09/13
е					
f					
g				1	
h					
<u>i</u>					
<u></u>					
k					
<u> </u>					
<u>m</u>					
n					
0		-			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h (e)) Gain or (loss) plus (f) minus (g)	
a 937					937.
b 173					173.
c 4,548		1,937.			2,611.
d 26,882		25,000.			1,882.
<u>e</u>					
g					
h					
1_					
<u>k</u>					
<u> </u>					
<u>m</u>					
<u>n</u>					<u> </u>
0					
Complete only for assets she	owing gain in column (h) and owned by	the foundation on 12/31/69	(l) Lo	sses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis	(k) Excess of col (i)		of col (h) gain ove not less than "-0-")	er coi (K),
	as of 12/31/69	over col (j), if any			0.27
<u>a</u>			**		937.
<u>b</u>			**	 .	173.
<u>c</u>			**		2,611. 1,882.
<u>d</u>					1,002.
<u>e</u>					·
<u>f</u>		-			
<u> </u>		+			
<u>h</u>					
1		 			
<u></u>					
1					
m					
n					
0			 		
· -					
2 Capital gain net income or (n	et capital loss) { If gain, also ent	er in Part I, line 7 -0-" in Part I, line 7	2		116,727.
3 Net short-term capital gain or	r (loss) as defined in sections 1222(5) a	`			
If gain, also enter in Part I, lin	ne 8, column (c)	}			2.361.

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
SPARTANBURG DAY SCHOOL			MATCHING GIFTS PROGRAM	
1701 SKYLYN DRIVE				
SPARTANBURG, SC 29307		 _		150.
FURMAN UNIVERSITY			SCHOLARSHIP - ASHLEY	
3300 POINSETT HIGHWAY			R. BELL	F 000
GREENVILLE, SC 29613		<u> </u>		5,000.
GOOD SHEPHERD FREE MEDICAL CLINIC			GRANT PAYMENT	
245 HUMAN SERVICES ROAD CLINTON, SC 29325				9,100.
INDEPENDENT COLLEGES AND UNIVERSITIES			NAMED SCHOLARSHIPS	
DF SC L706 SENATE STREET			PROGRAM - GRANT PAYMENT	
COLUMBIA, SC 29201			PAIMENI	20,000.
The state of the s				
ANDER UNIVERSITY		•	SCHOLARSHIP - JEREMY	
320 STANLEY AVENUE			TYLER AKINS	
GREENWOOD, SC 296492099		····		5,000.
HOSPICE OF LAURENS COUNTY			GRANT PAYMENT	
1304 SPRINGDALE DR				
CLINTON, SC 29325				5,000
LIMESTONE COLLEGE			MATCHING GIFTS PROGRAM	
1115 COLLEGE DRIVE				
GAFFNEY, SC 29340			 	5,000.
LYDIA PENTECOSTAL HOLINESS CHURCH			GRANT PAYMENT	
661 POPLAR STREET				5,000
CLINTON, SC 29325				5,000
			OD S VIII. D S VIANTA	
OPEN DOOR CHRISTIAN CENTER			GRANT PAYMENT	
209 EAST MAIN STREET CLINTON, SC 29325				3,000
DAVIDSON STREET BAPTIST CHURCH			GRANT PAYMENT	
PO BOX 629				
CLINTON, SC 29325				5,000
Total from continuation sheets				211,010

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	300000000000000000000000000000000000000	
PRESBYTERIAN COLLEGE			MATCHING GIFTS PROGRAM	
503 SOUTH BROAD STREET				
CLINTON, SC 29325				500
PRESBYTERIAN COLLEGE			GRANT PAYMENT - ARTS	
503 SOUTH BROAD STREET			BUILDING PROJECT	
CLINTON, SC 29325				50,000
LAURENS COUNTY YMCA			GRANT PAYMENT	
410 ANDERSON DR				
LAURENS, SC 29360				5,000.
UNITED WAY OF LAURENS COUNTY			ANNUAL CAMPAIGN -	
16 PEACHTREE STREET, SUITE B			GRANT PAYMENT	
CLINTON, SC 29325				20,000
JNIVERSITY OF SOUTH CAROLINA			SCHOLARSHIP - LAURA E.	
902 SUMTER STREET ACCESS / LIEBER			THORP	
COLLEGE COLUMBIA, SC 29208				2,500
		-		
			COMPANY OF THE PROGRAM	
QUEENS UNIVERSITY OF CHARLOTTE			MATCHING GIFTS PROGRAM	
1900 SELWYN AVENUE CHARLOTTE, NC 28274				5,000
emandita, ac 20274				
		l L		
WASHINGTON & LEE UNIVERSITY			MATCHING GIFTS PROGRAM	
200 WEST WASHINGTON STREET LEXINGTON, VA 24450				500
DEATINGTON, VA 24430				
WOFFORD COLLEGE		}	MATCHING GIFTS PROGRAM	
429 NORTH CHURCH STREET				10 000
SPARTANBURG, SC 293033663		-		10,000
AMERICAN RED CROSS			GRANT PAYMENT	
16 PEACHTREE STREET				
CLINTON, SC 29325				1,000
CHRIST CENTRAL MINISTRIES LAURENS CO.			GRANT PAYMENT	
PO BOX 22				
JOANNA, SC 29351		1		5,000
Total from continuation sheets				

Part XV Supplementary Information 3 Grants and Contributions Paid During the N				
Recipient	If recipient is an individual.			
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	Of Substantial Contributor			
CLINTON FIRST PENTECOSTAL HOLINESS			GRANT PAYMENT	
CHURCH				
403 ACADEMY STREET				
CLINTON, SC 29325				2,000
THE EPISCOPAL HIGH SCHOOL			MATCHING GIFTS PROGRAM	
1200 N QUAKER LANE				
ALEXANDRIA, VA 22302				110
NORTH CAROLINA STATE UNIVERSITY			MATCHING GIFTS PROGRAM	
RALEIGH NC 27695				800
AMBIGN, NC 27093				
WINTHROP UNIVERSITY			SCHOLARSHIP - JENNIFER	
701 OAKLAND AVENUE			C. BROWN	
ROCK HILL, SC 29733				5,000
WINTHROP UNIVERSITY			SCHOLARSHIP - SARAH	
701 OAKLAND AVENUE	'		LOUISE WICKS	
ROCK HILL, SC 29733				5,000
UNIVERSITY OF GEORGIA			SCHOLARSHIP - ALANA M.	
210 S JACKSON STREET			KINARD	
ATHENS, GA 30602				5,000
ROCKY SPRINGS PRESBYTERIAN CHURCH			GRANT PAYMENT	
1063 ROCKY SPRINGS CHURCH ROAD LAURENS, SC 29680				5,000
BROKENS, SC 25000				
NORTH GREENVILLE UNIVERSITY			GRANT PAYMENT	
7801 N. TIGERVILLE ROAD				
TIGERVILLE, SC 29688				5,000
CLINTON COALITION FOR YOUTH			GRANT PAYMENT	
4220 SPRINGDALE DRIVE				
CLINTON, SC 29325				5,000
			GRANT PAYMENT	
LAURENS COUNTY MUSEUM ASSOCIATION 205 W. LAURENS STREET			SAMI FAIRENI	
LAURENS, SC 29360				2,50
Total from continuation sheets				

Part XV Supplementary Information				
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	- Continuation	
BOYS FARM, INC.			GRANT PAYMENT	
6655 SC 34				
NEWBERRY, SC 29108	- 			1,500
BELL STREET SCIENCE OLYMPAID			GRANT PAYMENT	
600 PEACHTREE STREET				E 000
CLINTON, SC 29325				5,000
BRUNSWICK SCHOOL INC			MATCHING GIFTS PROGRAM	
100 MAHER AVENUE GREENWICH, CT 06830				250
GREENWICH, CI 00030				
CONVERSE COLLEGE			MATCHING GIFTS PROGRAM	
580 E. MAIN STREET		T.	IMICHING GIFTS PROGRAM	
SPARTANBURG, SC 29302				1,100
CLEMSON UNIVERSITY			SCHOLARSHIP - JAMES	
105 SIKES HALL, BOX 345124			WILLIAM TINSLEY	
CLEMSON, SC 296345124				2,500
COLLEGE OF CHARLESTON			SCHOLARSHIP - ANJALI	
66 GEORGE STREET			KIRIT NAIK	
CHARLESTON, SC 29424				2,500
HOLY INNOCENT'S EPISCOPAL SCHOOL			MATCHING GIFTS PROGRAM	
805 MOUNT VERNON HIGHWAY NE ATLANTA, GA 30327				500
PRESBYTERIAN COLLEGE			MATCHING GIFTS PROGRAM	
503 SOUTH BROAD STREET				
CLINTON, SC 29325		1		500
Total from continuation sheets		<u> </u>		· · · · · · · · · · · · · · · · · · ·
ו טומו ווטווו בטוונווועמנוטוו פוופכנפ			······································	

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUR	ITIES	STATEMENT	1
SOURCE		GROSS AMOUNT			TAL GAINS VIDENDS	COLUMN (A) AMOUNT	
DIVIDENDS AND INTEREST	•		124,832.		0.	124,8	32.
TOTAL TO FM 990-PF, PART I, L	N 4		124,832.		0.	124,8	32.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
SWAIMBROWN PA - ANNUAL REPORT SWAIMBROWN PA - TAX RETURN		3,350. 2,250.		,350.	3,35 2,25		0.
TO FORM 990-PF, PG 1, LN 16B		5,600.	5 ,	,600.	5,60	0.	0.
FORM 990-PF	0	THER E	XPENSES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
HONORARIUM PAYMENTS - 7 AT \$100 EACH		700.		700.	70	0.	0.
TO FORM 990-PF, PG 1, LN 23		700.		700.	70	0.	0.
10 10Idi 990-FF, FG 1, EN 23							
FORM 990-PF	CC	RPORAT	E STOCK			STATEMENT	4
	cc	RPORAT	E STOCK	ВО	OK VALUE	STATEMENT FAIR MARKE	
FORM 990-PF					OK VALUE 1,211,750. 576,382.	FAIR MARKE	310.

FÓRM 990-PF C	ORPORATE BONDS		STATE	MENT 5
DESCRIPTION		BOOK VALUE		MARKET LUE
CORPORATE BONDS	CORPORATE BONDS			832,778.
TOTAL TO FORM 990-PF, PART II, LI	1,804,70	8. 1,	832,778.	
	T OF OFFICERS, FOUNDATION MAN		STATE	MENT 6
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	
GEORGE H. CORNELSON, IV 1644 HIGHWAY 56 SOUTH CLINTON, SC 29325	ADVISORY COMM 0.00	ITTEE - CHAIR 0.	0.	0.
MRS. BAILEY DIXON 1 BOXWOOD GARDENS CLINTON, SC 29325	ADVISORY COMM 0.00	O.	0.	0.
TOCCOA W. SWITZER 305 EAST SOUTH STREET UNION, SC 29379	ADVISORY COMM 0.00	O.	0.	0.
WALTER S. MONTGOMERY, JR. 314 SOUTH PINE STREET, BUILDING 100 SPARTANBURG, SC 29302	ADVISORY COMM	O.	0.	0.
VIRGINIA G. VANCE 311 SOUTH BROAD STREET CLINTON, SC 29325	ADVISORY COMM 0.00	MITTEE 0.	0.	0.
ROBERT S. LINK, JR. P.O. BOX 494 CLINTON, SC 293250494	ADMINISTRATOR	0.	0.	0 .
TD BANK NA P.O. BOX 494 CLINTON, SC 293250494	TRUSTEE 3.00	25,929.	0.	0

THE BAILEY FOUNDATION C/O TD BAN	K NA			57-6	018387
NORMAN W. DIXON 835 MYRTLE STREET NE ATLANTA, GA 30308	ADVISORY 0.00	COMMITTEE	0.	0.	0.
JAMES L. SWITZER, JR. MORGAN STANLEY, 100 DUNBAR STREET, SUITE 104 SPARTANBURG, SC 29360	ADVISORY 0.00	COMMITTEE	0.	0.	0.
MARTIN S. CORNELSON 329 CONNECTICUT AVENUE SPARTANBURG, SC 29302	ADVISORY 0.00	COMMITTEE	0.	0.	0.
FLEMING PATTERSON SUITE 520-636, 3535 PEACHTREE RD NE ATLANTA, GA 30326	ADVISORY	COMMITTEE	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VII	 I	25,929.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT S. LINK, JR., ADMINISTRATOR PO BOX 494 CLINTON, SC 293250494

TELEPHONE NUMBER

864-938-2632

FORM AND CONTENT OF APPLICATIONS

FORMS SUPPLIED UPON REQUEST

ANY SUBMISSION DEADLINES

SCHOLARSHIPS: APRIL 15 OF THE APPLICANT'S SENIOR YEAR OF HIGH SCHOOL ORGANIZATIONS: OCTOBER 1 OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS FOR SCHOLARSHIPS NOTED IN ATTACHED. GRANT REQUESTS FROM ORGANIZATIONS ARE LIMITED TO ORGANIZATIONS OPERATING IN LAURENS COUNTY, SOUTH CAROLINA