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

2012

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

For calendar year 2012 or tax year beginning 12/1/2012, and ending 11/30/2013

Name of foundation <b>SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY</b>		A Employer identification number <b>22-6905314</b>			
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N.A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>		Room/suite <b>27101-3818</b>			
City or town, state, and ZIP code <b>Winston Salem NC 27101-3818</b>		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>383,691</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		23,161			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		8,769	8,726		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		3,580			
b Gross sales price for all assets on line 6a <b>119,718</b>					
7 Capital gain net income (from Part IV, line 2)			3,580		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		35,510	12,306	0	
13 Compensation of officers, directors, trustees, etc		4,449	3,337		1,112
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,197			1,197
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		263	72		
19 Depreciation (attach schedule) and depletion	2014				
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		381	381		
24 Total operating and administrative expenses.					
Add lines 13 through 23		6,290	3,790	0	2,309
25 Contributions, gifts, grants paid		5,424			5,424
26 Total expenses and disbursements. Add lines 24 and 25		11,714	3,790	0	7,733
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		23,796			
b Net investment income (if negative, enter -0-)			8,516		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

2012

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		10,423	12,055
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		304,937	317,776
	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)		315,360	329,831
					383,691
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	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 ► )		0	0
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		315,360	329,831
	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 instructions)		315,360	329,831
	31	Total liabilities and net assets/fund balances (see instructions)		315,360	329,831

## 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	315,360
2	Enter amount from Part I, line 27a	2	23,796
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	298
4	Add lines 1, 2, and 3	4	339,454
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	9,623
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	329,831

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	3,580
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			0 000000
2010			0.000000
2009			0.000000
2008			0 000000
2007			0 000000
<b>2 Total of line 1, column (d)</b>			2 0 000000
<b>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</b>			3 0 000000
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			4
<b>5 Multiply line 4 by line 3</b>			5
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 0
<b>7 Add lines 5 and 6</b>			7 0
<b>8 Enter qualifying distributions from Part XII, line 4</b>			8 0
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)****1 a** Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

**b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b**c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments.****a** 2012 estimated tax payments and 2011 overpayment credited to 2012 .

6a 80

**b** Exempt foreign organizations—tax withheld at source

6b

**c** Tax paid with application for extension of time to file (Form 8868)

6c

**d** Backup withholding erroneously withheld

6d

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

7 80

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

8

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

9 90

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

10 0

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

Refunded ►

11 0

**Part VII-A Statements Regarding Activities****1 a** 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 Yes X

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

1b Yes X

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities***c** Did the foundation file Form 1120-POL for this year?

1c Yes X

**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?

2 Yes X

*If "Yes," attach a detailed description of the activities***3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 Yes X

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

4a Yes X

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

4b N/A

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

5 Yes X

**6** Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 Yes X

**7** Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

7 Yes X

**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

SC

8b Yes X

**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Yes X

**9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Yes X

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

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

11	X	
12	X	
13	X	
Website address ► N/A		
14	The books are in care of ► WELLS FARGO BANK N.A.	
	Telephone no	► 888-730-4933
	Located at	► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC
15	ZIP+4 ► 27101-3818	
16	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		

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

	Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		
<b>1a</b> During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>1b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
<b>1c</b>		
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," list the years ► 20_11_, 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)		
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_11_, 20_, 20_, 20_		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

**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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

Yes  No

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**5b** **N/A****6b** **X****7b** **N/A****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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S.	Trustee	4 00	4,449	
-----				
-----				
-----				
-----				

**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
<b>NONE</b>		

**Total number of others receiving over \$50,000 for professional services** ►**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

<b>1</b> <b>NONE</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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

<b>1</b> <b>NONE</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b> <b>NONE</b>	

**Total. Add lines 1 through 3** ► **0**

**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	356,105
b	Average of monthly cash balances	1b	14,352
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	370,457
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	370,457
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,557
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	364,900
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	18,245

**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	18,245
2a	Tax on investment income for 2012 from Part VI, line 5	2a	170
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	170
3	Distributable amount before adjustments Subtract line 2c from line 1	3	18,075
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,075
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	18,075

**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	7,733
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,733
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	7,733

**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				18,075
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			12,873	
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 7,733				
a Applied to 2011, but not more than line 2a			7,733	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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				
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				5,140
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) (see instructions)				18,075
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				



**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
See Attached Statement				
<b>Total</b>			► 3a	5,424
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a				
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		12,349	0
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>				<b>13</b>	<b>12,349</b>

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

**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

**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, it is correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of officer or trustee		Date	Title		Instructions: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO			1/24/2014	P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324			
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no		412-355-6000		

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name****SPARTANBURG HUMANE SOCIETY****Street****150 DEXTER ROAD**

<b>City</b> SPARTANBURG	<b>State</b> SC	<b>Zip Code</b> 29303	<b>Foreign Country</b>
----------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b> NONE	<b>Foundation Status</b> 501 (c)(3) PUBLIC CHARITY	
-----------------------------	---	--

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 5,424
---	------------------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>	
---------------------	--------------------------	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>	
---------------------	--------------------------	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>	
---------------------	--------------------------	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>	
---------------------	--------------------------	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>	
---------------------	--------------------------	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

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

Name of the organization

Employer identification number

SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

22-6905314

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

#### General Rule

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

#### Special Rules

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

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

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

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

Name of organization		Employer identification number
SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY		22-6905314

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORROW, D F TUA 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC 27101-3818 Foreign State or Province Foreign Country	\$ 2,661	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
2	MORROW, D F TUA 1 W 4th St 4th Floor MAC D 4000-041 Winston Salem NC 27101-3818 Foreign State or Province Foreign Country	\$ 20,500	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>

<b>Name of organization</b> SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY	<b>Employer identification number</b> 22-6905314
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
2	0.1 UNITS OF MORROW SUBDIVISION	\$ 20,500	12/26/2012
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$	
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$	
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$	
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$	
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$	
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$	

<b>Name of organization</b> SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY		<b>Employer identification number</b> 22-6905314	
<b>Part III</b> <b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ <u>0</u> Use duplicate copies of Part III if additional space is needed.			
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
-----	-----	-----	-----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
-----	-----	-----	-----
-----	-----	-----	-----
For Prov	Country	-----	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
-----	-----	-----	-----
-----	-----	-----	-----
For Prov	Country	-----	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
-----	-----	-----	-----
-----	-----	-----	-----
For Prov	Country	-----	

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Net Gain or Loss	
										Capital Gains/Losses Other Sales	Gross Sales		
Long Term CG Distributions	Amount	2,257								0	19,718	116,138	
Short Term CG Distributions		0								0		0	
1	X	AQR MANAGED FUTURES ST	002039H869		7/12/2013	10/9/2013	3,306	3,324					Net Gain or Loss
2	X	ARTISAN INTERNATIONAL FU	04314H204		4/20/2012	7/10/2013	967	792					0
3	X	ARTISAN INTERNATIONAL FU	04314H204		6/11/2012	7/10/2013	42	36					175
4	X	ARTISAN INTERNATIONAL FU	04314H204		6/11/2012	7/10/2013	317	248					6
5	X	ARTISAN INTERNATIONAL FU	04314H204		10/9/2013								69
6	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013	10/9/2013	938	902					108
7	X	ARTISAN MID CAP FUND-INS	04314H600		4/20/2012	10/9/2013	139	116					36
8	X	CREDIT SUISSE COMM RET. S	22544R305		6/26/2011	10/9/2013	3,133	4,015					-118
9	X	DIAMOND HILL LONG-SHORT	25264S833		5/13/2011	2/7/2013	300	260					0
10	X	DIAMOND HILL LONG-SHORT	25264S833		2/6/2012	2/7/2013	147	132					40
11	X	DIAMOND HILL LONG-SHORT	25264S833		6/7/2011	2/7/2013	124	108					15
12	X	DIAMOND HILL LONG-SHORT	25264S833		6/7/2011	7/10/2013	182	146					18
13	X	DIAMOND HILL LONG-SHORT	25264S833		4/20/2012	7/10/2013	156	133					36
14	X	DIAMOND HILL LONG-SHORT	25264S833		6/11/2012	7/10/2013	143	116					23
15	X	DIAMOND HILL LONG-SHORT	25264S833		9/13/2011	7/10/2013	184	138					27
16	X	DODGE & COX INT'L STOCK F	258226103		6/26/2007	7/10/2013	1,376	1,781					450
17	X	DODGE & COX INT'L STOCK F	258226103		3/26/2008	10/9/2013	334	344					-415
18	X	DODGE & COX INT'L STOCK F	258226103		6/26/2007	10/9/2013	272	329					0
19	X	DODGE & COX INT'L STOCK F	258226103		2/5/2008	10/9/2013	475	486					-10
20	X	DODGE & COX INCOME FDC	25822610105		2/11/2013	7/10/2013	4,785	4,952					-157
21	X	DREYFUS EMG MKT DEBT LO	261980494		5/25/2011	2/7/2013	183	177					0
22	X	DREYFUS EMG MKT DEBT LO	261980494		6/26/2011	2/7/2013	2,117	2,077					40
23	X	DREYFUS EMG MKT DEBT LO	261980494		2/4/2011	2/7/2013	53	50					57
24	X	DREYFUS EMG MKT DEBT LO	261980494		9/13/2011	2/7/2013	32	30					-57
25	X	DREYFUS EMG MKT DEBT LO	261980494		6/10/2012	10/10/2013	4,255	4,387					-11
26	X	DREYFUS EMG MKT DEBT LO	261980494		8/10/2012	10/10/2013	661	682					-157
27	X	DREYFUS EMG MKT DEBT LO	261980494		9/13/2011	10/10/2013	292	292					0
28	X	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	7,287	7,133					5
29	X	GATEWAY FUND - Y #1986	367829884		8/10/2012	7/10/2013	1,180	1,153					184
30	X	GATEWAY FUND - Y #1986	367829884		21/11/2013	7/10/2013	3,727	3,683					3
31	X	HARBOR CAPITAL APRITION	411511504		4/20/2012	7/10/2013	284	255					27
32	X	HARBOR CAPITAL APRITION	411511504		2/11/2013	7/10/2013	6,703	6,191					44
33	X	HARBOR CAPITAL APRITION	411511504		2/6/2012	10/9/2013	433	347					512
34	X	HARBOR CAPITAL APRITION	411511504		2/11/2013	10/9/2013	475	417					68
35	X	HARBOR CAPITAL APRITION	411511504		6/11/2012	10/9/2013	310	244					58
36	X	HUSSMAN STRATEGIC GROW	448108100		6/13/2011	2/7/2013	4,320	5,327					68
37	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012	2/7/2013	1,012	1,152					-1,007
38	X	HUSSMAN STRATEGIC GROW	448108100		5/13/2011	2/7/2013	150	179					-140
39	X	HUSSMAN STRATEGIC GROW	448108100		6/17/2011	2/7/2013	423	503					-29
40	X	HUSSMAN STRATEGIC GROW	448108100		4/20/2012	2/7/2013	280	328					-38
41	X	SHARES CORE S & P 500 ETN	464287200		8/24/2011	9/9/2011	1,658	1,173					495
42	X	SHARES CORE S & P 500 ETN	464287200		8/6/2012	7/10/2013	3,614	3,234					560
43	X	SHARES CORE S & P 500 ETN	464287200		5/11/2011	7/10/2013	168	135					31
44	X	SHARES CORE S & P 500 ETN	464287200		6/3/2011	7/10/2013	683	523					140
45	X	SHARES CORE S & P 500 ETN	464287200		6/17/2011	7/10/2013	423	333					33
46	X	SHARES CORE S & P 500 ETN	464287200		8/8/2012	7/10/2013	498	422					76
47	X	SHARES CORE S & P 500 ETN	464287200		9/9/2011	7/10/2013	168	118					50
48	X	SHARES RUSSELL 2000 GRO	464287468		11/19/2012	2/7/2013	4,697	4,133					564
49	X	SHARES RUSSELL 2000 GRO	464287468		12/19/2012	2/7/2013	4,390	4,100					290
50	X	KEELIE SMALL CAP VAL FD	497300808		2/7/2013	3,768	3,015					751	
51	X	LAUDIUS MONDRUM INTL F-1	51855Q655		9/13/2011	2/7/2013	587	662					-75
52	X	MF'S VALUE FUND-CLASS #8	522983394		5/25/2011	7/10/2013	3,531	2,891					640
53	X	MF'S VALUE FUND-CLASS #8	522983394		4/20/2012	7/10/2013	602	492					110
54	X	MF'S VALUE FUND-CLASS #8	522983394		2/11/2013	7/10/2013	1,410	1,273					137
55	X	OPENHEIMER DEVELOPING	663974505		5/25/2011	10/9/2013	2,570	2,445					125
56	X	PIMCO TOTAL RET FD-INST #	693390700		11/21/2012	2/7/2013	22,087	22,816					-749
57	X	PIMCO TOTAL RET FD-INST #	693390700		11/21/2012	2/7/2013	986	744					-58
58	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012	7/10/2013	3,710	3,978					-258
59	X	RIDGEWORTH SEXY BD-#	765287645		10/24/2011	2/7/2013	1,129	1,045					84
60	X	RIDGEWORTH SEXY BD-#	765287645		8/26/2011	2/7/2013	797	733					64
61	X	TCW SMALL CAP GROWTH FU	87234N849		8/10/2012	12/19/2012	3,651	3,960					-309
62	X	TCW SMALL CAP GROWTH FU	87234N849		6/11/2012	12/19/2012	210	212					2
63	X	TCW SMALL CAP GROWTH FU	87234N849		6/11/2012	12/19/2012	463	433					30
64	X	VANGUARD FTSE EMERGING	922042858		12/17/2010	10/8/2013	2,458	2,827					-369

**Part I, Line 16b (990-PF) - Accounting Fees**

	1,197	0	0	1,197
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREPARATION FEE	1,197			1,197

**Part I, Line 18 (990-PF) - Taxes**

		263	72	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	72	72		
2	FARM TAX EXPENSE	191			

**Part I, Line 23 (990-PF) - Other Expenses**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 OTHER FARM EXPENSES	381	381	0	0

**Part II, Line 13 (990-PF) - Investments - Other**

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1	SEE ATTACHED		304,937	317,776	371,636	

## Part III (990-PF) - Changes in Net Assets or Fund Balances

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### Line 3 - Other increases not included in Part III, Line 2

1 COST BASIS ADJUSTMENT	1	139
2 FEDERAL EXCISE TAX REFUND	2	159
3 Total . . . . .	3	298

### Line 5 - Decreases not included in Part III, Line 2

1 PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	1	151
2 EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	9,472
3 Total . . . . .	3	9,623

#### **Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income**

Amount	Long Term CG Distributions	2,257	Short Term CG Distributions	0	117,461	0	0	116,138	1,323
Description of Property Sold									
1 ADRIANAGGER FUTURES STR J #1521300201H459	CUSIP #	Acquired	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	F MV as of 12/21/169	0
2 ARTISAN INTERNATIONAL FUND #881	CUSIP #	Acquired	7/10/2013	10/09/2013	3,306			3,424	0
3 ARTISAN INTERNATIONAL FUND #881	CUSIP #	Acquired	2/26/2012	7/10/2013	981			782	0
4 ARTISAN INTERNATIONAL FUND #881	CUSIP #	Acquired	4/20/2012	7/10/2013	42			39	0
5 ARTISAN MID CAP FUND-INS FUND #661	CUSIP #	Acquired	6/11/2012	7/10/2013	317			248	0
6 ARTISAN MID CAP FUND-INS FUND #661	CUSIP #	Acquired	6/11/2012	10/09/2013	420			312	0
7 ARTISAN MID CAP FUND-INS FUND #1333	CUSIP #	Acquired	7/11/2012	10/09/2013	938			902	0
8 CREDIT SUISSE COMM RET ST #92156	CUSIP #	Acquired	4/20/2012	10/09/2013	139			116	0
9 DIAMOND HILL LONG-SHORT FUND CL # 25284 SB333	CUSIP #	Acquired	9/26/2011	2/17/2013	3,139			3,015	0
10 DIAMOND HILL LONG-SHORT FUND CL # 25284 SB333	CUSIP #	Acquired	2/28/2012	2/17/2013	300			250	0
11 DIAMOND HILL LONG-SHORT FUND CL # 25284 SB333	CUSIP #	Acquired	6/7/2011	2/17/2013	147			132	0
12 DIAMOND HILL LONG-SHORT FUND CL # 25284 SB333	CUSIP #	Acquired	8/17/2011	2/17/2013	124			108	0
13 DIAMOND HILL LONG-SHORT FUND CL # 25284 SB333	CUSIP #	Acquired	4/20/2012	2/17/2013	182			146	0
14 DIAMOND HILL LONG-SHORT FUND CL # 25284 SB333	CUSIP #	Acquired	8/11/2012	2/17/2013	156			133	0
15 DODGE & COX INTR STOCK FD C1 #1048	CUSIP #	Acquired	9/1/2011	2/17/2013	143			118	0
16 DODGE & COX INTR STOCK FD C1 #1048	CUSIP #	Acquired	8/26/2006	2/17/2013	1,943			1,393	0
17 DODGE & COX INTR STOCK FD C1 #1048	CUSIP #	Acquired	8/26/2006	10/09/2013	1,776			1,761	0
18 DODGE & COX INTR STOCK FD C1 #1048	CUSIP #	Acquired	2/26/2008	10/09/2013	334			344	0
19 DODGE & COX INTR STOCK FD C1 #1048	CUSIP #	Acquired	9/26/2008	10/09/2013	272			329	0
20 DODGE & COX INTR STOCK FD C1 #1048	CUSIP #	Acquired	2/26/2008	10/09/2013	475			486	0
21 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	2/11/2013	7/10/2013	4,195			4,952	0
22 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	5/25/2011	2/17/2013	183			177	0
23 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	8/27/2011	2/17/2013	2,077			40	0
24 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	2/4/2011	2/17/2013	53			50	0
25 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	9/1/2011	2/17/2013	32			30	0
26 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	8/1/2012	10/09/2013	4,525			4,387	0
27 DREY US ENG MKT DEBT LOC C1 #47	CUSIP #	Acquired	8/1/2012	10/09/2013	981			882	0
28 GATEWAY FUND # Y18883	CUSIP #	Acquired	9/1/2011	2/17/2013	297			297	0
29 GATEWAY FUND # Y18883	CUSIP #	Acquired	8/10/2012	7/10/2013	7,397			7,133	0
30 HARBOR CAPITAL ARCTIC INST #20	CUSIP #	Acquired	8/10/2012	7/10/2013	1,180			1,153	0
31 HARBOR CAPITAL ARCTIC INST #20	CUSIP #	Acquired	2/11/2013	7/10/2013	53			50	0
32 HARBOR CAPITAL ARCTIC INST #20	CUSIP #	Acquired	4/20/2012	7/10/2013	284			255	0
33 HARBOR CAPITAL ARCTIC INST #20	CUSIP #	Acquired	2/11/2013	7/10/2013	8,103			8,161	0
34 HARBOR CAPITAL ARCTIC INST #20	CUSIP #	Acquired	2/26/2012	10/09/2013	4,333			3,471	0
35 HARBOR CAPITAL ARCTIC INST #20	CUSIP #	Acquired	2/11/2013	10/09/2013	475			386	0
36 HUSSMAN STRATEGIC GROWTH FUND	CUSIP #	Acquired	2/11/2012	10/09/2013	310			417	0
37 HUSSMAN STRATEGIC GROWTH FUND	CUSIP #	Acquired	9/1/2011	2/17/2013	2,120			244	0
38 HUSSMAN STRATEGIC GROWTH FUND	CUSIP #	Acquired	2/14/2012	2/17/2013	1,012			522	0
39 HUSSMAN STRATEGIC GROWTH FUND	CUSIP #	Acquired	5/1/2012	2/17/2013	150			152	0
40 HUSSMAN STRATEGIC GROWTH FUND	CUSIP #	Acquired	6/7/2011	2/17/2013	423			386	0
41 HUSSMAN STRATEGIC GROWTH FUND	CUSIP #	Acquired	4/20/2012	2/17/2013	290			328	0
42 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	8/24/2011	7/10/2013	1,659			1,173	0
43 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	8/11/2012	10/09/2013	3,114			2,444	0
44 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	4/24/2012	7/10/2013	1,666			1,234	0
45 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	4/24/2012	7/10/2013	1,012			1,152	0
46 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	8/24/2012	7/10/2013	150			119	0
47 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	8/24/2012	7/10/2013	503			422	0
48 ISHARES CORE S&P 500 EFT	CUSIP #	Acquired	4/24/2012	7/10/2013	1,173			76	0
49 ISHARES RUSSELL 2000 GROWTH	CUSIP #	Acquired	8/24/2011	7/10/2013	1,659			1,133	0
50 KEELEY SMALL CAVAL FUND CL #2251	CUSIP #	Acquired	5/1/2011	7/10/2013	3,114			2,324	0
51 LAUDIS MONDRIAN INT'L FUND #151855CR055	CUSIP #	Acquired	6/9/2011	7/10/2013	135			131	0
52 MFS VALUE FUND-CLASS #4833	CUSIP #	Acquired	2/22/2012	7/10/2013	523			449	0
53 MFS VALUE FUND-CLASS #4833	CUSIP #	Acquired	8/2/2012	7/10/2013	133			140	0
54 MFS VALUE FUND-CLASS #4833	CUSIP #	Acquired	4/20/2012	7/10/2013	1,129			1,045	0
55 OFFENSE/DEFENSE FUND M/T #7	CUSIP #	Acquired	5/25/2011	10/09/2013	1,110			929	0
56 PIMCO TOTAL RET FD-INST #35	CUSIP #	Acquired	12/17/2012	7/10/2013	3,019			2,744	0
57 PIMCO TOTAL RET FD-INST #35	CUSIP #	Acquired	9/1/2012	7/10/2013	686			581	0
58 PIMCO TOTAL RET FD-INST #35	CUSIP #	Acquired	3/10/2012	7/10/2013	3,710			3,587	0
59 RIDGEWORTH SEC HY BD #4855	CUSIP #	Acquired	10/24/2012	7/10/2013	1,129			660	0
60 RIDGEWORTH SEC HY BD #4855	CUSIP #	Acquired	8/28/2012	7/10/2013	492			480	0
61 TCM SMALL CAP GROWTH FUND-#4728734NA49	CUSIP #	Acquired	8/1/2012	12/19/2012	3,561			3,359	0
62 TCM SMALL CAP GROWTH FUND-#4728734NA49	CUSIP #	Acquired	8/1/2012	12/19/2012	210			212	0
63 TCM SMALL CAP GROWTH FUND-#4728734NA49	CUSIP #	Acquired	8/1/2012	12/19/2012	-2			-2	0
64 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
65 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
66 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
67 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
68 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
69 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
70 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
71 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
72 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
73 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
74 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
75 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
76 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
77 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
78 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
79 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
80 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
81 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
82 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
83 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
84 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
85 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
86 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
87 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
88 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
89 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
90 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
91 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
92 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
93 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
94 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
95 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
96 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
97 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
98 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
99 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
100 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
101 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
102 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
103 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
104 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
105 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
106 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
107 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
108 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
109 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
110 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
111 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
112 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
113 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
114 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
115 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
116 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0
117 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	2,158			2,057	0
118 VANGUARD S&P EMERGING MARKET	CUSIP #	Acquired	8/31/2012	12/19/2012	433			369	0

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1	1	80
2	2	
3	3	
4	4	
5	5	
6	6	0
7	7	80

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	12,873
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
<b>10</b>	<b>Total</b>	<b>10</b>	<b>12,873</b>

SC MORROW FBO SPARTANBURG ANIMAL SHELTER

EIN: 22-6905314

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Security Type	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	22-6905314 04314H204	ARTISAN INTERNATIONAL FUND #661	17107.36	11705.03
Invest - Other	22-6905314 04314H600	ARTISAN MID CAP FUND-INS #1333	13523.13	11189.33
Invest - Other	22-6905314 22544R305	CREDIT SUISSE COMM RET ST-I #2156	13758.4	16660.59
Invest - Other	22-6905314 25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	7280.11	5346.01
Invest - Other	22-6905314 256206103	DODGE & COX INT'L STOCK FD #1048	16843.75	10334.27
Invest - Other	22-6905314 256210105	DODGE & COX INCOME FD COM #147	25041.7	23727.12
Invest - Other	22-6905314 261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	12163.17	12408.84
Invest - Other	22-6905314 262028855	DRIEHAUS ACTIVE INCOME FUND	17828.59	17570.95
Invest - Other	22-6905314 277923728	EATON VANCE GLOBAL MACRO - #0088	3334.5	3423.18
Invest - Other	22-6905314 315920702	FID ADV EMER MKTS INC- CL I #607	5215.59	5309.43
Invest - Other	22-6905314 339128100	JP MORGAN MID CAP VALUE-I #758	10011.91	6531.08
Invest - Other	22-6905314 411511504	HARBOR CAPITAL APRCTN-INST #2012	25767.07	17228.62
Invest - Other	22-6905314 464287200	ISHARES CORE S & P 500 ETF	6732.52	4291.63
Invest - Other	22-6905314 483438305	KALMAR GRW/ VAL SM CAP-INS #4	7718.05	5875.59
Invest - Other	22-6905314 487300808	KEELEY SMALL CAP VAL FD CL I #2251	7294.39	4707.19
Invest - Other	22-6905314 51855Q655	LAUDUS MONDRIAN INT'L FI-INST #2940	7023.92	7933.33
Invest - Other	22-6905314 552983694	MFS VALUE FUND-CLASS I #893	16980.69	12433.43
Invest - Other	22-6905314 589509108	MERGER FD SH BEN INT #260	10478.46	10177.71
Invest - Other	22-6905314 63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	11115.45	10706.6
Invest - Other	22-6905314 683974505	OPPENHEIMER DEVELOPING MKT-Y #788	11863.3	10798.84
Invest - Other	22-6905314 693390700	PIMCO TOTAL RET FD-INST #35	24918.38	24043.53
Invest - Other	22-6905314 693390882	PIMCO FOREIGN BD FD USD H-INST #103	6857.45	6394.05
Invest - Other	22-6905314 76628T645	RIDGEWORTH SEIX HY BD-I #5855	17915.79	16806.37
Invest - Other	22-6905314 77957P105	T ROWE PRICE SHORT TERM BD FD #55	17736.78	17802.9
Invest - Other	22-6905314 78463X863	SPDR DJI WILSHIRE INTERNATIONAL REAL	12593.48	11125.95
Invest - Other	22-6905314 922042858	VANGUARD FTSE EMERGING MARKETS ETF	11780.32	12396.81
Invest - Other	22-6905314 922908553	VANGUARD REIT VIPER	12248.5	9879.53
Invest - US & State	22-6905314 9WB092188	MORROW SUBDIVISION SUNSET ROAD LAND	20500	11028.27
		TOTAL OTHER SECURITIES	371635.76	317776.18
Savings & Temp Inv	22-6905314 VP0528308	FEDERATED TREAS OBL FD 68	11323.81	11323.81
Savings & Temp Inv	22-6905314 VP0528308	FEDERATED TREAS OBL FD 68	719.61	719.61
Cash			11.32	11.32
		TOTAL CASH, SAVINGS AND TEMP	12054.74	12054.74
		GRAND TOTAL	383690.5	329830.92