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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation J. MARION SIMS FOUNDATION, INC.		A Employer identification number 57-0355295
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 818	Room/suite	B Telephone number (803) 286-8772
City or town, state or province, country, and ZIP or foreign postal code LANCASTER, SC 29721		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) ▶ \$ 71,860,949.	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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))		(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			N/A	
	2 Check <input checked="" 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	1,975,303.	1,975,303.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,351,304.			
	b Gross sales price for all assets on line 6a 11,306,419.				
	7 Capital gain net income (from Part IV, line 2)		2,351,304.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<6,495.>	<6,495.>		STATEMENT 2	
12 Total. Add lines 1 through 11	4,320,112.	4,320,112.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	164,500.	32,900.		130,400.
	14 Other employee salaries and wages	220,671.	44,134.		174,862.
	15 Pension plans, employee benefits	129,780.	25,956.		124,249.
	16a Legal fees STMT 3	6,450.	3,225.		3,225.
	b Accounting fees STMT 4	108,933.	54,467.		46,993.
	c Other professional fees STMT 5	448,571.	446,310.		2,597.
	17 Interest				
	18 Taxes STMT 6	171,926.	0.		0.
	19 Depreciation and depletion	29,654.	4,448.		
	20 Occupancy	25,971.	4,739.		21,750.
	21 Travel, conferences, and meetings	41,679.	8,048.		24,434.
	22 Printing and publications				
	23 Other expenses STMT 7	539,213.	3,794.		132,794.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,887,348.	628,021.		661,304.
25 Contributions, gifts, grants paid	1,751,458.			2,020,771.	
26 Total expenses and disbursements. Add lines 24 and 25	3,638,806.	628,021.		2,682,075.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	681,306.				
b Net investment income (if negative, enter -0-)		3,692,091.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

10480904 133675 L41360

2013.04020 J. MARION SIMS FOUNDATION, L41360_1 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	152,622.	46,075.	46,075.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,093.	10,010.	10,010.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	64,605,098.	70,876,059.	70,876,059.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 1,233,223.				
Less: accumulated depreciation ▶ 337,893.		924,983.	895,330.	895,330.
15 Other assets (describe ▶ STATEMENT 11)		383,048.	33,475.	33,475.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		66,077,844.	71,860,949.	71,860,949.
17 Accounts payable and accrued expenses		31,521.	32,635.	
18 Grants payable		538,024.	268,711.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 12)	240,954.	276,662.		
23 Total liabilities (add lines 17 through 22)	810,499.	578,008.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	65,267,345.	71,282,941.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	65,267,345.	71,282,941.		
31 Total liabilities and net assets/fund balances	66,077,844.	71,860,949.		

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	65,267,345.
2 Enter amount from Part I, line 27a	2	681,306.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	5,336,535.
4 Add lines 1, 2, and 3	4	71,285,186.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,245.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,282,941.

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 PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
b PASS-THRU FROM PUBLICLY TRADED PARTNERSHIP				
c INVESTMENT			VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS				
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 10,624,060.		8,908,910.	1,715,150.
b			
c		46,205.	<46,205.>
d 682,359.			682,359.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,715,150.
b			
c			<46,205.>
d			682,359.
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	2,351,304.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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))
2012	468,266.	63,046,467.	.007427
2011	3,183,860.	60,760,785.	.052400
2010	3,154,415.	62,279,663.	.050649
2009	3,761,139.	60,380,483.	.062291
2008	3,822,334.	53,939,123.	.070864

2 Total of line 1, column (d)	2	.243631
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	.048726
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	66,650,304.
5 Multiply line 4 by line 3	5	3,247,603.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,921.
7 Add lines 5 and 6	7	3,284,524.
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	2,682,075.

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)		1	73,842.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	73,842.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	73,842.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	50,750.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	75,750.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	82.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,826.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 1,826. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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) <input type="checkbox"/> 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

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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 WWW.JMSIMS.ORG	13	X	
14	The books are in care of JAMES T. MORTON, PRESIDENT Telephone no. (803) 286-8774 Located at 800 NORTH WHITE STREET, LANCASTER, SC ZIP+4 29721			
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	N/A	
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 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 2013?	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 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	<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.		
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

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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)?

☐ 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

6b

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

X

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
SEE STATEMENT 13		164,500.	34,095.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MARY D. HENDERSON - 800 NORTH WHITE STREET, P.O. BOX 818, LANCASTER, SC	PROGRAM OFFICER 40.00	78,737.	24,252.	0.
HOLLY C. FURR - 800 NORTH WHITE STREET, P.O. BOX 818, LANCASTER, SC	PROGRAM OFFICER 40.00	61,075.	35,712.	0.
KAREN W. ORMAND - 800 NORTH WHITE STREET, P.O. BOX 818, LANCASTER, SC	ADMINISTRATIVE ASST. 40.00	52,357.	34,730.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC INVESTMENT MANAGEMENT COMPANY - 840 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA 92660	INVESTMENT MANAGEMENT	105,762.
MOORE STEPHENS TILLER, LLC - 1960 SATELLITE BLVD., STE. 3600, DULUTH, GA 30097	AUDIT, FORENSIC ACCOUNTING, TAX	85,363.
HARBOR CAPITAL ADVISORS, INC. - 111 SOUTH WACKER DRIVE, 34TH FLOOR, CHICAGO, IL 60606	INVESTMENT MANAGEMENT	63,425.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

0.

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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	67,327,750.
b	Average of monthly cash balances	1b	199,156.
c	Fair market value of all other assets	1c	138,377.
d	Total (add lines 1a, b, and c)	1d	67,665,283.
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	67,665,283.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,014,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,650,304.
6	Minimum investment return. Enter 5% of line 5	6	3,332,515.

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	3,332,515.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	73,842.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	73,842.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,258,673.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,258,673.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,258,673.

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	2,682,075.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
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	2,682,075.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,682,075.

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.

Form 990-PF (2013)

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				3,258,673.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	846,029.			
b From 2009	848,923.			
c From 2010	137,237.			
d From 2011	188,617.			
e From 2012				
f Total of lines 3a through e	2,020,806.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	2,682,075.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,682,075.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	576,598.			576,598.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,444,208.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	269,431.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,174,777.			
10 Analysis of line 9:				
a Excess from 2009	848,923.			
b Excess from 2010	137,237.			
c Excess from 2011	188,617.			
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 14 ATTACHED	NONE	PUBLIC CHARITY	SUPPORT THE CHARITABLE PURPOSE OF THE RECIPIENT	2,020,771.
Total			3a	2,020,771.
b Approved for future payment				
SEE STATEMENT 14 ATTACHED	NONE	PUBLIC CHARITY	SUPPORT THE CHARITABLE PURPOSE OF THE RECIPIENT	212,651.
Total			3b	212,651.

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>G. W. Hayes</i>		Date <i>10/1/14</i>			Title PRESIDENT	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature <i>G. W. Hayes</i>		Date <i>9.9.14</i>	Check <input type="checkbox"/> if self-employed	PTIN
	GREGORY W. HAYES						P00054246
	Firm's name ▶ MOORE STEPHENS TILLER LLC					Firm's EIN ▶ 58-0673524	
	Firm's address ▶ 1960 SATELLITE BOULEVARD, STE 3600 DULUTH, GA 30097					Phone no. 770-995-8800	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THRU FROM PUBLICLY TRADED PARTNERSHIP	613.	0.	613.	613.	
PUBLICLY TRADED SECURITIES	2,657,049.	682,359.	1,974,690.	1,974,690.	
TO PART I, LINE 4	2,657,662.	682,359.	1,975,303.	1,975,303.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	21,996.	21,996.	
FOREIGN TAXES PAID ON INVESTMENTS	<12,666.>	<12,666.>	
PASS-THRU FROM PUBLICLY TRADED PARTNERSHIP INVESTMENT	<15,825.>	<15,825.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,495.>	<6,495.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,450.	3,225.		3,225.
TO FM 990-PF, PG 1, LN 16A	6,450.	3,225.		3,225.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	108,933.	54,467.		46,993.	
TO FORM 990-PF, PG 1, LN 16B	108,933.	54,467.		46,993.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT/CONSULTING	444,390.	444,390.		0.	
INVESTMENT CUSTODIAL FEES	1,100.	1,100.		0.	
RETIREMENT PLAN ADMINISTRATION	1,177.	235.		1,335.	
PAYROLL SERVICES	1,222.	244.		921.	
MISC/OTHER CONSULTING SERVICES	682.	341.		341.	
TO FORM 990-PF, PG 1, LN 16C	448,571.	446,310.		2,597.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	66,852.	0.		0.	
DEFERRED FEDERAL EXCISE TAX	105,074.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	171,926.	0.		0.	

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	508.	508.		0.
BOARD MEETINGS	0.	0.		1,200.
COMMUNICATIONS & COMMUNITY/PUBLIC RELATIONS	9,758.	0.		9,817.
GRANT PROGRAM EXPENSES	65,602.	0.		65,602.
INSURANCE	18,393.	725.		21,275.
MISC/OTHER	11,445.	0.		10,916.
OFFICE/POSTAGE EXPENSE	17,070.	2,561.		14,526.
ORGANIZATIONAL AFFILIATIONS	13,170.	0.		8,170.
SUBSCRIPTIONS & PUBLICATIONS	1,119.	0.		1,288.
LOSS ON DISPUTED CLAIM WITH INSUROR	402,148.	0.		0.
TO FORM 990-PF, PG 1, LN 23	539,213.	3,794.		132,794.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION IN THE INVESTMENT PORTFOLIO	5,336,535.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,336,535.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
AUDIT ADJUSTMENT TO PY FEDERAL EXCISE TAX PAYABLE	2,245.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,245.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY & FIXED INCOME MUTUAL FUND INVESTMENTS (STATEMENT 10)	70,876,059.	70,876,059.
TOTAL TO FORM 990-PF, PART II, LINE 10B	70,876,059.	70,876,059.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	0.	33,315.	33,315.
SECURITY DEPOSITS	160.	160.	160.
DUE FROM INSURANCE PROVIDER ON EMBEZZLEMENT LOSS	382,888.	0.	0.
TO FORM 990-PF, PART II, LINE 15	383,048.	33,475.	33,475.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	75,375.	15,839.
DEFERRED FEDERAL EXCISE TAX	96,774.	201,852.
RETIREMENT PLAN LIABILITY	68,805.	58,971.
TOTAL TO FORM 990-PF, PART II, LINE 22	240,954.	276,662.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R. MALCOLM EDWARDS, MD 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	BOARD CHAIR 6.00	 3,300.	 0.	 0.
ROBERT K. FOLKS 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	VICE CHAIR 4.00	 1,300.	 0.	 0.
PHYLLIS B. BUNKLEY 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	TREASURER 4.00	 1,300.	 0.	 0.
PAMELA Y. TEMPLE 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	SECRETARY 4.00	 1,225.	 0.	 0.
JAMES T. MORTON 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	PRESIDENT 45.00	 145,250.	 34,095.	 0.
MIRIAM M. BOUCHER 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	TRUSTEE 4.00	 2,175.	 0.	 0.
TIMOTHY H. HALLMAN 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	TRUSTEE 4.00	 1,400.	 0.	 0.
CHARLES M. HARRELL 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	TRUSTEE 4.00	 2,350.	 0.	 0.
POLLY C. JACKSON 800 NORTH WHITE STREET, P.O. BOX 818 LANCASTER, SC 29721	TRUSTEE 4.00	 2,200.	 0.	 0.

STANLEY D. JOHNSON
800 NORTH WHITE STREET, P.O. BOX
818
LANCASTER, SC 29721

TRUSTEE

4.00

2,175.

0.

0.

HUBERT F. MOBLEY
800 NORTH WHITE STREET, P.O. BOX
818
LANCASTER, SC 29721

TRUSTEE

4.00

1,075.

0.

0.

MARVIN L. STARKS
800 NORTH WHITE STREET, P.O. BOX
818
LANCASTER, SC 29721

TRUSTEE

4.00

750.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

164,500.

34,095.

0.

990-PF STATEMENT 14

**J. Marion Sims Foundation, Inc.
Grant Appropriations & Payments
December 31, 2013**

Recipient and Purpose	Tax Status	2013 Amount Paid	2013 Approved & Unpaid
Alston Wilkes Society 3519 Medical Drive Columbia, SC 29203-2490 AWS Community Services for Offenders and Former Offenders	501c(3)	\$5,000 00	\$0 00
American National Red Cross and its Constituent Chapters and Branches 200 Piedmont Blvd Rock Hill, SC 29732 "Red Cross Services in Lancaster, Great Falls, and Fort Lawn"	501c(3)	\$10,000 00	\$0 00
Brown's Corner, Inc 2702 Windswept Cove York, SC 29745 "Seed Funding for Brown's Corner"	501c(3)	\$25,000 00	\$0 00
CareNet, Inc 338 West Meeting Street Medical Arts V, Suite H Lancaster, SC 29720 Care Health Centers	501c(3)	\$430,491 00	\$0 00
Catawba Care Coalition Inc 500 Lakeshore Parkway Rock Hill, SC 29730 "The New Era of Healthcare"	501c(3)	\$21,666 67	\$43,333 33
Chester County Literacy Council PO 2045 Chester, SC 29706 ALC II Literacy 101- GAPP	501c(3)	\$34,950 00	\$0 00
Chester County School District 509 District Office Drive Chester, SC 29706 Various	Public Schools	\$59,344 00	\$0 00
Children's Attention Home, Inc PO Box 2912 Rock Hill, SC 29732-2912 Shelter Program & Social Work Program Lancaster County	501c(3)	\$15,000 00	\$0 00
The Childrens Council Post Office Box 171 Lancaster, SC 29721 ALC II - Skills for Success	501c(3)	\$47,426 00	\$0 00
Christian Services Inc 101 S White Street Lancaster, SC 29720 ALC Phase II "Up with Literacy and Basic Skills"	501c(3)	\$67,717 25	\$0 00

990-PF STATEMENT 14

**J. Marion Sims Foundation, Inc.
Grant Appropriations & Payments
December 31, 2013**

Recipient and Purpose	Tax Status	2013 Amount Paid	2013 Approved & Unpaid
Crisis Pregnancy Center PO Box 1377 Lancaster, SC 29721 "Expansion of Pregnancy Care Center Services to Kerhaw Area"	501c(3)	\$17,894 00	\$0 00
Faith, Hope, & Victory Christian Church P O Box 2787 Lancaster, SC 29721 ALC - II The Community Powerhouse	501c(3)	\$28,729 48	\$0 00
GoldenCare 403 W. Meeting Street Lancaster, SC 29721 "Transportation"	501c(3)	\$75,707 00	\$0 00
Good Samaritan Medical Clinic 139 Church Street Chester, SC 29706 Primary Patient Care, Residents of Lancaster County, Fort Lawn, Great Falls Medications, Laboratory and Women's Services	501c(3)	\$34,000.00	\$0 00
HOPE in Lancaster, Inc P O Box 166 Lancaster, SC 29721 2011-2012 Helping Those in Crisis	501c(3)	\$282,500 00	\$50,000.00
Housing Authority of Lancaster County, Inc P.O Box 1235 Lancaster, SC 29721 ALC Phase I Map to Success Family Literacy Program	Governmental	\$47,441 12	\$0 00
Kershaw Area Resource Exchange (KARE) P O Box 364 Kershaw, SC 29067 "Crisis Relief 2013"	501c(3)	\$103,500 00	\$34,500 00
Carolinas Literacy Network (fka -Lancaster Area Literacy Cooperative P O Box 1076 Lancaster, SC 29721 Lancaster Area Literacy Cooperative	501c(3)	\$150,902 22	\$0 00
Lancaster County Council of the Arts P. O Box 613 201 W Gay Street Lancaster, SC 29721 Arts Beyond (Southside and Summer Smarts and Arts and Science Camp)	501c(3)	\$25,105.00	\$0 00
Lancaster County Council on Aging P.O Box 1296 Lancaster, SC 29721 "Replace Meal Delivery Vehicles"	501c(3)	\$20,704 00	\$0 00

990-PF STATEMENT 14

**J. Marion Sims Foundation, Inc.
Grant Appropriations & Payments
December 31, 2013**

Recipient and Purpose	Tax Status	2013 Amount Paid	2013 Approved & Unpaid
Lancaster County Educational Foundation Post Office Box 889 Lancaster, SC 29721 Project ACCESS	501c(3)	\$78,238 07	\$39,817 22
Lancaster County Fire Commission 208 West Gay Street Lancaster, SC 29720 "Fire Safety Education Trailer"	Governmental	\$72,000 00	\$0 00
Lancaster County Literacy Council 610 East Meeting Street Lancaster, SC 29720 ALC II - Reading for Workplace Success	501c(3)	\$36,518 48	\$0 00
Lancaster County School District 300 S. Catawba Street Lancaster, SC 29720 Various	Public Schools	\$184,778.90	\$0 00
Lancaster Fatherhood Project P O Box 1896 Lancaster, SC 29721 "Re-Engaging Low-Income Fathers through Health Access and Responsible Fatherhood"	501c(3)	\$45,000 00	\$45,000 00
Life Skills Opportunity Corporation P O Box 2821 Lancaster, SC 29720 Quality Child Care Voucher Program	501c(3)	\$28,000.00	\$0 00
Palmetto Citizens Against Sexual Assault 106 North York Street Lancaster, SC 29720 Children Advocacy Center Forensic Interviewer	501c(3)	\$33,000 00	\$0 00
Winthrop University 114 Tillman Building 701 Oakland Avenue Rock Hill, SC 29733 "Nonprofit Management Certification Program 2013"	501c(3)	\$10,875 00	\$0.00
York County Adult Day Care Services, Inc. 359 Park Avenue Rock Hill, SC 29730 "Lancaster County - JMS Project"	501c(3)	\$25,283 00	\$0.00
Audit Adjustment		\$4,000.00	
Grand Totals		\$ 2,020,771	\$ 212,651



990-PF, PART II, LINES 10 & 13 DETAIL

Investment Report

December 1, 2013 - December 31, 2013

J MARION SIMS FOUNDATION INC
PO BOX 818
LANCASTER SC 29721-0818

Brokerage

J MARION SIMS FOUNDATION INC

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
Stocks 5% of holdings						
POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN INT (DBC)	130,974.000	\$25.660	\$3,389,625.01	\$3,341,146.74	\$3,360,792.84	-\$ 28,832.17



990-PF, PART II, LINES 10 & 13 DETAIL

Investment Report

December 1, 2013 - December 31, 2013

Brokerage		J MARION SIMS FOUNDATION INC			
Holdings	(Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013
Subtotal of Stocks				3,389,625.01	3,360,792.84
Mutual Funds 95% of holdings					
ARTISAN INTERNATL INVESTOR CLASS (ARTIX)		133,859 354	30 480	2,793,041 29	3,997,040 31
EAI \$37,942 43, EY 0 93%					
DIMENSIONAL EMERGING MKTS VAL PRTF INSTL (DFEVX)		126,478 626	27 610	4,274,021 47	3,526,533 37
EAI \$81,768 43, EY 2 34%					
DFA INT'L SMALL CAP VALUE (DISVX)		105,821 880	20 350	1,663,417 59	2,084,054 80
EAI \$60,953 40, EY 2 83%					
DFA US SMALL CAP VALUE PRTF INSTL (DFSVM)		112,090 986	35 410	2,520,262 92	3,863,946 81
EAI \$22,530 29, EY 0 57%					
GATEWAY FUND CLASS Y (GTEYX)		114,474 689	28 990	2,969,920 70	3,283,257 22
EAI \$51,387 69, EY 1 55%					
HARBOR INTERNATIONAL INSTITUTIONAL FD (HAINX)		55,164 959	71 010	3,160,044 46	3,834,134 50
EAI \$82,487 06, EY 2 11%					
HARBOR CAPITAL APPRECIAT INSTL (HACAX)		86,283 710	56 690	2,927,995 98	4,723,196 44
EAI \$3,891 40, EY 0 08%					
ING GLOBAL REAL ESTATE CLASS I (IGLIX)		180,440 690	18 320	3,124,405 70	3,294,846 99
EAI \$136,918 40, EY 4 14%					
LOOMIS SAYLES BOND INSTL (LSBDX)		233,826 505	15 160	3,327,155 47	3,516,791 81
EAI \$178,058 88, EY 5 02%					
PIMCO TOTAL RETURN INSTL (PTTRX)		618,200 044	10 690	7,125,051 16	6,669,291 62
EAI \$170,874 81, EY 2 59%					
PIMCO REAL RETURN BOND INSTL CLASS (PRRIX)		269,305 880	10 970	3,062,847 08	3,001,659 04
EAI \$36,317 77, EY 1 23%					
PIMCO ALL ASSET INST CLASS (PAAIX)		571,092 369	12 080	7,184,803 36	6,893,891 51
EAI \$338,075 26, EY 4 90%					
TEMPLETON GLOBAL BOND ADVISOR CLASS (TGBAX)		256,217 278	13 090	3,533,281 70	3,312,152 42
EAI \$131,490 71, EY 3 92%					
				3,389,625.01	3,360,792.84
				-28,832.17	



990-PF, PART II, LINES 10 & 13 DETAIL

Investment Report

December 1, 2013 - December 31, 2013

Brokerage

J MARION SIMS FOUNDATION INC

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013	Unrealized Gain (Loss) December 31, 2013
VANGUARD WINDSOR II ADMIRAL (VMNAX)	66,872.788	65.240	2,897,564.82	4,281,770.12	4,362,780.68	1,465,215.86
EAI \$90,679.50, EY 2.08%						
VANGUARD MID CAP INDEX SIGNAL (VMISX)	80,539.131	42.980	2,118,870.73	3,361,108.27	3,461,571.85	1,342,701.12
EAI \$39,947.41, EY 1.15%						
VANGUARD 500 INDEX SIGNAL SHS (VIFSX)	24,596.077	140.720	2,187,807.44	3,526,684.63	3,461,159.95	1,273,352.51
EAI \$63,630.05, EY 1.84%						
WASATCH SMALL CAP GROWTH (WAAEX)	71,311.457	52.470	2,523,358.79	3,642,841.97	3,741,712.14	1,218,353.35
Subtotal of Mutual Funds			57,393,850.66		67,515,265.30	10,121,414.64

Core Account 0% of holdings

CASH

Subtotal of Core Account

Total

All positions held in cash account unless indicated otherwise

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated in statement for details. Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable. See last page of statement for details.

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments.

Estimated Annual Income (EAI) & Estimated Yield (EY) - EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate.

For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be lower or higher. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security.

For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.

Total

\$ 60,783,475.67

\$70,890,060.94

\$ 10,092,582.47

14,002.80

14,002.80

not applicable

not applicable

Depreciation and Amortization 990PF
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

► See separate instructions.

► Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

J. MARION SIMS FOUNDATION, INC.

FORM 990-PF PAGE 1

57-0355295

Part I Election To Expense Certain Property Under Section 179 *Note: If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	29,654.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	29,654.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2013 tax year:

43 Amortization of costs that began before your 2013 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	J. MARION SIMS FOUNDATION, INC.	Employer identification number (EIN) or 57-0355295
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 818	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LANCASTER, SC 29721	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JAMES T. MORTON, PRESIDENT

• The books are in the care of ► **800 NORTH WHITE STREET - LANCASTER, SC 29721**
Telephone No. ► **(803) 286-8774** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	75,750.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	50,750.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	25,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box**

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
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Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	J. MARION SIMS FOUNDATION, INC. Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 818	57-0355295 Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions LANCASTER, SC 29721	

Enter the Return code for the return that this application is for (file a separate application for each return)

0	4
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Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01		
Form 990-BL	02	Form 1041 A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990 PF	04	Form 5227	10
Form 990 T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JAMES T. MORTON, PRESIDENT

- The books are in the care of ► 800 NORTH WHITE STREET - LANCASTER, SC 29721

Telephone No ► (803) 286-8774

Fax No

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for _____

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year 2013, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER IS STILL WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any <u>nonrefundable credits</u> . See instructions	8a	\$ 75,750.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 75,750.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature 

Title ▶

Date _____

Form 8868 (Rev. 1-2014)