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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation STEPHEN D MITCHELL FOUNDATION INC		A Employer identification number 46-0743407
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3666	Room/suite	B Telephone number (see instructions) 864-421-5797
City or town, state or province, country, and ZIP or foreign postal code GREENVILLE SC 29608		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 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) ▶ \$ 2,801,154	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"/>

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,904	2,432		
	4 Dividends and interest from securities	33,130	32,563		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-25,127			
	b Gross sales price for all assets on line 6a 2,230,813				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	-825				
12 Total. Add lines 1 through 11	10,082	34,995	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,311			1,311
	c Other professional fees (attach schedule) STMT 3	5,931			5,931
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	78	78		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 5	224			224
	24 Total operating and administrative expenses. Add lines 13 through 23	17,544	78	0	7,466
	25 Contributions, gifts, grants paid	140,000			140,000
26 Total expenses and disbursements. Add lines 24 and 25	157,544	78	0	147,466	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-147,462				
b Net investment income (if negative, enter -0-)		34,917			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013) 13

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917

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments		166,441	166,441
	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 ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) STMT 6		180,606	178,473
	b Investments – corporate stock (attach schedule) SEE STMT 7		1,986,272	2,139,842
	c Investments – corporate bonds (attach schedule) SEE STMT 8		269,514	267,913
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 9		48,655	48,485
	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)	0	2,651,488	2,801,154
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 checked="" type="checkbox"/>			
	24 Unrestricted		2,651,488	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	0	2,651,488	
	31 Total liabilities and net assets/fund balances (see instructions)	0	2,651,488	

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	0
2 Enter amount from Part I, line 27a	2	-147,462
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	2,798,950
4 Add lines 1, 2, and 3	4	2,651,488
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,651,488

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 WORKSHEET				
b				
c				
d				
e				

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

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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)

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

2**-25,127****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**-25,683****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

N/A

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))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)**2****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****4** Enter the net value of noncharitable-use assets for 2013 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****7** Add lines 5 and 6**7****8** Enter qualifying distributions from Part XII, line 4**8**

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)

1a	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	698
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	698
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	698
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	15
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	713
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (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 ► N/A	13	X	
14	The books are in care of ► MARY LUCAS MITCHELL 15 MERIMAC CT Located at ► GREENVILLE	Telephone no ► SC ZIP+4 ► 29609		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2013, 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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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 2013?	N/A	
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HUME LUCAS MITCHELL JR 133 STONE LAKE DRIVE GREENVILLE SC 29609	TRUSTEE/CHAI 1.00	5,000	0	0
MARY LUCAS MITCHELL PO BOX 3666 GREENVILLE SC 29608	TRUSTEE/SECR 1.00	5,000	0	0

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

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	2,563,017
b	Average of monthly cash balances	1b	212,259
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,775,276
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,775,276
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	41,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,733,647
6	Minimum investment return. Enter 5% of line 5	6	136,682

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	136,682
2a	Tax on investment income for 2013 from Part VI, line 5	2a	698
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	698
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	135,984
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	135,984
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	135,984

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	147,466
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	147,466
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,466

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				135,984
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 147,466				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				135,984
e Remaining amount distributed out of corpus	11,482			
5 Excess distributions carryover applied to 2013 (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	11,482			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11,482			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	11,482			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

c Any submission deadlines
N/A

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST ANTHONY OF PADUA CATHOLIC CHURCH 204 DOUTHIT ST GREENVILLE SC 29601	NONE	PUBLIC	SUPPORT	1,000
PALMETTO PELOTON PROJECT 300 E MCBEE AVENUE GREENVILLE SC 29601	NONE	PUBLIC	SUPPORT	2,000
D4D 1400 WILLOW PASS COURT CONCORD CA 94520	NONE	PUBLIC	SUPPORT	2,000
FAITH MEMORIAL CHAPEL P.O. BOX 10444 GREENVILLE SC 29603	NONE	PUBLIC	SUPPORT	60,000
ST JAMES EPISCOPAL CHURCH 301 PINEY MOUNTAIN ROAD GREENVILLE SC 29609	NONE	PUBLIC	SUPPORT	65,000
ST JAMES SANTEE PARISH CHURCH 205 OAK STREET MCCLELLANVILLE SC 29458	NONE	PUBLIC	SUPPORT	10,000
Total			▶ 3a	140,000
b Approved for future payment N/A				
Total			▶ 3b	

2013 ENHANCED SUMMARY

Page 5 of 49

As of Date: 2/07/14



STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609-5041

Your Financial Advisor :
IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 6267-8903

Year-End Account Summary

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Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
CAPITAL INCOME BLDR / 140193103						
CL A						
	468.7020	05/24/13	26,442.95	26,791.00	-348.05	
	4.1470	06/17/13	233.96	229.66	4.30	
	4.0800	09/23/13	230.19	231.70	-1.51	
10/04/13	476.9290	Various	26,907.10	27,252.36	-345.26	SALE
						TOTAL 3 LOTS
COLUMBIA FDS SER TR II / 19766J102						
MASS US GOVT MTG FD CL A						
	679.6800	05/24/13	3,698.30	3,799.41	-101.11	
	0.2180	06/03/13	1.18	1.21	-0.03	
	0.8830	07/01/13	4.80	4.85	-0.05	
	0.9180	08/01/13	4.99	5.01	-0.02	
	1.0760	09/03/13	5.86	5.84	0.02	
	2.6330	10/01/13	14.34	14.35	-0.01	
10/04/13	685.4080	Various	3,729.47	3,830.67	-101.20	SALE
						TOTAL 6 LOTS
COLUMBIA FUNDS TR IX / 19765L801						
STRATEGIC INCOME FUND						
CLASS A						
	1,352.0440	05/24/13	8,349.72	8,680.12	-330.40	
	4.2050	06/06/13	25.96	26.48	-0.52	
	4.4460	06/25/13	27.45	27.12	0.33	
	3.9310	07/26/13	24.28	24.49	-0.21	
	4.0200	08/27/13	24.83	24.56	0.27	
	3.9740	09/25/13	24.55	24.64	-0.09	
10/04/13	1,372.6200	Various	8,476.79	8,807.41	-330.62	SALE
						TOTAL 6 LOTS

2013 ENHANCED SUMMARY

Page 6 of 49

As of Date: 2/07/14

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15 MERIMAC CT
GREENVILLE SC 29609-5041

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35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 6267-8903

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
COLUMBIA TAX-EXEMPT / 19765L850 FUND CLASS A						
	178.4370	05/24/13	2,372.65	2,539.15	-166.50	
	0.1550	06/03/13	2.06	2.19	-0.13	
	0.6200	07/01/13	8.24	8.42	-0.18	
	0.6600	08/01/13	8.78	8.83	-0.05	
	0.6680	09/03/13	8.88	8.76	0.12	
	0.6240	10/01/13	8.31	8.32	-0.01	
10/04/13	181.1640	Various	2,408.92	2,575.67	-166.75	SALE TOTAL 6 LOTS
DWS FUNDS / 23338C405 STRATEGIC GOVT SEC FD S						
	249.3800	05/24/13	2,036.51	2,134.69	-98.18	
	0.7950	06/06/13	6.49	6.73	-0.24	
	0.8290	06/24/13	6.77	6.80	-0.03	
	0.8400	07/25/13	6.86	6.85	0.01	
	0.8530	08/26/13	6.97	6.88	0.09	
	0.8430	09/24/13	6.89	6.87	0.02	
10/04/13	253.5400	Various	2,070.49	2,168.82	-98.33	SALE TOTAL 6 LOTS
EATON VANCE ADV SR / 277823660 FLTNG RT ADVANTAGE FUND CLASS A						
	881.3810	05/24/13	9,812.67	9,924.35	-111.68	
	0.9110	06/03/13	10.14	10.23	-0.09	
	3.2400	07/01/13	36.07	35.96	0.11	
	3.1500	08/01/13	35.07	35.25	-0.18	
	3.2890	09/03/13	36.62	36.64	-0.02	
	3.1430	10/01/13	35.00	34.98	0.02	
10/04/13	895.1140	Various	9,965.57	10,077.41	-111.84	SALE TOTAL 6 LOTS



001 / - / J714

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2013 ENHANCED SUMMARY

Page 7 of 49

As of Date: 2/07/14

ADVISORS

STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609-5041

Your Financial Advisor :
IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 6267-8903

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
FIRST TRUST PORTFOLIOS / 30277X555 PREFERRED INCOME PORT SERIES 43 CASH 06/10/13	3,505.0000	05/24/13	25,101.41	16,842.69	8,258.72	REDEMPTION
FRANKLIN INCOME FD / 353496805 CL C	16,205.4830	05/24/13	38,077.00	38,731.10	-654.10	
	65.9190	06/04/13	154.88	155.57	-0.69	
	68.2140	07/02/13	160.28	156.21	4.07	
	66.4660	08/02/13	156.17	156.86	-0.69	
	67.4720	09/04/13	158.53	155.86	2.67	
	66.5960	10/02/13	156.49	156.50	-0.01	
10/04/13	16,540.1500	Various	38,863.35	39,512.10	-648.75	SALE
						TOTAL 6 LOTS
GEORGE PUTNAM BALANCED / 37252M108 FUND - SH BEN INT CL A	342.2270	05/24/13	5,031.62	5,006.78	24.84	
	1.1700	05/29/13	17.20	17.11	0.09	
	1.1920	08/29/13	17.53	17.17	0.36	
10/04/13	344.5890	Various	5,066.35	5,041.06	25.29	SALE
						TOTAL 3 LOTS
HEINZ H J CO COMMON / 423074103 06/10/13	120.0000	05/24/13	8,700.00	8,695.20	4.80	MERGER
INCOME FUND AMER INC / 453320103 CLASS A	360.4500	05/24/13	7,087.75	7,154.93	-67.18	
	3.0810	06/17/13	60.58	59.47	1.11	
	3.0790	09/16/13	60.55	59.98	0.57	
10/04/13	366.6100	Various	7,208.88	7,274.38	-65.50	SALE
						TOTAL 3 LOTS

2013 ENHANCED SUMMARY

86,194

Page 8 of 49

As of Date: 2/07/14

STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609-5041

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IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 6267-8903

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
MALLINCKRODT PLC / G5785G107 06/28/13	0.6250	05/24/13	26.67	28.49	-1.82	CASH IN LIEU
MASS INV TRUST CLASS A / 575736103						
	91.8180	05/24/13	2,357.41	2,277.08	80.33	
	0.1760	06/03/13	4.52	4.30	0.22	
10/04/13	91.9940	Various	2,361.93	2,281.38	80.55	SALE
						TOTAL 2 LOTS
OPPENHEIMER INTL BOND / 68380T103 FUND CL A						
	559.8580	05/24/13	3,414.81	3,633.47	-218.66	
	0.5650	06/03/13	3.44	3.60	-0.16	
	1.6390	07/01/13	9.99	9.98	0.01	
	1.7790	08/01/13	10.85	10.89	-0.04	
	1.8530	09/03/13	11.31	11.06	0.25	
	1.3890	10/01/13	8.48	8.46	0.02	
10/04/13	567.0830	Various	3,458.88	3,677.46	-218.58	SALE
						TOTAL 6 LOTS
PIMCO TOTAL RETURN FD / 683390429 CL C						
	1,348.4260	05/24/13	14,597.48	15,075.40	-477.92	
	0.5270	06/03/13	5.70	5.83	-0.13	
	1.0970	07/01/13	11.87	11.80	0.07	
	1.5240	08/01/13	16.50	16.44	0.06	
	1.6500	09/03/13	17.87	17.57	0.30	
	1.1680	10/01/13	12.65	12.64	0.01	
10/04/13	1,354.3920	Various	14,662.07	15,139.68	-477.61	SALE
						TOTAL 6 LOTS
WELLS FARGO ADVANTAGE / 94985D368 FUNDS-DIVERSIFIED CAP BUILDER FUND-CLASS C						
	1,610.4770	05/24/13	12,797.30	12,948.23	-150.93	



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2013 ENHANCED SUMMARY

Page 9 of 49

As of Date: 2/07/14



STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609-5041

Your Financial Advisor :
IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 6267-8903

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
	3.5050	06/25/13	27.85	26.11	1.74		
	0.5840	09/25/13	4.65	4.65	0.00		
10/04/13	1,614.5660	Various	12,829.80	12,978.99	-149.19	SALE	TOTAL 3 LOTS
WELLS FARGO FDS TR / 94975J615							
ADVANTAGE CORE BD FD							
CLASS C							
	735.3780	05/24/13	9,303.90	9,559.91	-256.01		
	0.1430	06/03/13	1.80	1.84	-0.04		
	0.3740	07/01/13	4.73	4.72	0.01		
	0.4390	08/01/13	5.55	5.54	0.01		
	0.6780	09/03/13	8.58	8.49	0.09		
	0.4990	10/01/13	6.33	6.32	0.01		
10/04/13	737.5110	Various	9,330.89	9,586.82	-255.93	SALE	TOTAL 6 LOTS
WELLS FARGO FUNDS TR / 949917827							
ADVANTAGE MUNI BD FUND							
CLASS C							
	1,875.9290	05/24/13	18,434.43	19,490.90	-1,056.47		
	0.8570	06/03/13	8.42	8.86	-0.44		
	3.0390	07/01/13	29.86	30.39	-0.53		
	3.9200	08/01/13	38.52	38.65	-0.13		
	4.5850	09/03/13	45.06	44.29	0.77		
	4.4370	10/01/13	43.61	43.66	-0.05		
10/04/13	1,892.7670	Various	18,599.90	19,656.75	-1,056.85	SALE	TOTAL 6 LOTS
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
			199,768.47	195,427.34	4,341.13		

2013 ENHANCED SUMMARY

Page 10 of 49

As of Date: 2/07/14

STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609 5041

Your Financial Advisor :
IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 6267-8903

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

Proceeds from Broker and Barter Exchange Transactions for 2013						
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information	
GENERAL MTRS ACCEPT CORP / 37042GTA4 SMART NOTES CALLABLE/MONTHLY PAY CPN 7.500% DUE 11/15/16 08/15/13						
	5,000.0000	05/24/13	5,000.00	5,011.40	-11.40	REDEMPTION
SOUTH CAROLINA JOBS / 837031GM9 ECON DEV AUTH ECON DEV REV REF WESTMINSTER CPN 5.375% DUE 11/15/24 05/31/13						
	5,000.0000	05/24/13	5,000.00	5,000.00	0.00	REDEMPTION
SOUTH CAROLINA JOBS ECO / 837033EZ8 DEV AUTH HLTH FACS REV REF 1ST MTG LUTHERAN HMS CPN 5.700% DUE 05/01/26 06/24/13						
	15,000.0000	05/24/13	15,000.00	15,000.00	0.00	REDEMPTION
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			25,000.00	25,011.40	-11.40	

*Box 2a Sales price less commissions and option premiums



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2013 ENHANCED SUMMARY

Page 6 of 40

As of Date: 2/07/14

STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609-5041

Your Financial Advisor :
IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 4673-4318

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
ADT CORP/THE / 00101J106 10/11/13	18.0000	05/24/13	708.83	755.19	-46.36	SALE
AGL RESOURCES INC / 001204106 10/11/13	774.0000	05/24/13	35,034.50	33,111.72	1,922.78	SALE
ALLERGAN INC / 018490102 11/07/13	47.0000	10/16/13	4,166.00	4,231.00	-65.00	SALE
ALLIANCE GLOBAL GROUP / 01861B101 INC-UNSPONSORED ADR 12/23/13	31.0000	10/16/13	890.61	920.39	-29.78	SALE
ALLSTATE CORP / 020002101 10/11/13	305.0000	05/24/13	15,983.21	14,862.65	1,120.56	SALE
ALTRIA GROUP INC / 02209S103 10/11/13	786.0000	05/24/13	27,849.54	29,152.74	-1,303.20	SALE
AT & T INC / 00206R102 10/11/13	618.0000	05/24/13	21,141.47	22,711.50	-1,570.03	SALE
11/14/13	118.0000	05/24/13	4,158.61	4,336.50	-177.89	SALE
11/20/13	177.0000	05/24/13	6,342.56	6,504.75	-162.19	SALE
BAIDU INC ADR / 056752108 10/28/13	12.0000	10/16/13	1,860.09	1,838.16	21.93	SALE
11/05/13	6.0000	10/16/13	913.92	919.08	-5.16	SALE



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2013 ENHANCED SUMMARY

Page 7 of 40

As of Date: 2/07/14



STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
BANK OF AMERICA CORP / 060505104 10/11/13	756.0000	05/24/13	10,737.32	10,009.44	727.88	SALE
BB&T CORP / 054937107 10/11/13	3,039.0000	05/24/13	102,790.23	99,739.98	3,050.25	SALE
BP PLC SPONS ADR / 055622104 10/11/13	200.0000	05/24/13	8,438.05	8,704.00	-265.95	SALE
BRISTOL MYERS SQUIBB / 110122108 CO 10/11/13	400.0000	05/24/13	19,067.69	18,960.00	107.69	SALE
CAMERON INTERNATNL CRP / 13342B105 10/28/13	155.0000	10/16/13	8,377.13	10,020.13	-1,643.00	SALE
CAMPBELL SOUP COMPANY / 134429109 10/11/13	720.0000	05/24/13	29,339.56	32,860.80	-3,521.24	SALE
CENTERPOINT ENERGY INC / 15189T107 10/11/13	100.0000	05/24/13	2,442.36	2,356.00	86.36	SALE
CHEVRON CORPORATION / 166764100 10/11/13	72.0000	05/24/13	8,453.37	9,032.40	-579.03	SALE
COCA-COLA COMPANY / 191216100 10/11/13	3,109.0000	05/24/13	116,896.68	131,324.16	-14,427.48	SALE
10/16/13	4.0000	05/24/13	151.29	168.96	-17.67	SALE

2013 ENHANCED SUMMARY

Page 8 of 40

As of Date: 2/07/14

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15 MERIMAC CT
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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
DE MASTER BLENDERS / N2563N109 1753 NV 10/11/13	1,410.0000	05/24/13	23,758.09	22,066.50	1,691.59	SALE
DELUXE CORP / 248019101 10/11/13	45.0000	05/24/13	2,015.97	1,719.00	296.97	SALE
DNP SELECT INCOME FD / 23325P104 10/11/13	839.0000	05/24/13	8,174.66	8,767.52	-592.86	SALE
DOW CHEMICAL COMPANY / 260543103 10/11/13	200.0000	05/24/13	8,188.86	7,016.00	1,172.86	SALE
DR PEPPER SNAPPLE GROUP / 26138E109 INC 10/11/13	120.0000	05/24/13	5,251.12	5,770.80	-519.68	SALE
DU PONT E.I. DE NEMOURS / 263534109 AND COMPANY 10/11/13	48.0000	05/24/13	2,774.83	2,656.80	118.03	SALE
DUKE ENERGY CORP / 26441C204 COM NEW 10/11/13	1,910.0000	05/24/13	130,967.15	131,560.80	-593.65	SALE
E M C CORP MASS / 268648102 10/22/13	226.0000	10/16/13	5,513.69	5,602.52	-88.83	SALE
ELI LILLY & CO / 532457108 10/11/13	228.0000	05/24/13	11,122.79	12,343.92	-1,221.13	SALE



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2013 ENHANCED SUMMARY

Page 9 of 40

As of Date: 2/07/14



STEPHEN D MITCHELL FOUNDATION
15 MERIMAC CT
GREENVILLE SC 29609-5041

Your Financial Advisor :
IKE POPLIN
35 W COURT STREET
GREENVILLE SC 29601
(864) 232-5621

Account Number: 4673-4318

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
EMERSON ELECTRIC CO / 291011104 10/11/13	200.0000	05/24/13	13,046.57	11,388.00	1,658.57	SALE
EQUITY RESIDENTIAL / 29476L107 10/11/13	650.0000	05/24/13	34,796.17	39,195.00	-4,398.83	SALE
EXELON CORPORATION / 30161N101 10/11/13	139.0000	05/24/13	4,215.81	4,816.35	-600.54	SALE
EXXON MOBIL CORP / 30231G102 10/11/13	2,115.0000	05/24/13	183,441.34	193,585.95	-10,144.61	SALE
FIRST INDL RLTY TR INC / 32054K103 REIT 10/11/13	438.0000	05/24/13	7,786.30	7,809.54	-23.24	SALE
FRONTIER COMMUNICATIONS / 35906A108 CORP 10/11/13	104.0000	05/24/13	456.03	415.46	40.57	SALE
F5 NETWORKS INC / 315616102 11/04/13	62.0000	10/16/13	4,885.86	5,478.32	-592.46	SALE
GENERAL ELECTRIC COMPANY / 369604103 10/11/13	573.0000	05/24/13	13,965.49	13,482.69	482.80	SALE
10/16/13	5.0000	05/24/13	121.40	117.65	3.75	SALE
HANESBRANDS INC / 410345102 10/11/13	176.0000	05/24/13	10,563.36	8,699.68	1,863.68	SALE

2013 ENHANCED SUMMARY

Page 10 of 40

As of Date: 2/07/14

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Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
HERSHEY COMPANY / 427866108 10/11/13	1,884.0000	05/24/13	176,448.23	168,147.00	8,301.23	SALE
HILLSHIRE BRANDS CO / 432589109 10/11/13	282.0000	05/24/13	9,097.19	9,985.62	-888.43	SALE
HONEYWELL INTERNATIONAL / 438516106 INC 10/11/13	27.0000	05/24/13	2,321.15	2,140.83	180.32	SALE
HOSPITALITY PROPERTIES / 44106M102 REIT TRUST COM SH BEN INT 10/11/13	500.0000	05/24/13	14,286.50	15,423.07	-1,136.57	SALE
INGLES MARKETS INC / 457030104 CLASS A 10/11/13	150.0000	05/24/13	4,043.93	3,310.50	733.43	SALE
INTERNATIONAL BUSINESS / 459200101 MACHINE CORP 10/11/13	91.0000	05/24/13	16,887.49	18,720.52	-1,833.03	SALE
INTERNATIONAL PAPER CO / 460146103 10/11/13	331.0000	05/24/13	14,876.54	15,573.55	-697.01	SALE
ISHARES IBOXX & ET / 464287242 INVESTMENT GRADE CORP BD 10/11/13	516.0000	05/24/13	58,611.06	61,656.84	-3,045.78	SALE
JOHNSON & JOHNSON / 478160104 10/11/13	169.0000	05/24/13	15,069.89	14,672.58	397.31	SALE



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2013 ENHANCED SUMMARY

Page 11 of 40

As of Date: 2/07/14



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
11/06/13-	45.0000	05/24/13	4,187.63	3,906.90	280.73	SALE
JOHNSON CONTROLS INC / 478366107 12/20/13	74.0000	10/16/13	3,726.70	3,120.97	605.73	SALE
KIMBERLY-CLARK CORP / 494368103 10/11/13	664.0000	05/24/13	64,015.53	68,730.64	-4,715.11	SALE
KRAFT FOODS GROUP / 50076Q106 10/11/13	220.0000	05/24/13	11,537.26	12,542.20	-1,004.94	SALE
LINCOLN NATL CORP IND / 534187109 10/11/13	2,559.0000	05/24/13	111,777.54	88,234.32	23,543.22	SALE
LOCKHEED MARTIN CORP / 539830109 12/04/13	26.0000	10/16/13	3,584.72	3,324.43	260.29	SALE
MALLINCKRODT PLC / G5785G107 10/11/13	4.0000	05/24/13	174.68	182.31	-7.63	SALE
MERCK & CO INC NEW / 58933Y105 10/11/13	100.0000	05/24/13	4,721.27	4,716.00	5.27	SALE
MFS INTERMEDIATE / 55273C107 INCOME TRUST SHARES OF BENEFICIAL INTEREST 10/11/13	600.0000	05/24/13	3,138.51	3,308.54	-170.03	SALE
NEXTERA ENERGY INC / 65339F101 10/11/13	200.0000	05/24/13	16,368.24	15,460.00	908.24	SALE

2013 ENHANCED SUMMARY

Page 12 of 40

As of Date: 2/07/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
NIKE INC CLASS B / 654106103 12/11/13	40 0000	10/16/13	3,135.87	2,980 92	154 95	SALE
NRG ENERGY INC / 629377508 10/11/13	9.0000	05/24/13	252.63	244 53	8 10	SALE
NUVEEN PERFORMANCE PLUS / 67062P108 MUNICIPAL FUND 10/11/13	100 0000	05/24/13	1,308.50	1,554 10	-245.60	SALE
NUVEEN QUALITY INCOME / 670977107 MUNICIPAL FUND INC 10/11/13	618.0000	05/24/13	7,473.04	9,103.14	-1,630.10	SALE
NUVEEN SELECT QUALITY / 670973106 MUNICIPAL FUND INC 10/11/13	350.0000	05/24/13	4,266.19	5,075.00	-808.81	SALE
OGE ENERGY CORP / 670837103 10/11/13	1,368 0000	05/24/13	48,957.24	47,408.04	1,549.20	SALE
OWENS ILLINOIS INC NEW / 690768403 10/11/13	942.0000	05/24/13	28,027.31	25,952 10	2,075.21	SALE
P P G INDUSTRIES INC / 693506107 10/30/13	23 0000	10/16/13	4,154.54	3,821.68	332.86	SALE
11/06/13	22.0000	10/16/13	4,011.41	3,655.52	355.89	SALE
11/20/13	22.0000	10/16/13	4,020.08	3,655.52	364.56	SALE
12/11/13	22.0000	10/16/13	4,041.55	3,655.52	386.03	SALE



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2013 ENHANCED SUMMARY

Page 13 of 40

As of Date: 2/07/14



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
PENTAIR LTD / H6169Q108 10/11/13	8.0000	05/24/13	530.64	459.76	70.88	SALE
PEPCO HOLDINGS INC / 713291102 10/11/13	80.0000	05/24/13	1,495.18	1,698.40	-203.22	SALE
PEPSICO INCORPORATED / 713448108 10/11/13	242.0000	05/24/13	19,503.41	19,984.36	-480.95	SALE
10/16/13	6.0000	05/24/13	490.79	495.48	-4.69	SALE
PETROFAC LTD UNSPONSORED / 716473103 ADR 12/18/13	378.0000	10/16/13	3,361.61	4,227.03	-865.42	SALE
PG&E CORPORATION / 69331C108 10/11/13	1,000.0000	05/24/13	41,331.90	46,140.00	-4,808.10	SALE
PHILIP MORRIS / 718172109 INTERNATIONAL INC 10/11/13	198.0000	05/24/13	16,815.45	18,635.76	-1,820.31	SALE
10/16/13	2.0000	05/24/13	171.48	188.24	-16.76	SALE
11/21/13	85.0000	05/24/13	7,355.57	8,000.20	-644.63	SALE
PIEDMONT NATURAL GAS CO / 720186105 10/11/13	568.0000	05/24/13	18,579.24	19,357.44	-778.20	SALE
PROCTER & GAMBLE CO / 742718109 10/11/13	111.0000	05/24/13	8,671.61	9,088.68	-417.07	SALE
10/16/13	2.0000	05/24/13	156.10	163.76	-7.66	SALE

2013 ENHANCED SUMMARY

7,926

Page 14 of 40

As of Date: 2/07/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
PT BANK MANDIRI PERSERO / 69367U105 TBK-UNSPONSORED ADR 10/17/13	490.0000	10/16/13	3,613.25	3,728.90	-115.65	SALE
PUTNAM PREMIER INCOME / 746853100 TRUST SH BEN INT 10/11/13	835.0000	05/24/13	4,437.86	4,538.30	-100.44	SALE
SANOFI ADR / 80105N105 10/24/13	134.0000	10/16/13	6,890.86	6,635.56	255.30	SALE
11/21/13	151.0000	10/16/13	7,983.10	7,477.38	505.72	SALE
12/02/13	152.0000	10/16/13	7,888.74	7,526.89	361.85	SALE
SCANA CORP COM / 80589M102 10/11/13	2,349.0000	05/24/13	108,375.95	120,574.17	-12,198.22	SALE
SIGNET JEWELERS LTD / G81276100 11/25/13	24.0000	10/16/13	1,834.09	1,781.43	52.66	SALE
SONOCO PRODUCTS CO / 835495102 10/11/13	161.0000	05/24/13	6,280.50	5,670.42	610.08	SALE
SPECTRA ENERGY CORP / 847560109 10/11/13	1,173.0000	05/24/13	40,861.10	36,761.82	4,099.28	SALE
STANLEY BLACK & DECKER / 854502101 INC 10/23/13	45.0000	10/16/13	3,430.11	3,455.55	-25.44	SALE
10/30/13	41.0000	10/16/13	3,243.52	3,148.39	95.13	SALE



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2013 ENHANCED SUMMARY

Page 15 of 40

As of Date: 2/07/14



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
STARBUCKS CORP / 855244109 10/29/13	33.0000	10/16/13	2,613.97	2,567.35	46.62	SALE
SUNTRUST BANKS INC / 867914103 10/11/13	495.0000	05/24/13	16,544.34	15,810.30	734.04	SALE
TE CONNECTIVITY LTD / H84989104 10/11/13	37.0000	05/24/13	1,927.30	1,675.36	251.94	SALE
TECHNIP-SA-ADR / 878546209 11/06/13	190.0000	10/16/13	4,979.43	5,675.23	-695.80	SALE
TECO ENERGY INC / 872375100 10/11/13	300.0000	05/24/13	5,092.11	5,487.00	-394.89	SALE
THE SOUTHERN COMPANY / 842587107 10/11/13	900.0000	05/24/13	37,520.44	40,680.00	-3,159.56	SALE
TRAVELCENTERS OF AMER / 894174101 10/11/13	50.0000	05/24/13	380.49	552.50	-172.01	SALE
VALE S A ADR / 91912E105 11/18/13	267.0000	10/16/13	4,245.10	4,396.42	-151.32	SALE
VECTREN CORP / 92240G101 10/11/13	200.0000	05/24/13	6,700.38	7,014.00	-313.62	SALE
VERIZON COMMUNICATIONS / 92343V104 COM 10/11/13	273.0000	05/24/13	12,828.05	14,029.47	-1,201.42	SALE

2013 ENHANCED SUMMARY

7,928

Page 16 of 40

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Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
WEINGARTEN REALTY / 948741103 REIT INVESTORS SHARES O BENEFICIAL INTEREST 10/11/13	225 0000	05/24/13	6,727.16	7,483.50	-756.34	SALE
WOLSELEY PLC JERSEY / 977868306 SPONSORED ADR 2013 12/03/13	0.2258	12/03/13	1.14	0.01	1.13	CASH IN LIEU
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES			1,954,172.90	1,980,384.00	-26,211.10	

SHORT TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
DYNEGY INC NEW DEL WTS / 26817R116 EXP 10/02/17 10/11/13	1 0000	05/24/13	1.20	1.92	-0.72	SALE
PIEDMONT MUN PWR AGY SC / 720175MP0 ELEC BK/ENT MBIA OY=5.7% CPN 5.375% DUE 01/01/25 DTD 04/01/93 FC 01/01/94 10/15/13	5,000.0000	05/24/13	5,531.50	6,463.00	-931.50	SALE
SEARS ROEBUCK 7% PFD / 812404408 DUE 07/15/42 CALLABLE 3/10/08 10/11/13	500.0000	05/24/13	6,774.88	7,797.00	-1,022.12	SALE



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2013 ENHANCED SUMMARY

Page 17 of 40

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Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
SOUTH CAROLINA ST STATE / 83710DKH0 TRANS INFRASTRUCTURE G/O UNLTD B/E OID CPN 4.375% DUE 04/01/25 10/15/13	5,000.0000	05/24/13	5,048.65	5,092.91	-44 26	SALE
SPECTRA ENERGY CAPITAL / 26439RAH9 SENIOR NOTES CALLABLE CPN 8.000% DUE 10/01/19 10/15/13	5,000 0000	05/24/13	5,997.25	6,540.65	-543 40	SALE
VERIZON MARYLAND INC / 92344WAB7 BONDS CPN 5.125% DUE 06/15/33 DTD 06/16/03 FC 12/15/03 10/15/13	5,000.0000	05/24/13	4,667.35	5,072.05	-404 70	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			28,020.83	30,967.53	-2,946.70	

PARTNERSHIP DISPOSITIONS FOR NONCOVERED SECURITIES
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
SUBURBAN PROPANE / 864482104 PARTNERS L.P. 10/11/13	500 0000	05/24/13	23,295.39	24,150.00	-854.61	SALE
TOTAL PARTNERSHIP DISPOSITIONS			23,295.39	24,150.00	-854.61	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning , and ending		

Name STEPHEN D MITCHELL FOUNDATION INC	Employer Identification Number 46-0743407
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(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.)
(1) WELLS FARGO - 4318	P	VARIOUS	VARIOUS
(2) WELLS FARGO - 4318	P	VARIOUS	VARIOUS
(3) SUBURBAN PROPANE	P	VARIOUS	05/24/13
(4) WELLS FARGO - 8903	P	VARIOUS	VARIOUS
(5) WELLS FARGO - 8903	P	VARIOUS	VARIOUS
(6) WELLS FARGO - 8903			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 1,954,173		1,980,384	-26,211
(2) 28,021		30,968	-2,947
(3) 23,295		24,150	-855
(4) 199,768		195,427	4,341
(5) 25,000		25,011	-11
(6) 556			556
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-26,211
(2)			-2,947
(3)			-855
(4)			4,341
(5)			-11
(6)			556
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS - 8	\$ 113		
MASTER LP DISTRIBUTION	438		
SUBURBAN PROPANE PARTNERS LP	-1,376		
TOTAL	\$ -825	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 1,311			\$ 1,311
TOTAL	\$ 1,311	\$ 0	\$ 0	\$ 1,311

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISORY FEES	\$ 5,931			\$ 5,931
TOTAL	\$ 5,931	\$ 0	\$ 0	\$ 5,931

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 78	\$ 78		\$ 0
TOTAL	\$ 78	\$ 78	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
POSTAGE	224			224
TOTAL	224	0	0	224

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOVERNMENT BONDS	\$	143,417		\$ 142,454
GOVERNMENT ASSET BACKED		37,189		36,019
TOTAL	\$	180,606		\$ 178,473

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	\$	1,986,272		\$ 2,139,842
TOTAL	\$	1,986,272		\$ 2,139,842

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$	269,514		\$ 267,913
TOTAL	\$	269,514		\$ 267,913

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE MORTGAGE ASSET BACKED	\$	\$ 48,655		\$ 48,485
TOTAL	\$ 0	\$ 48,655		\$ 48,485

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
CONTRIBUTION OF ASSETS	\$ <u>2,798,950</u>
TOTAL	\$ <u><u>2,798,950</u></u>