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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

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

Name of foundation <b>SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY</b>		<b>A</b> Employer identification number <b>22-6905314</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>(888) 730-4933</b>
Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		
City or town, state, and ZIP code <b>Winston Salem NC 27101-3818</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 383,691</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	119,718			
	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		
Operating and Administrative Expenses	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				
	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

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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	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)				
	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	371,636		
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		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	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) <input type="checkbox"/> See Attached Statement	3	298
4	Add lines 1, 2, and 3	4	339,454
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> 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.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e 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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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

  

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .	4	
5 Multiply line 4 by line 3 . . . . .	5	
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	0
7 Add lines 5 and 6 . . . . .	7	0
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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.	8	0

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	170	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	170	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	170	
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 <input type="checkbox"/> 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**

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>WELLS FARGO BANK N.A.</b> Telephone no <b>888-730-4933</b> Located at <b>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</b> ZIP+4 <b>27101-3818</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <b>15 N/A</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
1b			X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		
1c			X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years <b>20 11</b> , 20____, 20____, 20____	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
2b		X	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20 11</b> , 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		
3b		N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X
4b			X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?☐ Yes ☒ No**5b**

N/A

**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

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**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
NONE		

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

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

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3



0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	356,105
<b>b</b>	Average of monthly cash balances	<b>1b</b>	14,352
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	370,457
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	370,457
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	5,557
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	364,900
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	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 )

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	7,733
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	7,733
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				18,075
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only			12,873	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 7,733				
<b>a</b> Applied to 2011, but not more than line 2a			7,733	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions			5,140	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				18,075
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



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

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





**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

City

SPARTANBURG

State

SC

Zip Code

29303

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,424

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

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 SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY	Employer identification number 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 1 W 4th St 4th Winston Salem NC 27101-3818 Foreign State or Province Foreign Country	\$ 2,661	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
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	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



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

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.  
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ .....0  
 Use duplicate copies of Part III if additional space is needed.

(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, and ZIP + 4		Relationship of transferor to transferee
	..... ..... .....		..... ..... .....
	For Prov	Country	
(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, and ZIP + 4		Relationship of transferor to transferee
	..... ..... .....		..... ..... .....
	For Prov	Country	
(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, and ZIP + 4		Relationship of transferor to transferee
	..... ..... .....		..... ..... .....
	For Prov	Country	
(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, and ZIP + 4		Relationship of transferor to transferee
	..... ..... .....		..... ..... .....
	For Prov	Country	

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

Long Term CG Distributions										Amount		Capital Gains/Losses		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																					
Short Term CG Distributions										2,257		0		Capital Gains/Losses		Other sales		119,718		116,138		3,580																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
Check "x" to include in Part IV										Description		CUSIP #		Purchaser		Check "x" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																					
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**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**

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

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

		304,937		317,776		371,636
Asset Description		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

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**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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	Long Term CG Distributions		Amount	Short Term CG Distributions		Amount
Description of Property Sold		CUSIP #	Description of Property Sold		CUSIP #	Description of Property Sold		CUSIP #	Description of Property Sold		CUSIP #
How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	7/12/2013	10/9/2013	3,306	0	0	3,424	-118	0	0	0	1,323
2	2/6/2012	7/10/2013	967	0	0	762	175	0	0	0	-118
3	4/20/2012	7/10/2013	42	0	0	36	6	0	0	0	175
4	8/11/2012	7/10/2013	317	0	0	248	69	0	0	0	6
5	7/12/2013	10/9/2013	420	0	0	312	108	0	0	0	69
6	7/12/2013	10/9/2013	938	0	0	902	36	0	0	0	108
7	4/20/2012	10/9/2013	139	0	0	116	23	0	0	0	36
8	8/26/2011	10/9/2013	3,133	0	0	4,015	-882	0	0	0	23
9	5/13/2011	2/7/2013	300	0	0	260	40	0	0	0	-882
10	2/6/2012	7/10/2013	147	0	0	132	15	0	0	0	40
11	6/7/2011	7/10/2013	124	0	0	106	18	0	0	0	15
12	4/20/2012	7/10/2013	182	0	0	146	36	0	0	0	18
13	8/11/2012	7/10/2013	156	0	0	133	23	0	0	0	36
14	8/11/2012	7/10/2013	143	0	0	116	27	0	0	0	23
15	8/11/2012	7/10/2013	1843	0	0	1,393	450	0	0	0	27
16	3/26/2008	10/9/2013	1,376	0	0	1,791	-415	0	0	0	450
17	3/26/2008	10/9/2013	334	0	0	344	-10	0	0	0	-415
18	3/26/2008	10/9/2013	272	0	0	329	-57	0	0	0	-10
19	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-57
20	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
21	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
22	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
23	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
24	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
25	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
26	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
27	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
28	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
29	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
30	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
31	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
32	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
33	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
34	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
35	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
36	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
37	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
38	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
39	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
40	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
41	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
42	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
43	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
44	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
45	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
46	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
47	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
48	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
49	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
50	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
51	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
52	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
53	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
54	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
55	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
56	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
57	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
58	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
59	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
60	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
61	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
62	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
63	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11
64	2/5/2008	10/9/2013	475	0	0	468	-11	0	0	0	-11



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

	Date		Amount
1 Credit from prior year return . . . . .		1	80
2 First quarter estimated tax payment . . . . .		2	
3 Second quarter estimated tax payment . . . . .		3	
4 Third quarter estimated tax payment . . . . .		4	
5 Fourth quarter estimated tax payment . . . . .		5	
6 Other payments . . . . .		6	0
7 Total . . . . .		7	80

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

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

SC MORROW FBO SPARTANBURG ANIMAL SHELTER

EIN: 22-6905314

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SC DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH THEM A COPY OF  
THE FORM 990-PF.

Security Type	EIN	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	16600.59
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 - I #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 APRCTON-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 GR W/ 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 INTL 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	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	11115.45	10706.6
Invest - Other	22-6905314	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	11866.3	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	766287645	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 DJ 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	22-6905314		TOTAL CASH, SAVINGS AND TEMP	11.32	11.32
			GRAND TOTAL	12054.74	12054.74
				383690.5	329830.92